

Duffy, Daniel

FOZ #14510

From: lbs4@columbia.edu
Sent: Tuesday, January 07, 2014 10:52 AM
To: Duffy, Daniel
Cc: Torres Rojas, Genara; Van Duyne, Sheree
Subject: Freedom of Information Online Request Form

Information:

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Last Name: sagalyn
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Required copies of the records: Yes

List of specific record(s):

Copies of the PA board meeting minutes for 1996, 1997, 1998, and 1999. Thank you.

THE PORT AUTHORITY OF NY & NJ

FOI Administrator

March 17, 2014

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

Re: Freedom of Information Reference No. 14510

Dear Ms. Sagalyn:

This is in response to your January 7, 2014 request, which has been processed under the Port Authority's Freedom of Information Code (the "Code", copy enclosed) for Request for "Copies of the PA board meeting minutes for 1996, 1997, 1998 and 1999."

Publicly available Port Authority Board Minutes responsive to your request can be found on the Port Authority's website at <http://www.panynj.gov/corporate-information/foi/14510-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,



Heavyn-Leigh American
FOI Officer

Enclosure

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, February 8, 1996

FILE COPY

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, February 8, 1996, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. Henry F. Henderson
 Hon. Robert C. Janiszewski
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
 Jeffrey S. Green, General Counsel
 Lysa C. Meduri, Secretary
 Karen Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port/Commerce
 Frank Bruno, Special Assistant to the Executive Director
 Ernesto Butcher, Deputy Director, Interstate Transportation
 William J. Cahill, Principal Information Officer, Office of Press Secretary
 Matthew Chilcotte, General Maintainer, Holland Tunnel
 John J. Collura, Chief Operating Officer
 Daniel J. Dugo, Assistant Chief Operations Supervisor, John F. Kennedy International Airport
 Karen E. Eastman, Acting Manager, Board Relations
 Larry Filler, Director, TransitCenter, Interstate Transportation
 Gerald P. FitzGerald, Director, Aviation
 Mark O. Hatfield, Jr., Deputy Press Secretary
 Gita Kalra, Attorney, Law
 Louis J. LaCapra, Director, Human Resources
 Charles J. Maikish, Director, World Trade
 Karen C. Matthews, Superintendent, PATH Personnel Division
 Charles F. McClafferty, Acting Chief Financial Officer
 Allen M. Morrison, Supervisor, Media Promotions, Office of Press Secretary
 Giuseppe Noschese, Trackman III, Journal Square Track Room, PATH
 James C. Reinish, Principal Policy Analyst, Office of Board Secretary
 Michael A. Scott, General Superintendent, Port Authority Trans-Hudson Corporation
 Nancy D. Seliga, Acting Operations Manager, Tenants' Support, World Trade
 Jeff Stein, Executive Assistant to the Chairman
 Peter Yerkes, Acting Press Secretary
 Karen Szczepanski, CWA Union Representative

The public meeting was called to order by Chairman Eisenberg at 1:06 p.m. and ended at 1:24 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of December 14, 1995. 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 Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on January 25, 1996, related to lease 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 Capital Program/Construction

The Committee on Capital Program/Construction submitted a report, for information, of matters discussed at its meeting on January 25, 1996, which included a discussion in public session of the Capital Program; and a discussion in executive session of lease 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 Finance

The Committee on Finance submitted a report, for information, of action taken in executive session at its meeting on December 14, 1995, to purchase excess boiler and machinery insurance, 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.

Karen Szczepanski addressed the Board on behalf of the Port Authority Labor Council regarding the current status of the labor relations process.

Tribute to Guido Vendittoli and Nunzio Tinnirello

We pay tribute today to two lifelong PATH employees who lost their lives in a tragic accident on December 2, 1995.

WHEREAS Guido Vendittoli worked for the railroad when it was still the Hudson & Manhattan Railroad and had over 35 years of dedicated service. He was an accomplished member of PATH's track maintenance team on whom everyone depended to respond to and handle all types of track emergencies. Guido was known for his sensitivity to the needs of his staff and for his commitment to doing whatever it took to get the job done.

WHEREAS Nunzio Tinnirello served the railroad for nearly 28 years and enjoyed a distinguished reputation as someone who could be counted on to use his extensive knowledge and experience to tackle any job whether it was routine or an emergency.

WHEREAS both Guido Vendittoli and Nunzio Tinnirello came from families with long histories of dedicated service to PATH and their commitment to the railroad and the millions of passengers it serves will endure for years to come as the standard to which we, as public servants, must all strive.

NOW THEREFORE BE IT

RESOLVED, that the Board of Commissioners extends to the families of Guido Vendittoli and Nunzio Tinnirello our most sincere sympathies and that we further wish to pay tribute to the memory of these men who dedicated their lives to the railroad they so honorably served.

RESOLVED, that this tribute be suitably engraved and presented to the families of Guido Vendittoli and Nunzio Tinnirello as a sign of the high esteem in which they are held by their colleagues and friends at the Port Authority and PATH.

Tribute to Staff

The following resolution was unanimously adopted:

WHEREAS, on January 7, 1996, the northeast region of the country, including the Port District and the entire States of New York and New Jersey, was hit by a major snowstorm; and

WHEREAS, the men and women of the staff of the Port Authority (and its subsidiaries) coordinated their efforts and worked around the clock to minimize any dangers or adverse impact to the customers, tenants, patrons, and operations at all the facilities of the Port Authority; and

WHEREAS, staff performed key functions to ensure that service at facilities was restored to normal as quickly as possible, and that our patrons were kept well-informed;

Now, therefore be it,

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby proudly recognize and commend staff for their dedicated efforts related to the January 7, 1996 snowstorm.

Tribute to Commissioner Vincent Tese

The following resolution was unanimously adopted expressing the appreciation of the Board of Commissioners to Vincent Tese.

WHEREAS, during the years since his 1991 appointment by Governor Mario Cuomo as a Commissioner of the Port Authority of New York and New Jersey, the Honorable Vincent Tese has been a loyal and dedicated member of the Board; and

WHEREAS, during that time Commissioner Tese served with distinction as Vice Chairman of the Board and as a member of the Committee on Finance, the Business Opportunities Committee and the Audit Committee; and

WHEREAS, Commissioner Tese brought to the Port Authority the benefits of his many years of experience in public service;

Now, therefore be it,

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their sincere appreciation to Vincent Tese for his service to the agency and the region it serves; and it is further

RESOLVED, that the Commissioners hereby direct that this resolution be suitably engraved and presented to Commissioner Vincent Tese as a token of their thanks.

Tribute to Albert Jackson

The following resolution was unanimously adopted, expressing the appreciation of the Board of Commissioners to Albert Jackson.

WHEREAS, during his nearly ten years with the Port Authority, Albert Jackson served with distinction in both the Law and Audit Departments before being named Inspector General in 1992; and

WHEREAS, during his tenure as Inspector General, Al Jackson was committed to ensuring that the agency upheld the highest standards of integrity; and

WHEREAS, under his direction, the Office of Inspector General undertook a mission to promote economy and efficiency through the effective functioning of that office;

Now, therefore be it,

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their appreciation to Al Jackson for his years of dedicated service to the agency; and it is further

RESOLVED, that the Commissioners do hereby direct that this resolution be suitably engraved and presented to Mr. Albert Jackson as a token of their thanks.

**John F. Kennedy International Airport - Trans World
Airlines, Inc. - Funding for Terminal Improvements - and
Authorization of Lease Extension for Terminals A & B
(AY-583, AYA-073)**

It is recommended that the Board authorize the Executive Director for and on behalf of the Port Authority to enter into agreements with Trans World Airlines, Inc. (TWA) as deemed necessary or desirable to extend TWA's Lease Agreements covering Terminals A & B at John F. Kennedy International Airport for a 5 year term commencing on or about April 1, 1996 and to reimburse TWA or its contractors up to \$15 million for the refurbishment and upgrading of said Terminals. In addition to all other amounts payable under the Lease, TWA will pay an additional rental during the extension period which is financially self-sustaining and based upon the amounts paid to TWA or its contractor. The resolution of the Board adopted at its meeting of June 10, 1993 would be deemed amended and superseded by this action of the Board insofar as it pertains to payment by the Port Authority for the upgrading of TWA's Terminals A & B at John F. Kennedy International Airport.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 or agreements with Trans World Airlines, Inc. (TWA) at John F. Kennedy International Airport for leasing, performance of work and payment of monies, all substantially in accordance with the terms and conditions set forth above, provided that no payment or reimbursement to TWA or its contractors will be made by the Port Authority unless the details of each item of refurbishment and upgrading work to be performed and the cost thereof is reviewed and approved by the Committee on Operations prior to (i) the reimbursement being agreed to and (ii) the work being undertaken; and the form of the agreement or agreements shall be subject to the approval of General Counsel or his authorized representative.

**John F. Kennedy International Airport - Korean Air Lines
Co., Ltd. - Agreement AYC-646 - Lease for Hangars 9/9A
Redevelopment and Special Project Bond Inducement
Resolution**

It was recommended that the Board authorize (a) the Executive Director, for and on behalf of the Port Authority, to enter into an agreement of lease with Korean Air Lines Co., Ltd. (Korean Air) for the demolition of Hangars 9/9A, including asbestos removal, and the design, construction and operation of a cargo facility of approximately 195,000 square feet on and about the site of the existing Hangars 9/9A at John F. Kennedy International Airport; (b) a project and award of contracts to provide paving to the premises under the lease with Korean Air at a project cost of approximately \$1 million and to perform certain subsurface remediation at a project cost of approximately \$1.2 million, both including administrative, engineering and financial expenses, and a project contingency amount; and (c) the Executive Director, for and on behalf of the Port Authority, (1) to award a contract or contracts to the lowest bidder(s), who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable, to provide paving to the premises under the lease with Korean Air and to perform certain subsurface remediation; (2) to take such action with respect to the award of purchase and construction contracts for the foregoing project as he deems in the best interest of the Port Authority; (3) to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and (4) to execute other contracts and supplemental agreements with such bidders and contractors as he deems in the best interest of the Port Authority and to order extra work and net cost work in connection with each contract and agreement if necessary.

The lease will cover the letting of approximately 21 acres at specified rentals which escalate for a term commencing on or about September 1, 1996 and expiring on or about November 30, 2015, with the term being extended five years in the event the Airport Lease with the City of New York is extended, with the lessee being obligated to assume the entire responsibility for all insurance, repair and maintenance, to share in the construction of a new common taxilane under certain circumstances, and to make a good faith effort to achieve stated Minority/Women's Business Enterprise and labor force goals. The lease would also provide that at the lessee's request, the Port Authority would consider the issuance of Special Project Bonds in a principal amount not to exceed \$90,000,000 to provide, in whole or in part, for project costs under and pursuant to the Port Authority Special Project Bond Resolution, adopted June 9, 1983; with debt service on such bonds being a special obligation of the Port Authority payable from the sources and to the extent generally as provided in such resolution, and with the Port Authority's full faith and credit not being pledged to any such bonds. It is anticipated that the lessee would include in the construction costs, to be provided with the proceeds of any such bonds, certain costs incurred prior to the execution of the Lease and the issuance of any such bonds.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Korean Air Lines Co., Ltd. at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that a project is hereby authorized to provide paving to the premises under the lease at a cost of approximately \$1 million and to perform certain subsurface remediation at a cost of approximately \$1.2 million, including administrative, engineering, financial expenses and a project contingency; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to bid, solicit or enter into one or more contracts to perform the aforesaid paving and utilities and remediation work substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that an Authorized Officer (as such term is used in connection with Port Authority bonds and notes) be and is hereby authorized, for and on behalf of the Port Authority, to execute a declaration of official intent under Section 1.150-2 of the regulations issued by the United States Department of the Treasury, to provide for the disbursement of certain project costs incurred prior to the execution of the lease and the issuance of special project bonds for purposes of the above-described project; and it is further

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

**John F. Kennedy International Airport - Saudi Arabian
Airlines Corp. - Lease Agreement - Building 78**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a lease agreement with Saudi Arabian Airlines Corp. (Saudia) for space in Building 78 and associated outside areas at John F. Kennedy International Airport to be used for the handling of air cargo.

The lease will provide for a five-year term commencing on or about March 1, 1996 at specified annual rentals. Saudia will be responsible for all operations and non-structural maintenance within the premises. The Port Authority will be responsible for the structural supporting frame, the roof and the exterior walls of the building.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Saudi Arabian Airlines Corp., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**Newark International Airport - Airis Newark, L.L.C.- New
Cargo Facility - Lease ANA-884 - Project Authorization
and Award of Contracts to Provide Paving and Utilities
and the Relocation of a Portion of Taxiway JB**

It was recommended that the Board authorize (a) the Executive Director, for and on behalf of the Port Authority, to enter into an agreement of lease with Airis Newark, L.L.C. (Airis) for the demolition of the North Terminal Building and Annex and the design, construction, financing and operation of a cargo complex consisting of two cargo buildings of approximately 177,000 square feet and 74,000 square feet, respectively, on and about the site of the existing North Terminal Building at Newark International Airport at an estimated cost of \$30 million; (b) a project and award of contracts to provide paving and utilities to the premises under the lease with Airis and to relocate a portion of taxiway JB at a total project cost not to exceed \$12 million, including administrative, engineering and financial expenses, and a project contingency amount; and (c) the Executive Director, for and on behalf of the Port Authority, (1) to award a contract or contracts to the lowest bidder(s), who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable, to provide paving and utilities to the premises under the lease with Airis and to relocate a portion of taxiway JB; (2) to take such action with respect to the award of purchase and construction contracts for the foregoing project as he deems in the best interest of the Port Authority; (3) to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and (4) to execute other contracts and supplemental agreements with such bidders and contractors as he deems in the best interest of the Port Authority and to order extra work and net cost work in connection with each contract and agreement if necessary.

The lease will cover the letting of approximately 22 acres on the Airport's north side in the immediate area of the North Terminal Building and Annex for a term commencing on or about April 1, 1996 and expiring on or about March 31, 2021, the Lessee being obligated to provide the entire financing for the project itself or through a qualified lender, to remove and dispose of asbestos and lead in the North Terminal and Annex and to perform certain environmental remediation and site restoration. The lessee will pay ground rental consisting of a constant factor subject to annual CPI and mid-term escalation and an Airport Services Factor to be adjusted annually, which rental would be deferred during the construction period and be repaid over the remaining term of the lease with interest; the amount of \$200,000 towards site restoration of the North Terminal area; a 5% fee on certain cargo handling gross receipts; and enter into certain initial sublease agreements with no Port Authority sublease fee, with all subsequent agreements being subject to the appropriate fee. The lessee will assume the entire responsibility for all insurance, repair and maintenance and make a good faith effort to achieve stated Minority/Women's Business Enterprise and labor force goals.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Airis Newark, L.L.C., substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that a project is hereby authorized to provide paving and utilities to the premises under the lease and to relocate a portion of Taxiway JB at a total cost not to exceed \$12 million, including administrative, engineering, financial expenses and a project contingency; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to bid, solicit or enter into one or more contracts to perform the aforesaid paving and utilities and relocation work, substantially in accordance with the terms and conditions set forth above; and it is further

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

**Port Authority Bus Terminal - Harry M. Stevens, Inc. - Lease
Surrender Agreement**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Harry M. Stevens, Inc. (Stevens) providing for the surrender of its premises at the Port Authority Bus Terminal (PABT).

In 1981, Stevens commenced the operation of a store for the retail sale of sports apparel at the PABT. Stevens' lease at the PABT was extended in 1987 for a ten year term expiring on June 30, 1997. Stevens' business gradually declined and was closed in October 1991 with Stevens continuing to make rental payments to the Port Authority to March 1995 at which time Stevens was purchased by Aramark Corporation. Stevens' premises consists of two locations in the North Wing of the PABT constituting a total of 2,475 square feet of which 1,545 square feet was used for retail purposes and 930 square feet was used for back office space.

It is proposed that Stevens will enter into an agreement surrendering all of its premises under its lease to the Port Authority effective as of December 31, 1995 and will make a lump sum payment to the Port Authority upon the execution of the surrender agreement in the amount of \$85,000. This payment will result in Stevens having paid rent to the Port Authority for approximately nine years of the ten-year term.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Harry M. Stevens, Inc. providing for the surrender of its premises at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**The World Trade Center - National Development and Research
Institutes, Inc. - Lease Agreement**

It was recommended that the Board authorize the Executive Director to enter into an agreement of lease with National Development and Research Institutes, Inc. (NDRI) covering the letting of the entire sixteenth floor of Two World Trade Center constituting approximately 44,325 rentable square feet of space; and to enter into a brokerage agreement with Edward S. Gordan Company, Incorporated in connection with such lease agreement.

NDRI is a highly regarded, tax exempt, not-for-profit organization involved in developing solutions to current public health problems such as substance abuse, mental health problems, HIV/AIDS and related medical and social concerns. The proposed agreement of lease will commence on or about the execution of the lease agreement and will be for a term of approximately fifteen and one-half years. NDRI will pay an aggregate rental over the fifteen rent-paying years of the term of approximately \$21 million. A brokerage commission will be payable to Edward S. Gordon Company, Incorporated calculated in accordance with the rates previously authorized by the Board at its meeting of August 11, 1977.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 National Development and Research Institutes, Inc. covering the letting of the entire sixteenth floor of Two World Trade Center and to enter into a brokerage agreement with Edward S. Gordon Company, Incorporated in connection with such letting, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

**Elizabeth-Port Authority Marine Terminal - Maher Terminals,
Inc. - Amendment to Fleet Street Lease**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Maher Terminals, Inc. (Maher) to amend Maher's lease covering the Fleet Street Terminal to lower the throughput rental payable with respect to a specified category of cargo containers loaded onto or discharged from vessels berthing at the Fleet Street Terminal or at the marine terminal on Tripoli Street leased by Maher (collectively, the Maher Terminals). Effective January 1, 1994 and continuing through the term of the letting of the Fleet Street Terminal, the throughput rental will be reduced by two-thirds on containers under the control of Hanjin Shipping Co., Ltd. and loaded onto or discharged from vessels owned or operated by Yangming Marine Transport Corp. and transported through or from either of the Maher Terminals without any interim storage thereon.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Maher Terminals, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

Elizabeth-Port Authority Marine Terminal - Maher Terminals,
Inc. - Lease EP-148, Supplement No. 9 - Amendment of
Fleet Street Terminal Lease

It was recommended that the Board authorize the Executive Director: (1) to enter into an agreement with Maher Terminals, Inc. (Maher) to amend Maher's lease covering the Fleet Street Terminal to provide for berth/bulkhead construction and the deepening of 1,000 linear feet of berth, and (2) to take such action, with respect to approval of tenant generated contracts and the award of Port Authority contracts, to implement a project to deepen certain berths as deemed in the best interest of the Port Authority, including award to the lowest qualified bidder, who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable; reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or contractors as deemed in the best interest of the Port Authority, and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto.

The agreement will require Maher to perform construction work on 1,200 linear feet of berth/bulkhead at the premises to prepare the berth to be dredged to a depth of 45 feet, with Maher to be reimbursed by the Port Authority in an amount not to exceed \$6 million for the cost of this work. Upon completion of its berth/bulkhead preparation work, Maher will no longer be liable for claims or demands arising out of structural defects in the work except for claims or demands resulting from its negligence. The Port Authority will be required to dredge the berth to a depth of 45 feet and dispose of the dredged material, subject to the condition that the dredging will be deemed completed upon the expenditure by the Port Authority of \$5.5 million on the dredging project. In addition, if prior to the commencement of the dredging work the Port Authority's estimate of the total cost of the dredging project exceeds \$100 per cubic yard of dredged material, the Port Authority's dredging obligation will be canceled. Maher will pay additional rental in an amount sufficient for the Port Authority to recover a majority share of its costs of the berth/bulkhead preparation work and a minority share of the total cost of the dredging project. The Port Authority will be obligated to maintain the berth at the depth reached upon completion of the dredging work, subject to its having the required governmental authorizations to dredge and dispose of the dredged material.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Maher Terminals, Inc. and to implement a project to deepen certain berths, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

John F. Kennedy International Airport - U.S. Affiliates,
Inc. - Lease Agreement - Brokerage Agreement - Greiner-
Maltz Company, Inc.

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a lease agreement with U.S. Affiliates, Inc. (U.S. Affiliates) covering the leasing of space in Building 208 and associated outside areas at John F. Kennedy International Airport.

U.S. Affiliates will use the premises under the Lease as warehouse space in connection with its warehousing contract for the U.S. Postal Service including the sorting and distributing of air mail packaging material and warehouse general postal support equipment; in the event, however, that U.S. Affiliates is not awarded or does not enter into the contract with the U.S. Postal Service for said warehousing and other services, the Port Authority and U.S. Affiliates shall each have the right to cancel the Lease.

The Port Authority will be responsible for certain costs of asbestos abatement, installation of electric and water meters and certain fire code compliance and certain other work.

The Lease will be for a two-year term commencing on or about March 1, 1996, with four two-year options to extend. During the first year, the Lease will provide for incremental phased-in occupancy.

U.S. Affiliates will be responsible for preparing the premises for its occupancy. U.S. Affiliates will also be responsible for operation and maintenance within the premises.

It was also recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a brokerage agreement with Greiner-Maltz Company, Inc. (Greiner-Maltz) whereby the Port Authority will pay to Greiner-Maltz a brokerage fee, conditioned upon and following the execution by the Port Authority of the said Lease with U.S. Affiliates and the entering into possession of the premises by U.S. Affiliates, with the Port Authority retaining the right to reject any lease or any lease term proposed by Greiner-Maltz or U.S. Affiliates, with said brokerage fee to be equal to commissions at the rate of seven percent (7%) of gross annual rental of each of the first three years, and additional commissions at the rate of three percent (3%) of gross annual rental of each of the succeeding years; with the payment of the additional commissions for each extension year to be conditioned upon the successful exercise of the option applicable to such extension year.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 U.S. Affiliates, Inc. for the rental of space and outside areas at John F. Kennedy International Airport, substantially in accordance with the terms set forth above; 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 brokerage agreement with Greiner-Maltz Company, Inc. for the payment by the Port Authority of brokerage commissions after the execution of the aforesaid lease agreement between the Port Authority and U.S. Affiliates, Inc. and in the amounts and subject to such conditions substantially in accordance with the terms set forth above; and it is further

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

**Brooklyn-Port Authority Marine Terminal (East River Piers) -
Partial Lease Surrender to New York City of Part of
Parcel 4 and Agreement with the City for Consulting
Services to the City regarding a Dredging Project at the
City's South Brooklyn Marine Terminal**

It was recommended that the Board authorize the Executive Director to (1) enter into an agreement to amend the Port Authority's lease with the City of New York (the City) covering parts of the Brooklyn-Port Authority Marine Terminal, dated November 5, 1968, principally to effectuate the surrender, effective January 1, 1996, of approximately 35,439 square feet of predominantly underwater land, being a part of lease Parcel 4 and constituting a portion of the real property under such lease, with a consequent reduction in rent of approximately \$4,460 per annum from said effective date to the end of September, 2008, and of about \$5,355 per annum thereafter; and (2) to enter into an agreement with the City to provide it, without charge, advice and assistance on a consulting basis, up to a value of \$39,000, as calculated by the Port Authority, in connection with the City's proposed dredging of its South Brooklyn Marine Terminal.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 with the City of New York, one, as an amendment to its lease with the City of New York covering parts of the Brooklyn-Port Authority Marine Terminal, dated November 5, 1968, to provide principally for the surrender of a portion of the leased property, and, the second, to provide for certain consulting services to the City in connection with the City's proposed dredging of its South Brooklyn Marine Terminal, both to be substantially in accordance with the terms and conditions set forth above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

(Board - 2/8/96)

**New Jersey Facilities - Declaration of Environmental
Restrictions Concerning Remediation Standards**

It was recommended that the Board authorize the Executive Director with respect to Port Authority/Port Authority Trans-Hudson Corporation (PATH)-owned or leased property in New Jersey to sign such documents, including but not limited to, agreements with municipalities, as may be necessary for a Declaration of Environmental Restrictions (DER) to be executed and filed in the County Register's Office, allowing, among other matters, contaminated soils to remain on site without remediation to residential criteria.

On July 15, 1993, the Board authorized the Executive Director to enter into Memoranda of Agreement (MOAs) with the New Jersey Department of Environmental Protection (NJDEP) for the purpose of participating in the State of New Jersey's Voluntary Site Remediation Program. MOAs have been executed with NJDEP covering remediation activities at the Hoboken Piers, Newark International Airport and lands in the vicinity of the following additional facilities: Holland Tunnel, Lincoln Tunnel, Goethals Bridge, Bayonne Bridge, Outerbridge Crossing, George Washington Bridge and the Hackensack River Bridge. Also, execution of an MOA is pending for the New Jersey Marine Terminals. Once an investigation and, if necessary, a cleanup is completed under an MOA, the NJDEP will issue a letter stating that, subject to certain conditions, "no further action" is required for the site or portion thereof governed by the MOA.

In certain cases, where a residential level of cleanup practicably cannot be met, a DER may be required. The DER informs prospective holders of an interest in the property that contamination exists which may restrict certain uses of, or access to, all or portions of the property and requires that notice of the environmental condition be transmitted to the governing body of the municipality in which the property is located. A DER may also require certain engineering controls such as capping, fencing, monitor wells, etc. in order to protect human health and the environment given the anticipated non-residential use of the property for industrial or commercial purposes. DERs must be executed by the property owner. Port Newark and that portion of Newark International Airport within the City of Newark are owned by the City and leased to the Port Authority. A proposed agreement with the City of Newark would have the City agree upon the request of the Port Authority to sign a DER approved by NJDEP on certain port or airport lands covered by the lease. Furthermore, the City would agree to permit the Port Authority to surrender the land affected by the DER in a non-residential condition upon the Marine and Air Terminals lease's expiration.

This delegation of authority to the Executive Director will minimize future administrative procedures by obviating the need to seek Board approval on a case-by-case basis. Additionally, the Board's action will permit the Executive Director to execute appropriate documents, including those necessary to secure NJDEP approval for real property under Port Authority/PATH jurisdiction to be remediated to a non-residential soil remediation criteria or where engineering or institutional controls are used in lieu of remediating a site to meet an established remediation standard for soil, groundwater or surface water.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized with respect to Port Authority/Port Authority Trans-Hudson Corporation (PATH)-owned or leased property in New Jersey to sign such documents, including but not limited to, agreements with municipalities, as may be necessary for a Declaration of Environmental Restrictions (DER) to be executed and filed in the County Register's Office, allowing, among other matters, contaminated soils to remain on site without remediation to residential criteria; the form of all documents to effectuate the aforesaid shall be subject to the approval of General Counsel or his authorized representative.

**Bank for Regional Development - Reallocation of Funds from
the Jersey City Homeless Drop-In Center to the City of
Jersey City**

It was recommended, at the request of Governor Whitman, that the Board authorize the reallocation of \$1 million of Bank for Regional Development funds (Bank I), previously committed to the Jersey City Homeless Drop-In Center, to the City of Jersey City for capital improvements in the Journal Square area, primarily along Kennedy Boulevard on properties contiguous to the Journal Square Transportation Center (JSTC).

The improvements will enhance the safety and cleanliness of the Journal Square area and promote its commercial vitality. PATH's JSTC accounts for a significant portion of the commercial real property in the area, and this money will serve to preserve, protect, and enhance the value of JSTC, its revenue-producing capacity and its role in fostering economic development for Journal Square.

On February 9, 1989, the Board authorized the President of PATH to enter into agreements that would direct up to \$1.3 million for the acquisition and renovation of a drop-in center for the homeless in the Journal Square area of Jersey City. As a result of community opposition and a change in the City administration, the developer, Let's Celebrate, in consultation with Jersey City, the State of New Jersey and the Port Authority, withdrew its plans for the project.

Jersey City has committed approximately \$2 million to the proposed capital improvements. The agreement with Jersey City will provide that the Port Authority will be obligated to make \$1 of actual payments for improvements for each \$2 of such payments made by Jersey City.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that \$1 million of Bank for Regional Development funds (Bank I), previously committed to the Jersey City Homeless Drop-In Center, is hereby reallocated for capital improvements (the improvements) in the Journal Square area, primarily along Kennedy Boulevard on properties contiguous to the Journal Square Transportation Center; and it is further

RESOLVED that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into such agreements with Jersey City and/or other appropriate entities as are necessary to provide the reallocated amount for the improvements, the form of such agreements shall be subject to the approval of General Counsel or his authorized representative.

**Bank for Regional Development - Harlem International Trade
Center - Reallocation of Harlem International Trade
Center Corporation Escrow Account**

It was recommended, at the request of Governor Pataki, that the Board: (1) in connection with the Bank for Regional Development, reallocate the funds held by the New York State Urban Development Corporation (now doing business as Empire State Development) (ESD) under the terms of an escrow agreement entered into among ESD, the Port Authority and Harlem International Trade Center Corporation (HITCC) from the Harlem International Trade Center to a program of New York State transportation, terminal, and/or economic development capital projects within the New York portion of the Port District (the Program) which meet applicable criteria and (2) authorize the Executive Director to (i) take appropriate steps to cancel the Port Authority's lease agreement with HITCC and (ii) enter into an agreement with ESD and/or other appropriate public entities to effectuate the Program.

Each of the projects would be subject to the approval of the Executive Director. The Commissioners will be given an opportunity to review and comment on any projects prior to their approval by the Executive Director.

The projects eligible for funding under the Port Authority's applicable legal criteria, which would have to be met for each project, could include, among others, marine terminal improvements, rail freight projects, improvements to some roadways in the vicinity of the Trans-Hudson crossings or other Port Authority facilities and industrial development projects as defined in the Port Authority's Industrial Development Legislation. In addition, the agreement with ESD will provide that no funds can be used for projects that would result in the relocation of any business from New Jersey to New York.

The agreement will make clear that the Port Authority will not undertake any design, effectuation, operating, maintenance, planning, environmental, construction or other responsibilities in connection with any projects receiving funds.

The Board, at its meeting on March 10, 1988, authorized the Executive Director under the Bank for Regional Development to enter into an Agreement of Lease (the Lease) with HITCC for the leasing of space for trade and related activities at the Harlem International Trade Center at a rental equal to the lesser of one-third of the overall project cost or \$48.5 million, on a present value basis as of the date of the lease commitment, and authorized \$1.5 million to fund the necessary planning (including the required funding for a project planning team) by HITCC. On August 30, 1990 the Board eliminated the requirement with respect to project costs and authorized the transfer of funds authorized on March 10, 1988 to ESD as Escrow Agent.

Since the original authorization by the Board in March 1988 the HITCC has been granted four extensions (March 12, 1992; March 1, 1993; July 14, 1994; and September 28, 1995) to meet certain deadlines set forth in the escrow agreement and the Lease and has been authorized to draw down \$6.3 million from the escrow account for costs associated with project planning and design.

Undisbursed amounts in the escrow account are available for recommitment for Regional Economic Development projects at the request of the Governor of New York.

To date, inclusive of this authorization, the Board of Commissioners has authorized all of the \$112,500,000 available for Bank for Regional Development projects in the State of New York.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED that, (1) in connection with the Bank for Regional Development, the funds held by New York State Urban Development Corporation (ESD) under the terms of an escrow agreement entered into among ESD, the Port Authority and Harlem International Trade Center Corporation (HITCC) are hereby reallocated from the Harlem International Trade Center to a program of New York State transportation, terminal, and/or economic development capital projects within the New York portion of the Port District (the Program) which meet applicable legal criteria and (2) the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to (i) take appropriate steps to cancel the Port Authority's lease agreement with HITCC and (ii) enter into an agreement with ESD and/or other appropriate public entities to effectuate the Program; and be it further

RESOLVED, that the form of each agreement entered into pursuant to the above authorizations shall be subject to the approval of General Counsel or his authorized representative.

The World Trade Center - Agreement with Prompt Maintenance Service Inc. for Resolution of Contract Claims

It was recommended that the Board authorize the Executive Director to enter into an agreement with Prompt Maintenance Service Inc., (Prompt) to settle claims related to Prompt's World Trade Center cleaning contract. During the contract period, \$895,000 in Prompt invoices were not paid based upon several contractual disputes between the parties. Lawsuits were brought and extensive discovery was conducted. Staff now believes that Prompt has a credible position on a substantial portion of the disputed invoices justifying a settlement whereby Prompt would receive a final settlement of \$310,000. Staff believes that this recommendation is in the Port Authority's best interest.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 pay Prompt Maintenance Service, Inc., \$310,000 in full settlement of its claims related to a World Trade Center cleaning contract, with the parties executing mutual releases.

Bayonne Bridge - Settlement of Claim Against Silver Express Shipping and Silver Carriers S.A.

It was recommended that the Board authorize the Executive Director to enter into an agreement with Silver Express Shipping and Silver Carriers S.A. (Silver Express) to settle Port Authority claims relating to an incident on October 11, 1991 when the vessel Silver Express struck the Bayonne Bridge. Under this arrangement, the Port Authority would receive a \$175,000 payment to resolve its claims against Silver Express as a result of this incident. The corporate entities are defunct and the vessel was sold at public auction in Hong Kong. Thus, any judgment obtained would not likely be collectible. Staff believes that this recommendation is in the Port Authority's best interest.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 settle Port Authority claims against Silver Express Shipping and Silver Carriers S.A., as a result of an incident when the vessel Silver Express struck the Bayonne Bridge, by accepting the sum of \$175,000 as full settlement of its claims.

Howland Hook - Settlement of Certain Claims against McLean Industries, Inc. (U.S. Lines)

It was recommended that the Board authorize General Counsel to accept the sum of \$300,000 in full settlement of the Port Authority's claim of \$530,233 against McLean Industries, Inc. (U.S. Lines) (the Debtor) in resolution of the Port Authority's environmental administrative claim in this Chapter 11 bankruptcy case.

Environmental damages resulted from a release of pollutants from drums stored at Howland Hook by the Debtor. The Port Authority commenced and has now completed an environmental clean-up of the site at a final cost of \$530,233. Staff has negotiated a settlement in the sum of \$300,000 to be paid by the Debtor to the Port Authority in one payment pursuant to the terms of a Stipulation to be executed between the parties. This settlement will recoup 56.5% of the Port Authority's documented claim.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to accept the sum of \$300,000 in full settlement of the Port Authority's administrative claim for environmental clean-up damages against McLean Industries, Inc. (U.S. Lines).

**John F. Kennedy International and LaGuardia Airports -
Settlement of Administrative Proceeding with United
States Environmental Protection Agency**

It was reported that the United States Environmental Protection Agency and Port Authority staff have reached an agreement on a settlement regarding alleged violations under the Toxic Substances Control Act. A twenty-count complaint, filed in September 1993, sought penalties of \$289,000 for the alleged improper use of PCB transformers as well as the alleged failure to inspect and properly mark such PCB transformers at John F. Kennedy International and LaGuardia Airports. The settlement provides for (1) a cash payment not to exceed \$20,000; and (2) two supplemental environmental benefit projects described herein.

The first supplemental environmental benefit project involves the recycling of fluorescent bulbs at Port Authority facilities for a period of three years. These bulbs, which contain mercury, a hazardous substance, are currently disposed of as hazardous waste. The net cost of recycling these bulbs, net of current disposal costs, is approximately \$22,000.

The second environmental benefit project entails the implementation of a stormwater management educational program at John F. Kennedy International and LaGuardia Airports, based on the model that was recently initiated at Newark International Airport. The two New York airports operate near a major watershed, and stormwater management is critical to the protection of water quality. The training program would be offered at no charge to airport tenants, including airlines, contractors and service providers, at an estimated cost to the Port Authority of \$90,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 a settlement agreement with the U.S. Environmental Protection Agency (U.S. EPA) for all alleged violations relating to the Toxic Substances Control Act at John F. Kennedy International and LaGuardia Airports providing for: (1) a payment not to exceed \$20,000 to the U.S. EPA; and (2) funding of two supplemental environmental benefit projects to be used for: (a) the recycling of fluorescent bulbs at Port Authority facilities for a three-year period, replacing the current process of hazardous waste disposal, for a net cost of \$22,000; and (2) implementing a stormwater management education program at no charge to airport tenants, including airlines, contractors, and service providers, at an estimated cost of \$90,000; and it is further

RESOLVED, that the form of all documents required to effectuate the aforesaid shall be subject to the approval of General Counsel or his authorized representative.

Settlement of Claim - Terrence T. Tully v. The Port Authority of New York and New Jersey

It was recommended that General Counsel be authorized to enter into a settlement with Terrence T. Tully, and his attorney, in the amount of \$125,000 inclusive of attorney fees, interest, costs, disbursements and any and all liens in exchange for a general release and stipulation of discontinuance with prejudice.

This settlement will fully resolve plaintiff's claim for damages arising out of an incident on July 12, 1987 at John F. Kennedy International Airport in which plaintiff claims he was injured due to the actions of Port Authority police officers in handcuffing and transporting him to the police desk thereat. As a result he underwent three operations to his left wrist including removal of bone and pinning.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 action, entitled Terrence T. Tully v. The Port Authority of New York and New Jersey, for the total amount of \$125,000 inclusive of attorney fees, costs, disbursements and any and all liens, by paying said amount to plaintiff and his attorney in exchange for a general release and stipulation of discontinuance with prejudice, in full settlement of the claim.

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 November 1, 1995 to December 31, 1995.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK600	Building No. 127 Boiler Plant Replacement JFK International Airport VPH Mechanical Corp.	156,900(A) 16,000(B) 172,900	156,900(A) 14,213(B) 171,113
JFK704	Switch House No. 2 Replacement of 5KV Switch Gear JFK International Airport T. Moriarty & Son Inc.	242,204(A) 25,000(B) 267,204	242,204(A) -0-(B) 242,204
JFK771	Building No. 88 Reroofing JFK International Airport East Wing Contracting Inc.	172,800(A) 18,000(B) 25,000(C) 215,800	18,048(A)(E) -0-(B) -0-(C) 18,048
LGA110113	Parking Garage Overpass LaGuardia Airport Arben Corporation	648,500(A) 65,000(B) 9,985(F) 723,485	648,500(A) 52,347(B) 9,985(F) 710,832
AK138	Solar Powered Marine Lanterns Outerbridge Crossing & Goethals Bridge J.G. Salas & Sons Inc.	57,300(A) 5,730(B) 63,030	57,300(A) 2,900(B) 60,200
LT376	Modification of Two Pump Rooms in New York River Ventilation Building Lincoln Tunnel Cornelius Fitzgerald & Co.Inc.	187,800(A) 19,000(B) 206,800	187,800(A) -0-(B) 187,800

LT390	New York River North & Center Ventilation Building 5 Ton Hoists & Shaftway Railings Lincoln Tunnel Francis A. Lee Inc.	81,012(A) 8,000(B) 89,012	81,012(A) -0-(B) 81,012
GWB110279	Palisades Interstate Parkway Diversionsary Signs George Washington Bridge Creamer Brothers Inc.	612,250(A) 62,000(B) 60,000(C) 734,250	612,250(A) 32,264(B) 30,157(C) 674,671
GWB319	Maintenance Catwalks & Ceiling/Soffit Hangar Repairs George Washington Bridge TPK Construction Corp.	1,012,852(A) 107,000(B) 350,000(C) 54,750(D) 1,524,602	1,012,852(A) -0-(B) 2,082(C) 42,095(D) 1,057,029
GWB364	Repairs to Buildings and Miscellaneous Structures George Washington Bridge Empiyah & Company	41,078(A) 7,000(B) 18,985(D) 67,063	41,078(A) -1,056(B) 14,417(D) 56,551

- (A) Lump Sum
- (B) Extra Work
- (C) Net Cost - Amount in the "Total Authorized" column represents the estimated net cost amount. However, the amount in the "Total Payment" column is the authorized net cost amount.
- (D) Classified Work
- (E) Contract mutually terminated
- (F) Premium for furnishing Performance and Payment Bond as provided in the contract

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK554008	Redeveloped Roadway Network Interim Improvements Area 4 JFK International Airport F.J. Washington Construction Inc.	713,872(A) 72,000(B) 120,000(C) 68,000(E) 973,872	713,872(A) 72,000(B) 41,431(C) 44,188(E) 871,491
JFK554007	Redeveloped Roadway Network Interim Improvements Area 2 JFK International Airport F.J. Washington Construction Inc.	599,536(A) 60,000(B) 100,000(C) 40,000(F) 799,536	599,536(A) 60,000(B) 27,648(C) 19,627(F) 706,811
JFK110128A	Clean & Inspect Bulk Fuel Farm Drainage Systems JFK International Airport Affirmative Pipe Cleaning Inc.	267,000(A) 29,000(B) 50,000(C) 18,000(D) 180,000(G) 544,000	267,000(A) 29,000(B) 50,250(C) -0-(D) 177,317(G) 523,567
LGA215720	Asbestos Removal Via Work Order LaGuardia Airport Air & Water Technologies Corp.	2,000,000(C) 2,000,000	793,729(C) 793,729
AKG189	Access Catwalks to HVAC Equipment in the Administration & Maintenance Buildings Goethals Bridge Harrison Contractors	89,000(A) 8,900(B) 97,900	89,000(A) 500(B) 89,500
HT362	Maintenance Pavement Repairs Via Work Order Holland Tunnel P.T. Stone Work Inc.	20,000(B) 31,000(C) 198,400(D) 249,400	-0-(B) 30,014(C) 186,254(D) 216,268

MFP194	Repair of Architectural Structural Mechanical & Electrical Systems Via Work Order Port Newark & Elizabeth Port Authority Marine Terminal Atul Construction Co.	250,000(C) 250,000	100,811(C) 100,811(C)
WTC202	Furnishing, Installation & Maintenance of Plantings for Exterior Planters World Trade Center Mike Ryan Tree Service Inc.	97,537(A) 9,754(B) 10,000(C) 117,291	97,537(A) -0-(B) -0-(C) 97,537

- (A) Lump Sum
- (B) Extra Work
- (C) Net Cost - Amount in the "Total Authorized" column represents the estimated net cost amount. However, the amount in the "Total Payment" column is the authorized net cost amount.
- (D) Classified Work
- (E) Memorandum of Authorization dated 7/8/94, increasing Extra Work in the amount of \$68,000.
- (F) Memorandum of Authorization dated 7/8/94, increasing Extra Work in the amount of \$40,000.
- (G) Memorandum of Authorization dated 11/17/95, increasing Extra Work in the amount of \$180,000.

(Board - 2/8/96)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period November 1, 1995 to December 31, 1995.

Purchase of Port Authority Bonds

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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Call Year	YTC @ Cost	BEY @ Cost	Total Principal	Dealer
11/06/95	<u>\$105,000</u>	Cons. 31	4.000%	03/01/02	98.00	1996	6.537%	4.365%	<u>\$102,900.00</u>	Barr Brothers
	<u>\$105,000</u>								<u>\$102,900.00</u>	

(Board - 2/8/96)

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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
11/01/95	\$10,000,000	FHLMC DS NOTE	---	11/30/95	99.54	5.650%	5.755%	\$ 9,954,486.11	PaineWebber
11/01/95	10,000,000	FHLMC DS NOTE	---	11/28/95	99.57	5.650	5.753	9,957,625.00	PaineWebber
11/03/95	10,000,000	FNMA DIS NOTE	---	12/29/95	99.13	5.570	5.697	9,913,355.56	First Chicago Capital Mkt
11/03/95	25,000,000	US T-BILL	---	12/21/95	99.28	5.360	5.474	24,821,333.33	Daiwa Securities America
11/06/95	35,000,000	GECC-CP	---	12/06/95	99.52	5.720	5.827	34,833,166.66	General Electric Capital
11/07/95	15,000,000	GECC-CP	---	11/21/95	99.77	5.720	5.812	14,966,633.34	General Electric Capital
11/08/95	446,000	USTB (102DS)	---	04/11/96	97.71	5.300	5.499	435,822.53	First Boston
11/08/95	2,706,000*	USTNOTE(102S)	7.750%	03/31/96	100.89	---	5.394	2,730,100.31	JP Morgan Securities
11/08/95	2,810,000*	USTNOTE(102S)	6.500	09/30/96	100.82	---	5.529	2,833,270.31	JP Morgan Securities
11/08/95	2,901,000*	USTNOTE(102S)	6.625	03/31/97	101.37	---	5.580	2,940,888.75	JP Morgan Securities
11/08/95	2,997,000*	USTNOTE(102S)	5.750	09/30/97	100.26	---	5.597	3,004,960.78	JP Morgan Securities
11/08/95	3,083,000*	USTNOTE(102S)	5.125	03/31/98	98.76	---	5.681	3,044,944.22	JP Morgan Securities
11/08/95	3,162,000*	USTNOTE(102S)	4.750	09/30/98	97.48	---	5.703	3,082,455.94	JP Morgan Securities
11/08/95	3,237,000*	USTNOTE(102S)	5.875	03/31/99	100.48	---	5.714	3,252,679.22	JP Morgan Securities

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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
11/08/95	\$ 3,332,000*	USTNOTE(102S)	7.125%	09/30/99	104.67	---	5.766%	\$ 3,487,666.88	JP Morgan Securities
11/08/95	3,451,000*	USTNOTE(102S)	6.875	03/31/00	104.15	---	5.788	3,594,432.19	JP Morgan Securities
11/08/95	3,570,000*	USTNOTE(102S)	6.125	09/30/00	101.34	---	5.804	3,617,971.88	JP Morgan Securities
11/08/95	3,679,000*	TSTRIPS(102S)	---	02/15/01	73.80	---	5.850	2,715,102.00	JP Morgan Securities
11/08/95	3,679,000*	TSTRIPS(102S)	---	08/15/01	71.58	---	5.880	2,633,501.78	JP Morgan Securities
11/08/95	3,679,000*	TSTRIPS(102S)	---	02/15/02	69.45	---	5.900	2,555,175.87	JP Morgan Securities
11/08/95	104,678,000*	TSTRIPS(102S)	---	08/15/02	67.37	---	5.920	70,525,755.72	JP Morgan Securities
11/08/95	5,000,000	US T-NOTE	5.625	10/31/97	100.16	---	5.535	5,008,203.13	SBC Capital Markets, Inc.
11/08/95	5,000,000	US T-NOTE	5.625	10/31/97	100.15	---	5.540	5,007,812.50	Daiwa Securities America
11/08/95	5,000,000	US T-NOTE	5.750	10/31/00	99.93	---	5.764	4,996,875.00	Daiwa Securities America
11/09/95	5,000,000	US T-BILL	---	02/08/96	98.64	5.360%	5.509	4,932,255.56	Goldman, Sachs & Co
11/09/95	10,000,000	US T-BILL	---	02/08/96	98.64	5.360	5.509	9,864,511.11	Oppenheimer Gov Sec
11/09/95	10,000,000	US T-BILL	---	02/08/96	98.64	5.360	5.509	9,864,511.11	Daiwa Securities America
11/09/95	15,000,000	US T-NOTE	4.625	02/15/96	99.73	---	5.577	14,960,156.25	Daiwa Securities America

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Purchase of Securities (Cont.)

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
11/09/95	\$15,000,000	US T-BILL	---	01/25/96	98.84	5.385%	5.523%	\$14,827,231.25	First Boston
11/13/95	5,000,000	FNMA DIS NOTE	---	12/15/95	99.49	5.640	5.747	4,974,933.34	First Chicago Capital Mkt
11/13/95	10,000,000	FFCB DIS NOTE	---	12/29/95	99.28	5.570	5.688	9,928,827.78	PaineWebber
11/15/95	10,000,000	US T-BILL	---	12/21/95	99.43	5.605	5.715	9,943,950.00	First Chicago Capital Mkt
11/15/95	10,000,000	USTBILL(100S)	---	12/21/95	99.43	5.650	5.761	9,943,500.00	Daiwa Securities America
11/15/95	10,000,000	USTBILL(100S)	---	12/21/95	99.43	5.605	5.715	9,943,950.00	Dean Witter Reynolds
11/15/95	10,000,000	USTBILL(101S)	---	12/21/95	99.43	5.605	5.715	9,943,950.00	First Boston
11/15/95	20,000,000	UST BILL(93S)	---	12/21/95	99.43	5.610	5.720	19,887,800.00	SBC Capital Markets, Inc.
11/16/95	10,000,000	USTBILL(100S)	---	12/21/95	99.44	5.670	5.781	9,944,875.00	SBC Capital Markets, Inc.
11/17/95	5,000,000	US T-BILL	---	02/01/96	98.87	5.340	5.476	4,943,633.34	Daiwa Securities America
11/17/95	5,000,000	US T-BILL	---	02/01/96	98.87	5.340	5.476	4,943,633.34	PaineWebber
11/21/95	5,000,000	US T-BILL	---	02/15/96	98.72	5.350	5.495	4,936,097.22	Goldman, Sachs & Co
11/21/95	10,000,000	US T-BILL	---	02/15/96	98.72	5.350	5.495	9,872,194.44	PaineWebber
11/21/95	10,000,000	US T-BILL	---	02/15/96	98.72	5.350	5.495	9,872,194.44	Daiwa Securities America

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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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
11/21/95	\$15,000,000	GECC-CP	---	12/01/95	99.84	5.740%	5.829%	\$14,976,083.34	General Electric Capital
11/22/95	10,000,000	US T-BILL	---	01/25/96	99.04	5.360	5.487	9,904,711.11	SBC Capital Markets, Inc.
11/22/95	15,000,000	US T-BILL	---	03/14/96	98.34	5.280	5.444	14,751,400.01	SBC Capital Markets, Inc.
11/28/95	10,000,000	FNMA DIS NOTE	---	12/28/95	99.52	5.700	5.807	9,952,500.00	PaineWebber
11/30/95	<u>10,000,000</u>	US T-BILL	---	03/14/96	98.44	5.330	5.489	<u>9,844,541.67</u>	SBC Capital Markets, Inc.
	<u>\$502,410,000</u>							<u>\$462,871,659.32</u>	

BEY - Bond Equivalent Yield

* Purchased with a portion of the proceeds of Consolidated Bonds, One Hundred Second Series; allocated to the payment of interest on Consolidated Bonds, Seventy-second Series through October 1, 2002, and to the refunding of the Seventy-second Series Bonds on such date.

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

Sale of Securities

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
11/02/95	\$10,000,000	US T-NOTE	5.625%	08/31/97	100.16	---	5.524%	5.66%	\$10,016,406.25	PaineWebber
11/08/95	5,000,000	US T-NOTE	5.625	10/31/97	100.19	---	5.519	14.22	5,009,765.63	Daiwa Securities America
11/08/95	5,000,000	US T-NOTE	5.750	10/31/00	100.08	---	5.730	54.15	5,004,296.88	Daiwa Securities America
11/08/95	<u>5,000,000</u>	US T-NOTE	5.625	10/31/97	100.20	---	5.512	15.64	<u>5,010,351.56</u>	SBC Capital Markets, Inc.
	<u>\$25,000,000</u>								<u>\$25,040,820.33</u>	

BEY - Bond Equivalent Yield

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

Repurchase Transactions

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	11/01/95	11/02/95	\$ 2,049,000	5.810%	\$ 330.69
SBC Capital Markets, Inc.	11/01/95	11/02/95	2,130,000	5.810	343.76
Eastbridge Capital	11/01/95	11/02/95	3,300,000	5.820	533.50
SBC Capital Markets, Inc.	11/01/95	11/02/95	11,940,000	5.810	1,926.98
Citicorp Securities Mkts	11/01/95	11/02/95	11,950,000	5.810	1,928.60
First Chicago Capital Mkt	11/01/95	11/15/95	15,351,599*	5.730	34,208.48
Nomura Securities Intl	11/01/95	11/02/95	17,203,000	5.810	2,776.37
Citicorp Securities Mkts	11/01/95	11/02/95	18,080,000	5.810	2,917.91
Daiwa Securities America	11/01/95	11/02/95	19,105,000	5.810	3,083.33
Yamaichi Intl (America)	11/01/95	11/02/95	19,203,000	5.820	3,104.49
Citicorp Securities Mkts	11/01/95	11/02/95	19,970,000	5.810	3,222.94
First Chicago Capital Mkt	11/01/95	11/02/95	20,000,000	5.800	3,222.22
SBC Capital Markets, Inc.	11/01/95	11/30/95	20,325,000*	5.750	94,144.27
Fuji Securities	11/01/95	11/02/95	22,730,000	5.810	3,668.37
Fuji Securities	11/01/95	11/02/95	27,270,000	5.810	4,401.08

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	11/01/95	11/02/95	\$30,085,000	5.810%	\$ 4,855.38
Yamaichi Intl (America)	11/01/95	11/02/95	30,797,000	5.820	4,978.85
Nomura Securities Intl	11/01/95	11/02/95	32,797,000	5.810	5,293.07
Eastbridge Capital	11/01/95	11/02/95	46,700,000	5.820	7,549.83
Nikko Securities Co Intl	11/01/95	11/02/95	47,951,000	5.810	7,738.76
Nomura Securities Intl	11/02/95	11/03/95	1,920,000	5.700	304.00
Eastbridge Capital	11/02/95	11/03/95	3,250,000	5.720	516.39
Nomura Securities Intl	11/02/95	11/03/95	11,915,000	5.700	1,886.54
SBC Capital Markets, Inc.	11/02/95	11/15/95	15,300,000*	5.750	31,700.75
Harris-Nesbitt Thomson	11/02/95	11/03/95	15,689,000	5.720	2,492.81
Fuji Securities	11/02/95	11/03/95	16,765,000	5.700	2,654.46
Yamaichi Intl (America)	11/02/95	11/03/95	19,127,000	5.730	3,044.38
Citicorp Securities Mkts	11/02/95	11/03/95	20,000,000	5.700	3,166.67
Lehman Brothers	11/02/95	11/03/95	23,505,000	5.700	3,721.63

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Lehman Brothers	11/02/95	11/03/95	\$26,495,000	5.700%	\$ 4,195.04
Citicorp Securities Mkts	11/02/95	11/03/95	30,000,000	5.700	4,750.00
Fuji Securities	11/02/95	11/03/95	30,065,000	5.700	4,760.29
Yamaichi Intl (America)	11/02/95	11/03/95	30,873,000	5.730	4,913.95
Harris-Nesbitt Thomson	11/02/95	11/03/95	34,311,000	5.720	5,451.64
Nomura Securities Intl	11/02/95	11/03/95	36,000,000	5.700	5,700.00
Eastbridge Capital	11/02/95	11/03/95	46,750,000	5.720	7,428.06
Daiwa Securities America	11/02/95	11/03/95	50,000,000	5.720	7,944.44
SBC Capital Markets, Inc.	11/03/95	11/06/95	1,920,000	5.710	913.60
Eastbridge Capital	11/03/95	11/06/95	3,425,000	5.720	1,632.58
Nikko Securities Co Intl	11/03/95	11/06/95	6,635,000	5.710	3,157.15
Harris-Nesbitt Thomson	11/03/95	11/06/95	7,320,000	5.720	3,489.20
SBC Capital Markets, Inc.	11/03/95	11/06/95	11,920,000	5.710	5,671.93
Citicorp Securities Mkts	11/03/95	11/06/95	12,000,000	5.720	5,720.00

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	11/03/95	11/06/95	\$16,775,000	5.710%	\$ 7,982.10
Fuji Securities	11/03/95	11/06/95	23,092,000	5.710	10,987.94
Fuji Securities	11/03/95	11/06/95	26,908,000	5.710	12,803.72
Yamaichi Intl (America)	11/03/95	11/06/95	30,080,000	5.710	14,313.07
Harris-Nesbitt Thomson	11/03/95	11/06/95	42,680,000	5.720	20,344.13
Nikko Securities Co Intl	11/03/95	11/06/95	43,365,000	5.710	20,634.51
Eastbridge Capital	11/03/95	11/06/95	46,575,000	5.720	22,200.75
Nomura Securities Intl	11/03/95	11/06/95	50,000,000	5.710	23,791.67
Daiwa Securities America	11/03/95	11/06/95	50,000,000	5.720	23,833.33
First Chicago Capital Mkt	11/06/95	11/07/95	1,885,000	5.730	300.03
First Chicago Capital Mkt	11/06/95	11/07/95	11,920,000	5.730	1,897.27
Lehman Brothers	11/06/95	11/07/95	16,095,000	5.730	2,561.79
Yamaichi Intl (America)	11/06/95	11/07/95	17,810,000	5.730	2,834.76
Harris-Nesbitt Thomson	11/06/95	11/07/95	19,231,000	5.730	3,060.93

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	11/06/95	11/07/95	\$19,410,000	5.750%	\$ 3,100.21
Fuji Securities	11/06/95	11/07/95	23,728,000	5.730	3,776.71
Daiwa Securities America	11/06/95	11/07/95	24,388,000	5.740	3,888.53
Daiwa Securities America	11/06/95	11/07/95	25,612,000	5.740	4,083.69
Fuji Securities	11/06/95	11/07/95	26,272,000	5.730	4,181.63
Lehman Brothers	11/06/95	11/07/95	29,955,000	5.730	4,767.84
Eastbridge Capital	11/06/95	11/07/95	30,590,000	5.750	4,885.90
Harris-Nesbitt Thomson	11/06/95	11/07/95	30,769,000	5.730	4,897.40
Yamaichi Intl (America)	11/06/95	11/07/95	32,190,000	5.730	5,123.58
Nomura Securities Intl	11/06/95	11/07/95	50,000,000	5.750	7,986.11
First Chicago Capital Mkt	11/07/95	11/08/95	1,600,000	5.720	254.22
First Chicago Capital Mkt	11/07/95	11/08/95	11,925,000	5.720	1,894.75
Citicorp Securities Mkts	11/07/95	11/08/95	12,900,000	5.720	2,049.67
Eastbridge Capital	11/07/95	11/08/95	15,125,000	5.740	2,411.60

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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>
Yamaichi Intl (America)	11/07/95	11/08/95	\$15,965,000	5.720%	\$ 2,536.66
Harris-Nesbitt Thomson	11/07/95	11/08/95	20,563,000	5.720	3,267.23
Daiwa Securities America	11/07/95	11/08/95	24,509,000	5.720	3,894.21
Daiwa Securities America	11/07/95	11/08/95	25,491,000	5.720	4,050.24
Harris-Nesbitt Thomson	11/07/95	11/08/95	29,437,000	5.720	4,677.21
Yamaichi Intl (America)	11/07/95	11/08/95	29,710,000	5.720	4,720.59
Eastbridge Capital	11/07/95	11/08/95	34,875,000	5.740	5,560.63
Citicorp Securities Mkts	11/07/95	11/08/95	37,100,000	5.720	5,894.78
Fuji Securities	11/07/95	11/08/95	50,000,000	5.720	7,944.44
Nomura Securities Intl	11/07/95	11/08/95	50,000,000	5.720	7,944.44
Nomura Securities Intl	11/08/95	11/09/95	1,315,000	5.850	213.69
Citicorp Securities Mkts	11/08/95	11/09/95	1,600,000	5.850	260.00
Yamaichi Intl (America)	11/08/95	11/09/95	5,250,000	5.850	853.13
Fuji Securities	11/08/95	11/09/95	7,370,000	5.850	1,197.63

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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>
Nikko Securities Co Intl	11/08/95	11/09/95	\$10,000,000	5.880%	\$ 1,633.33
Citicorp Securities Mkts	11/08/95	11/09/95	11,300,000	5.850	1,836.25
Lehman Brothers	11/08/95	11/09/95	11,935,000	5.850	1,939.44
Eastbridge Capital	11/08/95	11/09/95	15,125,000	5.880	2,470.42
Lehman Brothers	11/08/95	11/09/95	15,285,000	5.850	2,483.81
Harris-Nesbitt Thomson	11/08/95	11/09/95	18,310,000	5.850	2,975.38
Daiwa Securities America	11/08/95	11/09/95	24,601,000	5.850	3,997.66
Daiwa Securities America	11/08/95	11/09/95	25,399,000	5.850	4,127.34
Fuji Securities	11/08/95	11/09/95	29,725,000	5.850	4,830.31
Harris-Nesbitt Thomson	11/08/95	11/09/95	31,690,000	5.850	5,149.63
Eastbridge Capital	11/08/95	11/09/95	34,875,000	5.880	5,696.25
Citicorp Securities Mkts	11/08/95	11/09/95	37,100,000	5.850	6,028.75
Yamaichi Intl (America)	11/08/95	11/09/95	44,750,000	5.850	7,271.88
Nomura Securities Intl	11/08/95	11/09/95	48,685,000	5.850	7,911.31

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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 Intl	11/09/95	11/13/95	\$ 1,840,000	5.740%	\$ 1,173.51
SBC Capital Markets, Inc.	11/09/95	11/13/95	11,940,000	5.740	7,615.07
Fuji Securities	11/09/95	11/13/95	13,145,000	5.740	8,383.59
Citicorp Securities Mkts	11/09/95	11/13/95	20,450,000	5.740	13,042.56
Fuji Securities	11/09/95	11/13/95	28,705,000	5.740	18,307.41
Citicorp Securities Mkts	11/09/95	11/13/95	29,550,000	5.740	18,846.33
Nomura Securities Intl	11/09/95	11/13/95	48,160,000	5.740	30,715.38
Yamaichi Intl (America)	11/09/95	11/13/95	50,000,000	5.740	31,888.89
Lehman Brothers	11/09/95	11/13/95	50,000,000	5.740	31,888.89
Eastbridge Capital	11/09/95	11/13/95	50,000,000	5.740	31,888.89
Daiwa Securities America	11/13/95	11/14/95	184,000	5.750	29.39
Fuji Securities	11/13/95	11/14/95	3,023,000	5.750	482.84
First Chicago Capital Mkt	11/13/95	11/14/95	10,865,000	5.750	1,735.38
First Chicago Capital Mkt	11/13/95	11/14/95	11,975,000	5.750	1,912.67

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nomura Securities Intl	11/13/95	11/14/95	\$14,267,000	5.750%	\$ 2,278.76
Eastbridge Capital	11/13/95	11/14/95	15,090,000	5.750	2,410.21
Yamaichi Intl (America)	11/13/95	11/14/95	18,915,000	5.750	3,021.15
Nikko Securities Co Intl	11/13/95	11/14/95	20,000,000	5.770	3,205.56
Lehman Brothers	11/13/95	11/14/95	28,610,000	5.750	4,569.65
Yamaichi Intl (America)	11/13/95	11/14/95	31,085,000	5.750	4,964.97
Eastbridge Capital	11/13/95	11/14/95	34,910,000	5.750	5,575.90
Nomura Securities Intl	11/13/95	11/14/95	35,733,000	5.750	5,707.35
Fuji Securities	11/13/95	11/14/95	46,977,000	5.750	7,503.27
Daiwa Securities America	11/13/95	11/14/95	49,816,000	5.750	7,956.72
Fuji Securities	11/14/95	11/15/95	9,175,000	5.770	1,470.55
Harris-Nesbitt Thomson	11/14/95	11/15/95	10,460,000	5.760	1,673.60
Fuji Securities	11/14/95	11/15/95	11,980,000	5.770	1,920.13
Yamaichi Intl (America)	11/14/95	11/15/95	14,643,000	5.770	2,346.95

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	11/14/95	11/15/95	\$15,088,000	5.760%	\$ 2,414.08
Citicorp Securities Mkts	11/14/95	11/15/95	17,000,000	5.750	2,715.28
Daiwa Securities America	11/14/95	11/15/95	24,941,000	5.760	3,990.56
Daiwa Securities America	11/14/95	11/15/95	25,059,000	5.760	4,009.44
Fuji Securities	11/14/95	11/15/95	28,415,000	5.770	4,554.29
Eastbridge Capital	11/14/95	11/15/95	34,912,000	5.760	5,585.92
Yamaichi Intl (America)	11/14/95	11/15/95	35,357,000	5.770	5,666.94
Harris-Nesbitt Thomson	11/14/95	11/15/95	39,540,000	5.760	6,326.40
Nomura Securities Intl	11/14/95	11/15/95	50,000,000	5.760	8,000.00
Fuji Securities	11/15/95	11/16/95	2,884,000	5.930	475.06
Yamaichi Intl (America)	11/15/95	11/16/95	8,475,000	5.920	1,393.67
SBC Capital Markets, Inc.	11/15/95	Open	15,221,333*	Variable**	0.00
Eastbridge Capital	11/15/95	11/16/95	18,845,000	5.950	3,114.66
Daiwa Securities America	11/15/95	11/16/95	21,270,000	5.950	3,515.46

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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>
Nikko Securities Co Intl	11/15/95	11/16/95	\$23,861,000	5.950%	\$ 3,943.69
Yamaichi Intl (America)	11/15/95	11/16/95	25,000,000	5.920	4,111.11
Nikko Securities Co Intl	11/15/95	11/16/95	26,139,000	5.950	4,320.20
Daiwa Securities America	11/15/95	11/16/95	28,730,000	5.950	4,748.43
Eastbridge Capital	11/15/95	11/16/95	31,155,000	5.950	5,149.23
First Chicago Capital Mkt	11/15/95	11/16/95	42,105,000	5.940	6,947.33
Fuji Securities	11/15/95	11/16/95	47,001,000	5.930	7,742.11
Nikko Securities Co Intl	11/16/95	11/17/95	8,459,000	5.810	1,365.19
First Chicago Capital Mkt	11/16/95	11/28/95	15,337,500*	5.830	29,639.72
Eastbridge Capital	11/16/95	11/17/95	22,720,000	5.810	3,666.76
Eastbridge Capital	11/16/95	11/17/95	25,810,000	5.810	4,165.45
Yamaichi Intl (America)	11/16/95	11/17/95	30,000,000	5.840	4,866.67
Harris-Nesbitt Thomson	11/16/95	11/17/95	41,020,000	5.800	6,608.78
Nikko Securities Co Intl	11/16/95	11/17/95	41,541,000	5.810	6,704.26

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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 Intl	11/16/95	11/17/95	\$46,585,000	5.800%	\$ 7,505.36
Daiwa Securities America	11/16/95	11/17/95	50,000,000	5.830	8,097.22
Daiwa Securities America	11/17/95	11/20/95	184,000	5.750	88.17
Fuji Securities	11/17/95	11/20/95	887,000	5.750	425.02
Nomura Securities Intl	11/17/95	11/20/95	10,000,000	5.750	4,791.67
Eastbridge Capital	11/17/95	11/20/95	15,070,000	5.760	7,233.60
Yamaichi Intl (America)	11/17/95	11/20/95	17,114,000	5.750	8,200.46
Nomura Securities Intl	11/17/95	11/20/95	21,555,000	5.750	10,328.44
Yamaichi Intl (America)	11/17/95	11/20/95	23,576,000	5.750	11,296.83
Eastbridge Capital	11/17/95	11/20/95	34,930,000	5.760	16,766.40
Fuji Securities	11/17/95	11/20/95	47,423,000	5.750	22,723.52
Daiwa Securities America	11/17/95	11/20/95	49,816,000	5.750	23,870.17
Citicorp Securities Mkts	11/20/95	11/21/95	10,000,000	5.770	1,602.78
Nikko Securities Co Intl	11/20/95	11/21/95	20,162,000	5.770	3,231.52

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Citicorp Securities Mkts	11/20/95	11/21/95	\$21,525,000	5.770%	\$ 3,449.98
Nikko Securities Co Intl	11/20/95	11/21/95	29,838,000	5.770	4,782.37
Fuji Securities	11/20/95	11/21/95	40,650,000	5.770	6,515.29
Nomura Securities Intl	11/20/95	11/21/95	48,325,000	5.770	7,745.42
Eastbridge Capital	11/20/95	11/21/95	50,000,000	5.780	8,027.78
Fuji Securities	11/21/95	11/22/95	21,300,000	5.750	3,402.08
Yamaichi Intl (America)	11/21/95	11/22/95	24,705,000	5.750	3,945.94
Yamaichi Intl (America)	11/21/95	11/22/95	25,295,000	5.750	4,040.17
Daiwa Securities America	11/21/95	11/22/95	40,490,000	5.760	6,478.40
Eastbridge Capital	11/21/95	11/22/95	43,000,000	5.750	6,868.06
Harris-Nesbitt Thomson	11/21/95	11/22/95	47,605,000	5.750	7,603.58
Harris-Nesbitt Thomson	11/22/95	11/27/95	10,531,000	5.880	8,600.32
SBC Capital Markets, Inc.	11/22/95	11/27/95	14,751,400*	6.050	12,231.37
Eastbridge Capital	11/22/95	11/27/95	20,000,000	5.900	16,388.89

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	11/22/95	11/27/95	\$20,255,000	5.880%	\$ 16,541.58
Yamaichi Intl (America)	11/22/95	11/27/95	23,651,000	5.875	19,298.56
Yamaichi Intl (America)	11/22/95	11/27/95	23,844,000	5.875	19,456.04
Harris-Nesbitt Thomson	11/22/95	11/27/95	39,469,000	5.880	32,233.02
Nomura Securities Intl	11/22/95	11/27/95	40,480,000	5.875	33,030.56
Eastbridge Capital	11/27/95	11/28/95	2,500,000	5.850	406.25
Yamaichi Intl (America)	11/27/95	11/28/95	11,384,000	5.830	1,843.58
Yamaichi Intl (America)	11/27/95	11/28/95	13,292,000	5.830	2,152.57
Nikko Securities Co Intl	11/27/95	11/28/95	20,270,000	5.830	3,282.61
Yamaichi Intl (America)	11/27/95	11/28/95	22,479,000	5.830	3,640.35
Nikko Securities Co Intl	11/27/95	11/28/95	24,000,000	5.830	3,886.67
Fuji Securities	11/27/95	11/28/95	40,425,000	5.830	6,546.60
Eastbridge Capital	11/27/95	11/28/95	47,500,000	5.850	7,718.75
Harris-Nesbitt Thomson	11/28/95	11/29/95	9,302,000	5.730	1,480.57

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	11/28/95	11/29/95	\$11,873,000	5.730%	\$ 1,889.79
Eastbridge Capital	11/28/95	11/29/95	17,900,000	5.700	2,834.17
Eastbridge Capital	11/28/95	11/29/95	30,000,000	5.700	4,750.00
Harris-Nesbitt Thomson	11/28/95	11/29/95	31,128,000	5.730	4,954.54
Nikko Securities Co Intl	11/28/95	11/29/95	34,847,000	5.730	5,546.48
Fuji Securities	11/28/95	11/29/95	49,825,000*	5.750	7,958.16
Citicorp Securities Mkts	11/28/95	11/29/95	50,000,000	5.730	7,958.33
Nikko Securities Co Intl	11/29/95	11/30/95	4,722,000	5.680	745.03
Fuji Securities	11/29/95	11/30/95	16,485,000	5.680	2,600.97
Fuji Securities	11/29/95	11/30/95	30,000,000	5.680	4,733.33
Nikko Securities Co Intl	11/29/95	11/30/95	34,008,000	5.680	5,365.71
Eastbridge Capital	11/29/95	11/30/95	46,200,000	5.680	7,289.33
Nomura Securities Intl	11/29/95	11/30/95	50,000,000	5.680	7,888.89
Nikko Securities Co Intl	11/30/95	12/01/95	4,739,000	5.900	776.67

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Yamaichi Intl (America)	11/30/95	12/01/95	\$ 8,408,000	5.900%	\$ 1,377.98
Harris-Nesbitt Thomson	11/30/95	12/01/95	9,996,000	5.910	1,641.01
First Chicago Capital Mkt	11/30/95	12/01/95	15,840,000	5.875	2,585.00
First Chicago Capital Mkt	11/30/95	12/01/95	18,000,000	5.875	2,937.50
Citicorp Securities Mkts	11/30/95	12/01/95	18,650,000	5.900	3,056.53
Citicorp Securities Mkts	11/30/95	12/01/95	20,085,000	5.900	3,291.71
Fuji Securities	11/30/95	Open	30,000,000*	Variable**	0.00
Yamaichi Intl (America)	11/30/95	12/01/95	37,632,000	5.900	6,167.47
Harris-Nesbitt Thomson	11/30/95	12/01/95	40,004,000	5.910	6,567.32
Nikko Securities Co Intl	11/30/95	12/01/95	45,261,000	5.900	7,417.78

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

**This rate is subject to change daily.

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

Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
First Chicago Capital Mkt	11/01/95	11/15/95	\$15,351,599*	5.490%	\$ 32,775.66
SBC Capital Markets, Inc.	11/01/95	11/30/95	20,325,000*	5.375	88,004.43
SBC Capital Markets, Inc.	11/02/95	11/15/95	15,300,000*	5.550	30,942.13
SBC Capital Markets, Inc.	11/15/95	Open	15,221,333*	Variable**	0.00
First Chicago Capital Mkt	11/16/95	11/28/95	15,337,500*	5.800	29,011.31
SBC Capital Markets, Inc.	11/22/95	11/27/95	14,751,400*	6.000	11,473.31
Fuji Securities	11/28/95	11/29/95	49,825,000*	5.450	7,542.95
Fuji Securities	11/30/95	Open	30,000,000*	Variable**	0.00

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

**This rate is subject to change daily.

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

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 November 1, 1995 through November 30, 1995, 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

None

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>
11/01/95	\$ 5,000,000	OTC European Call on US Treasury Notes 5 7/8% due 8/15/98	6+/32	100 23+/32	11/14/95 for 11/15/95	PaineWebber Incorporated	\$10,156.25
11/01/95	\$ 5,000,000	OTC European Call on US Treasury Notes 5 7/8% due 8/15/98	9 1/4/32	100 23+/32	12/01/95 for 12/04/95	Merrill Lynch Government Securities, Inc.	\$14,453.12
11/16/95	\$ 5,000,000	OTC European Call on U.S. Treasury Notes 5 7/8% due 8/15/98	9/32	100 27 1/4/32	12/18/95 for 12/19/95	Goldman, Sachs & Co.	\$14,062.50

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 November 1, 1995 through November 30, 1995 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>	<u>Variable Interest Rate Received</u>
11/09/95	Merrill Lynch	\$10 million	12/20/96	2/01/01	4.96%	JJK(MG)

As of November 30, 1995, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 November 1, 1995 through November 30, 1995 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.

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Purchase of Port Authority Bonds

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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Call Year	YTC @ Cost	BEY @ Cost	Total Principal	Dealer
12/18/95	\$170,000	Cons. 31	4.000%	03/01/02	98.62	1996	6.017%	4.254	\$167,662.50	Bear Stearns
12/18/95	<u>265,000</u>	Cons. 31	4.000	03/01/02	98.62	1996	6.017	4.254	<u>261,356.25</u>	Barr Brothers
	<u>\$435,000</u>								<u>\$429,018.75</u>	

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
12/01/95	\$10,000,000*	USTBILL (93S)	---	12/14/95	99.79	5.600%	5.689%	\$ 9,979,777.78	SBC Capital Markets, Inc.
12/01/95	10,000,000*	USTBILL (93S)	---	12/14/95	99.79	5.600	5.689	9,979,777.78	PaineWebber
12/01/95	10,000,000	US T-BILL	---	02/29/96	98.67	5.310	5.456	9,867,250.00	Daiwa Securities America
12/01/95	10,000,000	US T-BILL	---	02/29/96	98.67	5.310	5.456	9,867,250.00	Goldman, Sachs & Co
12/01/95	10,000,000	US T-BILL	---	12/14/95	99.79	5.590	5.679	9,979,813.89	Goldman, Sachs & Co
12/01/95	10,000,000	US T-BILL	---	12/14/95	99.79	5.600	5.689	9,979,777.78	Daiwa Securities America
12/01/95	10,000,000	US T-BILL	---	12/14/95	99.79	5.645	5.735	9,979,615.28	SBC Capital Markets, Inc.
12/01/95	15,000,000	GECC-CP	---	12/21/95	99.68	5.740	5.838	14,952,166.67	General Electric Capital
12/05/95	5,000,000	US T-BILL	---	02/22/96	98.83	5.300	5.437	4,941,847.22	Goldman, Sachs & Co
12/05/95	5,000,000	US T-BILL	---	02/22/96	98.83	5.300	5.437	4,941,847.22	Daiwa Securities America
12/06/95	5,000,000	US T-BILL	---	02/01/96	99.15	5.330	5.450	4,957,804.17	SBC Capital Markets, Inc.
12/06/95	10,000,000	US T-BILL	---	01/11/96	99.46	5.355	5.459	9,946,450.00	Daiwa Securities America
12/06/95	10,000,000	US T-BILL	---	02/01/96	99.15	5.330	5.450	9,915,608.33	Daiwa Securities America
12/06/95	10,000,000	FHLB DIS NOTE	---	12/29/95	99.64	5.620	5.719	9,964,094.44	PaineWebber

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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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
12/07/95	\$10,000,000	US T-BILL	---	01/11/96	99.47	5.360%	5.463%	\$ 9,947,888.89	SBC Capital Markets, Inc.
12/08/95	5,000,000	FFCB DIS NOTE	---	12/29/95	99.67	5.630	5.727	4,983,579.17	PaineWebber
12/08/95	5,000,000	US T-BILL	---	04/25/96	97.98	5.230	5.412	4,899,031.95	Goldman, Sachs & Co
12/08/95	5,000,000	US T-BILL	---	04/25/96	97.98	5.230	5.412	4,899,031.95	Daiwa Securities America
12/12/95	25,000,000	GECC-CP	---	12/19/95	99.88	5.720	5.806	24,972,194.45	General Electric Capital
12/13/95	5,000,000	US T-NOTE	5.375%	11/30/97	99.99	---	5.378	4,999,609.38	Daiwa Securities America
12/13/95	5,000,000	US T-NOTE	5.375	11/30/97	99.98	---	5.382	4,999,218.75	PaineWebber
12/13/95	15,000,000	US T-BILL	---	02/22/96	98.95	5.280	5.410	14,843,800.01	Daiwa Securities America
12/13/95	25,000,000*	US T-BILL	---	02/08/96	99.17	5.235	5.352	24,792,781.25	First Boston
12/14/95	10,000,000	GECC-CP	---	12/22/95	99.87	5.760	5.847	9,987,200.00	General Electric Capital
12/21/95	5,000,000	UST-BILL(93S)	---	03/28/96	98.64	4.980	5.119	4,932,216.67	First Boston
12/21/95	10,000,000	USTBILL(100S)	---	04/11/96	98.43	5.020	5.170	9,843,822.22	SBC Capital Markets, Inc.
12/21/95	10,000,000	USTBILL(100S)	---	05/30/96	97.73	5.070	5.260	9,773,258.33	First Chicago Capital Mkt
12/21/95	10,000,000	USTBILL(100S)	---	06/27/96	97.35	5.045	5.249	9,735,137.50	First Boston

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
12/21/95	\$ 10,000,000	US T-BILL	---	05/16/96	97.93	5.065%	5.244%	\$ 9,793,179.17	Daiwa Securities America
12/21/95	15,000,000	US T-BILL	---	03/21/96	98.72	5.025	5.160	14,809,468.76	Daiwa Securities America
12/21/95	20,000,000	US T-BILL	---	04/11/96	98.43	5.020	5.170	19,687,644.44	Goldman, Sachs
12/21/95	<u>27,000,000</u>	GECC-CP	---	12/26/95	99.92	5.600	5.682	<u>26,978,999.99</u>	General Electric Capital
	<u>\$347,000,000</u>							<u>\$344,131,143.44</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

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
12/01/95	\$10,000,000*	UST BILL(93S)	---	12/21/95	99.69	5.500%	5.593%	5.86%	\$ 9,969,444.44	PaineWebber
12/01/95	10,000,000*	UST BILL(93S)	---	12/21/95	99.69	5.500	5.593	5.86	9,969,444.44	SBC Capital Markets, Inc.
12/04/95	5,000,000	US T-NOTE	5.875%	08/15/98	100.73	---	5.574	9.80	5,036,718.75	Merrill Lynch Gov Sec
12/13/95	25,000,000*	US T-BILL	---	02/01/96	99.28	5.150	5.259	6.31	24,821,180.25	First Boston
12/15/95	10,000,000	USTBILL(101S)	---	12/21/95	99.90	5.550	5.632	5.73	9,990,750.00	SBC Capital Markets, Inc.
12/19/95	<u>5,000,000</u>	US T-NOTE	5.875	08/15/98	100.85	---	5.523	9.67	<u>5,042,578.13</u>	Goldman, Sachs & Co
	<u>\$65,000,000</u>								<u>\$64,830,116.31</u>	

BEY - Bond Equivalent Yield

*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

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	12/01/95	12/04/95	\$13,320,000	5.820%	\$ 6,460.20
Fuji Securities	12/01/95	12/04/95	15,505,000	5.800	7,494.08
First Chicago Capital Mkt	12/01/95	12/04/95	30,000,000	5.770	14,425.00
Eastbridge Capital	12/01/95	12/04/95	32,725,000	5.820	15,871.63
Nomura Securities Intl	12/01/95	12/04/95	38,405,000	5.800	18,562.42
Fuji Securities	12/04/95	12/05/95	15,510,000	5.700	2,455.75
Daiwa Securities America	12/04/95	12/05/95	34,840,000	5.710	5,526.01
Nikko Securities Co Intl	12/04/95	12/05/95	35,000,000	5.730	5,570.83
Yamaichi Intl (America)	12/04/95	12/05/95	43,190,000	5.730	6,874.41
Eastbridge Capital	12/05/95	12/06/95	15,125,000	5.770	2,424.20
Yamaichi Intl (America)	12/05/95	12/06/95	20,256,000	5.770	3,246.59
Yamaichi Intl (America)	12/05/95	12/06/95	22,934,000	5.770	3,675.81
Eastbridge Capital	12/05/95	12/06/95	34,845,000	5.770	5,584.88
Daiwa Securities America	12/05/95	12/06/95	45,000,000	5.750	7,187.50

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	12/06/95	12/07/95	\$14,980,000	5.930%	\$ 2,467.54
Nikko Securities Co Intl	12/06/95	12/07/95	24,763,000	5.900	4,058.38
Nikko Securities Co Intl	12/06/95	12/07/95	25,237,000	5.900	4,136.06
Eastbridge Capital	12/06/95	12/07/95	34,810,000	5.930	5,733.98
Daiwa Securities America	12/06/95	12/07/95	43,155,000	5.900	7,072.63
Eastbridge Capital	12/07/95	12/08/95	14,930,000	5.820	2,413.68
Yamaichi Intl (America)	12/07/95	12/08/95	18,937,000	5.820	3,061.48
Yamaichi Intl (America)	12/07/95	12/08/95	24,183,000	5.820	3,909.59
Eastbridge Capital	12/07/95	12/08/95	34,775,000	5.820	5,621.96
Nikko Securities Co Intl	12/07/95	12/08/95	45,000,000	5.820	7,275.00
Eastbridge Capital	12/08/95	12/11/95	8,455,000	5.770	4,065.45
Yamaichi Intl (America)	12/08/95	12/11/95	11,620,000	5.760	5,577.60
Yamaichi Intl (America)	12/08/95	12/11/95	15,259,000	5.760	7,324.32
Yamaichi Intl (America)	12/08/95	12/11/95	16,871,000	5.760	8,098.08

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>
Eastbridge Capital	12/08/95	12/11/95	\$32,745,000	5.770%	\$15,744.89
Nikko Securities Co Intl	12/08/95	12/11/95	35,000,000	5.750	16,770.83
Yamaichi Intl (America)	12/11/95	12/12/95	11,625,000	5.770	1,863.23
Yamaichi Intl (America)	12/11/95	12/12/95	15,174,000	5.770	2,432.06
Yamaichi Intl (America)	12/11/95	12/12/95	16,871,000	5.770	2,704.05
Daiwa Securities America	12/11/95	12/12/95	30,000,000	5.760	4,800.00
Eastbridge Capital	12/11/95	12/12/95	41,220,000	5.770	6,606.65
Yamaichi Intl (America)	12/12/95	12/13/95	7,577,000	5.730	1,206.01
Eastbridge Capital	12/12/95	12/13/95	11,625,000	5.730	1,850.31
Nomura Securities Intl	12/12/95	12/13/95	13,593,000	5.720	2,159.78
Yamaichi Intl (America)	12/12/95	12/13/95	14,423,000	5.730	2,295.66
Nomura Securities Intl	12/12/95	12/13/95	27,632,000	5.720	4,390.42
Eastbridge Capital	12/12/95	12/13/95	32,050,000	5.730	5,101.29
Nikko Securities Co Intl	12/13/95	12/14/95	10,785,000	5.720	1,713.62

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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>
Nikko Securities Co Intl	12/13/95	12/14/95	\$31,255,000	5.720%	\$ 4,966.07
Daiwa Securities America	12/13/95	12/14/95	40,885,000	5.720	6,496.17
Yamaichi Intl (America)	12/14/95	12/15/95	936,000	5.720	148.72
Fuji Securities	12/14/95	12/15/95	10,145,000	5.720	1,611.93
Fuji Securities	12/14/95	12/15/95	11,025,000	5.720	1,751.75
Eastbridge Capital	12/14/95	12/15/95	27,000,000	5.750	4,312.50
Yamaichi Intl (America)	12/14/95	12/15/95	39,064,000	5.720	6,206.84
Daiwa Securities America	12/14/95	12/15/95	40,515,000	5.750	6,471.15
First Chicago Capital Mkt	12/15/95	12/18/95	11,025,000	5.900	5,420.63
Nikko Securities Co Intl	12/15/95	12/18/95	11,288,000	5.900	5,549.93
First Chicago Capital Mkt	12/15/95	12/18/95	20,125,000	5.900	9,894.79
Daiwa Securities America	12/15/95	12/18/95	25,000,000	5.900	12,291.67
Nikko Securities Co Intl	12/15/95	12/18/95	28,712,000	5.900	14,116.73
Eastbridge Capital	12/15/95	12/18/95	40,515,000	5.920	19,987.40

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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>
Citicorp Securities Mkts	12/18/95	12/19/95	\$11,050,000	5.770%	\$ 1,771.07
Nikko Securities Co Intl	12/18/95	12/19/95	15,000,000	5.750	2,395.83
Citicorp Securities Mkts	12/18/95	12/19/95	20,135,000	5.770	3,227.19
Daiwa Securities America	12/18/95	12/19/95	40,000,000	5.770	6,411.11
Eastbridge Capital	12/18/95	12/19/95	40,195,000	5.780	6,453.53
Citicorp Securities Mkts	12/19/95	12/21/95	11,060,000	5.750	3,533.06
Yamaichi Intl (America)	12/19/95	12/21/95	14,311,000	5.750	4,571.57
First Chicago Capital Mkt	12/19/95	12/20/95	17,000,000	5.750	2,715.28
Citicorp Securities Mkts	12/19/95	12/21/95	20,105,000	5.750	6,422.43
Yamaichi Intl (America)	12/19/95	12/21/95	25,874,000	5.750	8,265.31
Nomura Securities Intl	12/19/95	12/21/95	32,000,000	5.700	10,133.33
Eastbridge Capital	12/19/95	12/21/95	40,000,000	5.760	12,800.00
Daiwa Securities America	12/20/95	12/21/95	20,000,000	5.670	3,150.00
Nikko Securities Co Intl	12/21/95	12/22/95	1,130,000	5.620	176.41

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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>
Eastbridge Capital	12/21/95	12/22/95	\$ 8,685,000	5.625%	\$ 1,357.03
Yamaichi Intl (America)	12/21/95	12/22/95	12,955,000	5.625	2,024.22
SBC Capital Markets, Inc.	12/21/95	12/22/95	20,030,000	5.610	3,121.34
Yamaichi Intl (America)	12/21/95	12/22/95	33,170,000	5.625	5,182.81
Nikko Securities Co Intl	12/21/95	12/22/95	38,570,000	5.620	6,021.21
Eastbridge Capital	12/21/95	12/22/95	41,315,000	5.625	6,455.47
Daiwa Securities America	12/21/95	12/22/95	50,000,000	5.620	7,805.56
Eastbridge Capital	12/22/95	12/26/95	3,050,000	5.625	1,906.25
Nikko Securities Co Intl	12/22/95	12/26/95	11,830,000	5.620	7,387.18
Daiwa Securities America	12/22/95	12/26/95	14,457,000	5.620	9,027.59
Yamaichi Intl (America)	12/22/95	12/26/95	19,400,000	5.625	12,125.00
First Chicago Capital Mkt	12/22/95	12/26/95	20,030,000	5.610	12,485.37
Yamaichi Intl (America)	12/22/95	12/26/95	26,730,000	5.625	16,706.25
Nikko Securities Co Intl	12/22/95	12/26/95	27,880,000	5.620	17,409.51

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Daiwa Securities America	12/22/95	12/26/95	\$35,543,000	5.620%	\$22,194.63
Eastbridge Capital	12/22/95	12/26/95	46,950,000	5.625	29,343.75
Yamaichi Intl (America)	12/26/95	12/27/95	10,972,000	5.650	1,721.99
Yamaichi Intl (America)	12/26/95	12/27/95	16,783,000	5.650	2,634.00
Nomura Securities Intl	12/26/95	12/27/95	18,978,000	5.610	2,957.41
Nikko Securities Co Intl	12/26/95	12/27/95	20,045,000	5.630	3,134.82
Nomura Securities Intl	12/26/95	12/27/95	20,757,000	5.610	3,234.63
SBC Capital Markets, Inc.	12/26/95	12/27/95	21,000,000	5.600	3,266.67
Yamaichi Intl (America)	12/26/95	12/27/95	22,245,000	5.650	3,491.23
Eastbridge Capital	12/26/95	12/27/95	24,300,000	5.630	3,800.25
Eastbridge Capital	12/26/95	12/27/95	25,700,000	5.630	4,019.19
Daiwa Securities America	12/26/95	12/27/95	46,160,000	5.620	7,206.09
Nikko Securities Co Intl	12/27/95	12/28/95	5,322,000	5.530	817.52
Yamaichi Intl (America)	12/27/95	12/28/95	11,175,000	5.550	1,722.81

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	12/27/95	12/28/95	\$14,746,000	5.550%	\$ 2,273.34
Nomura Securities Intl	12/27/95	12/28/95	19,880,000	5.520	3,048.27
Eastbridge Capital	12/27/95	12/28/95	20,380,000	5.530	3,130.59
Yamaichi Intl (America)	12/27/95	12/28/95	24,079,000	5.550	3,712.18
Eastbridge Capital	12/27/95	12/28/95	25,710,000	5.530	3,949.34
Nomura Securities Intl	12/27/95	12/28/95	27,000,000	5.520	4,140.00
Daiwa Securities America	12/27/95	12/28/95	39,665,000	5.520	6,081.97
Nikko Securities Co Intl	12/27/95	12/28/95	44,678,000	5.530	6,863.04
Nikko Securities Co Intl	12/28/95	12/29/95	10,085,000	5.500	1,540.76
SBC Capital Markets, Inc.	12/28/95	12/29/95	19,365,000	5.500	2,958.54
Eastbridge Capital	12/28/95	12/29/95	19,460,000	5.500	2,973.06
Nomura Securities Intl	12/28/95	12/29/95	21,148,000	5.500	3,230.94
Yamaichi Intl (America)	12/28/95	12/29/95	24,980,000	5.500	3,816.39
Yamaichi Intl (America)	12/28/95	12/29/95	25,020,000	5.500	3,822.50

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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>
Eastbridge Capital	12/28/95	12/29/95	\$25,710,000	5.500%	\$ 3,927.92
Daiwa Securities America	12/28/95	12/29/95	28,000,000	5.480	4,262.22
Nomura Securities Intl	12/28/95	12/29/95	28,852,000	5.500	4,407.94
Nikko Securities Co Intl	12/28/95	12/29/95	29,100,000	5.500	4,445.83
Nomura Securities Intl	12/29/95	01/02/96	10,567,000	5.880	6,903.77
First Chicago Capital Mkt	12/29/95	01/02/96	19,235,000	5.800	12,395.89
Yamaichi Intl (America)	12/29/95	01/02/96	23,324,000	5.980	15,497.50
Yamaichi Intl (America)	12/29/95	01/02/96	26,676,000	5.980	17,724.72
SBC Capital Markets, Inc.	12/29/95	01/02/96	34,000,000	5.850	22,100.00
Fuji Securities	12/29/95	01/02/96	39,010,000	5.900	25,573.22
Nomura Securities Intl	12/29/95	01/02/96	39,433,000	5.880	25,762.89
Daiwa Securities America	12/29/95	01/02/96	45,170,000	5.850	29,360.50

(Board - 2/8/96)

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

Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
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No new transactions this period.

(Board - 2/8/96)

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

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 December 1, 1995 through December 31, 1995, 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

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.

(Board - 2/8/96)

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 December 1, 1995 through December 31, 1995 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1995, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 December 1, 1995 through December 31, 1995 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.

*On demand from Morgan Guaranty Trust Company of New York, on December 26, 1995, the Port Authority of New York and New Jersey repaid Variable Rate Master Notes 1990-2 and 1994-1 which had outstanding balances of \$12,000,000 and \$13,000,000 respectively. The outstanding balance as of December 31, 1995 under the Variable Rate Master Note Program is \$308,000,000.

(Board - 2/8/96)

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 October 1, 1995 through December 31, 1995 involving the use of the Municipal Bond Futures Contracts (Muni) and the United States Treasury Bond Futures Contracts (T-Bond) 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>Contract</u>	<u>Short Position</u>	<u>Cumulative 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 4rd Quarter 1995.

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Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1995 to December 31, 1995.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
JFK-110.141 John F. Kennedy International Airport - Paving and Drainage Improvements in Bulk Fuel Farm - Request for Delegation of Authorized Amount Hampton C.F. Corporation		3) \$ 250,000
John F. Kennedy International Airport - Interim General Cleaning Contract - Three-month extension TUCS Orange, NJ		2) \$ 75,000 3) 7,500 4) 82,500
LGA-110.105 LaGuardia Airport - Modernization of the Center Section of the Central Terminal Building Gordon H. Smith Corporation New York, NY	Sole Source	2) \$ 100,000 4) 135,000
LGA-220.043 LaGuardia Airport - Runway 13-31 Overrun Area Wetland Mitigation C.D.M. Associates, Inc. Corona, NY	2	1) \$ 513,900 2) 443,690 3) 18,000 4) 330,000

(Board - 2/8/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LGA-564 LaGuardia Airport - Central Terminal Building - Replacement of Heating Hot Water Circulating Pumps Wittmann Plumbing Associates, Inc. Brooklyn, NY	9	1) \$ 1,300,000 2) 424,765 3) 34,000 4) 480,000
College Point/Grand Central Parkway Areawide Travel Demand Management Project - Authorization to Expend Federal Grant Funds Commuter Link, Inc. Floral Park, NY		2) \$ 250,000
Laguardia & Newark International Airports - Processing of Port Authority Parking Lot Receipts CoreStates/New Jersey National Bank New Brunswick, NJ	2	1) \$ 236,160 2) 164,070
EWR-110.095A Newark International Airport - Terminal B - Rehabilitation of The Charles A. Lindbergh VIP Lounge - Settlement of Claim The Development Team, Inc.		2) \$ 75,000
EWR-154.066 Newark International Airport - CTA Parking Lot Lighting Total Electrical Construction Co., Inc. Maspeth, NY	6	1) \$ 474,000 2) 335,595 3) 27,000 4) 275,000

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I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
EWR-995.411 Newark International Airport - Aircraft Parking Area Blast Fence - Area 15 Precision General Contractors, Inc. Livingston, NJ	11	1) \$ 798,640 2) 266,000 3) 22,000 4) 303,000
AKG-274.011 Goethals Bridge - Installation of a Redundant Support System at the Pin and Hangar Assembly Karl Koch Erecting Co., Inc.	4	1) \$ 351,000 2) 196,630 3) 16,000 4) 246,000
BT-341 Port Authority Bus Terminal Masonry Repairs and Repointing - Cappry Contracting Management Corp. Brooklyn, NY	10	1) \$ 833,860 2) 387,000 3) 31,000 4) 564,000
EP-132 Elizabeth-Port Authority Marine Terminal - Building No. 2250 - Reroofing GT & JT Construction Corp. Brooklyn, NY	26	1) \$ 1,088,000 2) 477,000 3) 24,000 4) 594,000
EP-383.002 Elizabeth-Port Authority Marine Terminal - New Jersey Expressrail Intermodal Transfer Facility - Request for Delegation of Authorized Amount C.H. Winans Co.		3) \$ 250,000

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
MFP-110.065 Port Newark and Elizabeth-Port Authority Marine Terminal - Signing Program Schiavone Construction Co. Secaucus, NJ	5	1) \$ 2,200,375 2) 1,943,000 3) 49,000 4) 2,200,000
No. 49484 New York City Passenger Ship Terminal - Maintenance and Rehabilitation of Elevators - Extension of Contract Universal Elevator Co., Inc. New York, NY		2) \$ 160,000 3) 16,000
HWD-541.002 Hoboken South Waterfront Development - Demolition of Headhouse Building Spina Asphalt Paving & Excavating Contractor, Inc. North Bergen, NJ	14	1) \$ 4,196,691 2) 487,000 3) 39,000 4) 2,700,000
Howland Hook Marine Terminal - Extension of Security Contract Lansdell Protective Agency, Inc. New York, NY		3) \$ 100,000 4) 100,000
HT-371 Holland Tunnel - Rehabilitation and Repainting of Pedestrian Bridge - New York Approach Ralston Construction Corp. Brooklyn, NY	4	1) \$ 384,000 2) 290,800 3) 24,000 4) 240,000

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I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LT-392 Lincoln Tunnel - Replacement of Fire Standpipe Pumps - New Jersey Administration Building Ward Mechanical Corp.	4	1) \$ 463,000 2) 183,000 3) 15,000 4) 253,000
WTC-115.264 One World Trade Center - Asbestos Abatement - 24th Floor Trio Asbestos Removal Corp. College Point, NY	6	1) \$ 1,300,000 2) 829,000 3) * 165,800 4) 1,430,000
WTC-115.265 One World Trade Center - Asbestos Abatement - 28th Floor Asbestos Containment Services, Inc. New York, NY	6	1) \$ 1,330,000 2) 829,000 3) * 165,800 4) 1,272,316
WTC-115.271 One World Trade Center Asbestos Abatement 25th Floor Asbestos Containment Services, Inc. New York, NY	6	1) \$ 1,444,000 2) 847,000 3) * 169,400 4) 1,413,819

* An extra work allowance of 20 percent of the base contract costs has been included to cover the cost of any unforeseen ductwork removals that may be required by the contractor.

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I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
New Jersey Facilities - Retrofit and Provide New Lighting Equipment Central Hudson Enterprises Corporation Poughkeepsie, NY	Sole source	2) \$ 450,000
Replacement of Existing Dial-Back System Digital Pathways, Inc. Fairfax, VA	5	1) \$ 367,491 2) 215,491 3) 17,239 4) 240,000
Request to Extend Software License Agreements Digital Equipment Corporation New York, NY	Sole source	2) \$ 198,000 3) 15,840 4) 214,000
Request to Enter into a Software License Agreement for CCC/Harvest Software Library Management System Softool Corporation Goleta, CA	Sole source	2) \$ 130,730 4) 150,000
Authorization to Accept and Expend Federal Funds from the North Jersey Transportation Planning Authority		2) \$ 416,000
Intermodal Outreach and Information Exchange - Project #12 - Supplemental Agreement No. 1 Authorization to Accept and Expend Federal Funds New York State Department of Transportation		2) \$ 105,000

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
1996 Renewal of Westlaw Legal Research Database Service and Increase in Existing Authorization West Publishing Corporation St. Paul, MN	Sole source	2) \$ 115,000
Authorization for the Port Authority to Provide Port Security Training and Systems Advisory Services for the Barbados Port Authority		2) \$ 75,000

(Board - 2/8/96)

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1995 to December 31, 1995.

PART II.

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 41630 P.O. NO: 11428 DESCRIPTION: #2 DIESEL FUEL FOR NJ FACILITIES	NJ STATE CONTRACT	1)\$ ----- 2) 300,000.00 3) 300,000.00
AWARDED TO: NATIONAL TERMINAL INC. NEWARK, NJ		
REQUISITION NO: 41018 P.O. NO: 11430 DESCRIPTION: INVENTORY SERVICES FOR STOCKROOMS	2* 5% SBE PREFERENCE	1)\$ 172,975.00 2) 172,755.00 3) 200,000.00
AWARDED TO: INVENTORY CO. \$172,975.00 FT. LEE, NJ		
REQUISITION NO: 41810 P.O. NO: 11444 DESCRIPTION: #2 DIESEL FUEL FOR NY FACILITIES	NY STATE CONTRACT	1)\$ ----- 2) 300,000.00 3) 300,000.00
AWARDED TO: METRO FUEL OIL CORP. BROOKLYN, NY		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO:	41826	NYC CONTRACT	1)\$	-----	
P.O. NO:	11469		2)	500,000.00	
DESCRIPTION:	#2 FUEL OIL FOR JFKIA		3)	500,000.00	
AWARDED TO:	COASTAL REFINING & MARKETING PORT READING, NJ				
REQUISITION NO:	41859	NYC CONTRACT	1)\$		
P.O. NO:	11489		2)	400,000.00	
DESCRIPTION:	#2 FUEL OIL FOR NY PST		3)	400,000.00	
AWARDED TO:	CLASSIC FUEL OIL CORP. BROOKLYN, NY				
REQUISITION NO:	39875	1*	1)\$		
P.O. NO:	11561; 11562, & 11564	3 PARTIALS	2)	219,014.45	
DESCRIPTION:	VARIOUS SAFETY ITEMS FOR STOCKROOM		3)	170,000.00	
AWARDED TO:	11561 - FT. LEE HARDWARE & SUPPLY FT. LEE, NJ	\$102,707.20			
	11562 - EASTCO INDUSTRIAL SUPPLY HUNTINGTON STATION, NY	30,464.50			
	11564 - VENDOR NETWORK BRONXVILLE, NY	<u>53,743.65</u>			
	TOTAL	\$186,915.35			

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO:	41846	NYC CONTRACT	1)\$	-----	
P.O. NO:	11574		2)	500,000.00	
DESCRIPTION:	#2, #4, #6 FUEL OIL - VARIOUS FACILITIES		3)	500,000.00	
AWARDED TO:	CASTLE OIL, INC. HARRISON, NY				
REQUISITION NO:	39099	2*	1)\$	207,846.00	
P.O. NO:	11576		2)	134,375.00	
DESCRIPTION:	CARPET TILES - WTC		3)	175,000.00	
AWARDED TO:	CULVER FLOOR COVERING BROOKLYN, NY				
REQUISITION NO:	40798	11*	1)\$	376,880.00	
P.O. NO:	11580		2)	116,760.00	
DESCRIPTION:	UNDERWATER DIVING SERVICES- 2 YEARS		3)	150,000.00	
AWARDED TO:	PCA ENGINEERING, INC. HAWTHORNE, NJ				

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO: 40106	2*	1)\$ 228,854.10		
P.O. NO: 11603, 11604, & 11605	8 PARTIALS	2) 100,442.56		
DESCRIPTION: GLOVES, VARIOUS-ONE YEAR		3) 79,000.00		
AWARDED TO: 11603 - H. TEXIER GLOVE CO. PLAINFIELD, NJ	\$55,264.20			
11604 - MAGID GLOVE & SAFETY CHICAGO, IL	14,746.30			
11605 - MULTINATIONAL MARKETING BURLINGTON, NJ	411.00			
	TOTAL \$70,421.50			
REQUISITION NO: 42033	NJ STATE CONTRACT	1)\$ -----		
P.O. NO: 11672		2) 400,000.00		
DESCRIPTION: #2 FUEL OIL FOR NEWARK AIRPORT		3) 400,000.00		
AWARDED TO: NATIONAL TERMINAL INC NEWARK, NJ				
REQUISITION NO: 39753	2*	1)\$ 503,567.00		
P.O. NO: 11679		2) 282,567.00		
DESCRIPTION: CERAMIC TILE FOR LINCOLN TUNNEL		3) 636,000.00		
AWARDED TO: SUMMITVILLE TILES, INC. SUMMITVILLE, OH				

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 41270 P.O. NO: 11705 DESCRIPTION: CISCO ROUTERS & ACCESSORIES	3*	1)\$ 86,596.33 2) 78,611.07 3) 65,000.00
AWARDED TO: MISCO AMERICA, INC. HOLMDEL, NJ		
REQUISITION NO: 40939 P.O. NO: 11818 DESCRIPTION: ASSORTED BALLASTS-REQUIREMENTS CONTRACT	3*	1)\$ 116,770.10 2) 104,407.30 3) 110,000.00
AWARDED TO: RALE ELECTRIC SUPPLY WANAMASSA, NJ		
REQUISITION NO: 41805 P.O. NO: 11877 DESCRIPTION: SIGNS & CABINETS PABT	4*	1)\$ 263,556.00 2) 186,087.00 3) 280,000.00
AWARDED TO: SIGNS & DECAL CORP. BROOKLYN, NY		
REQUISITION NO: 41321 P.O. NO: 11932 DESCRIPTION: WTC MESSENGER CENTER	15* LOW BIDDER DID NOT MEET PREREQUISITES	1)\$ 401,096.40 2) 72,804.00 3) 150,000.00
AWARDED TO: CONTEMPORARY COURIER, INC. NEW YORK, NY	\$82,200.00	

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 41583 P.O. NO: 11982 DESCRIPTION: RUNWAY TRACTION SAND- 2 YEAR CONTRACT	5* LOW BIDDER DID NOT MEET SPECIFICATIONS	1)\$ 615,120.00 2) 248,800.00 3) 433,000.00
AWARDED TO: MEDFORD SAND & GRAVEL MILLER PLACE, NY	\$286,250.00	
REQUISITION NO: 40128 P.O. NO: 12091 DESCRIPTION: JFK ROADWAY SIGNAGE	3*	1)\$ 785,941.00 2) 355,000.00 3) 500,000.00
AWARDED TO: INTERSTATE HIGHWAY SIGN LITTLE ROCK, AK		
REQUISITION NO: 41586 P.O. NO: 12113 DESCRIPTION: SODIUM FORMATE FOR AVIATION	2*	1)\$ 365,576.20 2) 281,601.00 3) 232,000.00
AWARDED TO: HOECHST CANADA, INC. MONTREAL, QUEBEC, CANADA		
REQUISITION NO: 41587 P.O. NO: 12233 & 12234 DESCRIPTION: UREA REQUIREMENTS FOR AVIATION	2* 3 PARTIALS	1)\$ 182,037.50 2 146,483.00 3) 139,560.00
AWARDED TO: 12233 - GLOBE GRAPHICS CO., INC. FARMINGTON, MI	\$28,747.40	
12234 - PETERS CHEMICAL CO. HAWTHORNE, NJ	114,800.00	
TOTAL	\$143,547.40	

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO: 42540 P.O. NO: 12274 DESCRIPTION: GF WORKSTATION COMPONENTRY FOR WTC	GSA CONTRACT	1)\$ -----	2) 187,176.31	3) 187,200.00
AWARDED TO: GF OFFICE FURNITURE, LTD NEW YORK, NY				
REQUISITION NO: 42557 P.O. NO: 12346 DESCRIPTION: ASSORTED TOOL - STOCKROOM	NJ STATE CONTRACT	1)\$ -----	2) 242,287.55	3) 175,000.00
AWARDED TO: COLONIAL HARDWARE CORP. SPRINGFIELD, NJ				
REQUISITION NO: 42669 P.O. NO: 12372 DESCRIPTION: NOVELL NETWORK	NYC CONTRACT	1)\$ -----	2) 98,392.04	3) 98,392.04
AWARDED TO: FULTON COMPUTER PRODUCTS & PROGRAMS ROCKVILLE CENTRE, NY				
REQUISITION NO: 41939 P.O. NO: 12379 DESCRIPTION: DRIVE-AWAY VEHICLE SERVICE 2 YEARS	1*	1)\$ -----	2) 112,379.00	3) 130,000.00
AWARDED TO: GARDEN STATE BUILDING MAINTENANCE PATERSON, NJ				

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 42153		2*	1)\$ 401,400.00
P.O. NO. 12419			2) 348,000.00
DESCRIPTION PROPANE FOR JFKIA			3) 330,000.00
AWARDED TO: PARACO GAS PURCHASE, NY			
REQUISITION NO: 42097		4*	1)\$ 161,933.00
P.O. NO. 12425			2) 145,600.00
DESCRIPTION DENKA ATRIUM 90' LIFT			3) 150,000.00
AWARDED TO: UPRIGHT SCAFFOLDS RIDGEFIELD PARK, NJ			
REQUISITION NO: 42552		NJ STATE CONTRACT	1)\$ -----
P.O. NO. 12480			2) 412,345.45
DESCRIPTION ANCHORS, BOLTS, NUTS & SCREWS - 3 YEARS			3) 330,000.00
AWARDED TO: G.K. YEDIBALIAN, INC. JERSEY CITY, NJ			

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 42225	8*	1)\$ 480,000.00
P.O. NO. 12585		2) 282,250.00
DESCRIPTION ELECTRICAL, DATA & TELECOMMUNICATIONS INSTALLATION SERVICES NJ FACILITIES		3) 250,000.00
AWARDED TO: ELECTRO TECH ELECTRIC CO. JERSEY CITY, NJ		
REQUISITION NO: 42539	6*	1)\$ 266,100.00
P.O. NO: 12661	5% SBE PREFERENCE	2) 159,150.00
DESCRIPTION CARPET TILES - WTC		3) 170,000.00
AWARDED TO: TAUB'S FLOOR COVERING CO. STATEN ISLAND, NY	\$159,610.00	

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BID RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
Various Port Authority Facilities Purchase of Gate Mechanisms and Parts Federal APD, Inc. Farmington, MI	Sole source	2) \$ 95,000 3) 90,000

(Board - 2/8/96)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period October 1, 1995 to December 31, 1995.

NAME	FACILITY	AMOUNT COLLECTED
COM-PULSE INC	World Trade Center	\$ 650.00
AUTOMOTIVE RENTALS INC	Off Property	2,162.50
CONTINENTAL CONCESSIONS	Goethals Bridge	2,880.50
DELTA WELL & PUMP CO	John F. Kennedy International Airport	998.05
DINGA CHRISTINA J	Lincoln Tunnel	1,951.89
EVERGREEN AIRLINES	John F. Kennedy International Airport	9,000.00
GENERAL HUDSON	John F. Kennedy International Airport	3,031.49
GSN TRUCKING	George Washington Bridge	7,359.43
HEYN DIANE L	George Washington Bridge	2,827.53
HUDSON GENERAL	John F. Kennedy International Airport	844.44
LEE TAICHANG/COLONIAL ASO	John F. Kennedy International Airport	800.00
MARKETING CO SUN REFINI	Holland Tunnel	5,000.00
MECLINCH EQUIPMENT INC	Port Authority Bus Terminal	1,450.00
NATAL EXCAVATING INC	Holland Tunnel	495.72
OGDEN ALLIED	John F. Kennedy International Airport	614.00
PEREIRA WILLIAM B	George Washington Bridge	708.74
RESTO FREDDIE A	George Washington Bridge	6,750.00
SHATER MOHAMED	Newark International Airport	605.86
TAXI SERVICE HENESSY	Holland Tunnel	2,720.40
VALEZ MARIANA	Lincoln Tunnel	3,011.22
	TOTAL	\$ 53,861.77

TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
AMPCO SYSTEM PARKING	Newark International Airport	\$ 160.00
JAFFE KEITH	Newark International Airport	1,524.30
JAMIESON JEANINE	Newark International Airport	147.34
WATT JAMES	Newark International Airport	91.69
WINSTON AMERICAN TRANSP	Outerbridge Crossing	821.09
BOYD JENNIFER	Off Property	796.36
CALABRESE MARION	George Washington Bridge	1,513.44
CAPACYACHI JOANNE	Lincoln Tunnel	913.09
CASANAS ALEIDA	George Washington Bridge	783.00
HUM SAMSON	Lincoln Tunnel	545.20
MC ENROE JAMES	Newark International Airport	1,463.12
SANTOS-ALFREDO A	Newark International Airport	422.99
VERA LUISA/USF&G ASO	Holland Tunnel	3,191.73
WASHINGTON ROBERT	Holland Tunnel	650.00
CICALE PETER	George Washington Bridge	360.40
COLLINS AURORA	Newark International Airport	60.80
DI DOMENICO BENITO	George Washington Bridge	84.00
HERRING JOAN	Goethals Bridge	89.78
KRULFEIFER GARY	George Washington Bridge	41.28
POLIZZOTTO BARBARA	George Washington Bridge	156.05
CARIDI DORIS	Off Property	730,681.98
HOLLIS RANDOLPH & DORO	John F. Kennedy International Airport	7,500.00
JOHNSON HUBERT	John F. Kennedy International Airport	10,000.00
TURNER MELVIN & WILMA	Holland Tunnel	17,500.00
ARIZMENDI MAXWELL	Port Authority Bus Terminal	40,000.00
WAGENBUCHLER OSCAR	George Washington Bridge	4,500.00
RUDI DENNIS & HELEN	Port Authority Bus Terminal	70,000.00
JAHN RICHARD A	World Trade Center	370.00
MIHAILOVICH ALEXANDER	World Trade Center	160.00

TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
AMANO MASAMI	George Washington Bridge	\$ 246.90
BAILON WILLIAM	John F. Kennedy International Airport	687.00
BOND TRANSFER CO	George Washington Bridge	2,081.75
BRANDON-LANE CARRIE	Holland Tunnel	1,038.56
CIRELLI GEORGE	Lincoln Tunnel	2,020.00
CORTAZZO JOHN	Port Authority Bus Terminal	74.04
DE JESUS MIGDALIA	John F. Kennedy International Airport	2,570.75
DEAN WITTER REYNOLDS INC	World Trade Center	7,000.00
DEBBARH KARIM	New York City Passenger Ship Terminal	744.88
DELARY BRUCE	New York City Passenger Ship Terminal	760.43
GELBER PEARL/ALLSTATE ASO	John F. Kennedy International Airport	5,080.98
GHANIME DANIEL	Newark International Airport	785.57
HAMMONDS DAVID	Port Authority Bus Terminal	232.14
HOUSTON GONJA	Port Authority Bus Terminal	1,714.14
ISCARO MARK	Holland Tunnel	677.62
JOHN LEE	Outerbridge Crossing	263.78
KALYBABA TRUCKING/CK INS	Lincoln Tunnel	2,500.00
KESSMAN EILEEN	LaGuardia Airport	119.35
KHEALIE RALPH	George Washington Bridge	639.54
KORBUL WILLIAM	Port Authority Bus Terminal	125.52
LAFFERTY ROSEMARY	George Washington Bridge	275.00
LEARY DEBRA	Off Property	486.94
MYERS F W	World Trade Center	190,220.00
O'BRIEN RAYMOND	Lincoln Tunnel	692.71
PAPADATOS CHRISTOS	LaGuardia Airport	450.86
PARILLO VINCENZO	John F. Kennedy International Airport	449.44
PICCO PATRICIA	LaGuardia Airport	98.52
RAMSOOK CAROL ANN	John F. Kennedy International Airport	633.17
SAMUEL STANLEY	LaGuardia Airport	86.92

(Board - 2/8/96)

TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
SHANNON EDWARD	Port Authority Bus Terminal	\$ 60.00
SHARKEY KEVIN	Port Authority Bus Terminal	158.86
TOPSIDE LEASING CORP	Holland Tunnel	700.00
TORTORICI MICHAEL	John F. Kennedy International Airport	2,991.30
TUKU MIRIAM	LaGuardia Airport	187.79
WALTON CAROL	Port Authority Bus Terminal	200.00
ZIEMAN KURT	LaGuardia Airport	1,674.69
DEL VENTO LENNY	Port Newark	4,500.00
LAPIDOT TAMAR	John F. Kennedy International Airport	22,500.00
HARRIS ANNE	Port Authority Bus Terminal	5,000.00
LASO ANTOINETTE	John F. Kennedy International Airport	25,000.00
MARKS INEZ	World Trade Center	1,250.00
	TOTAL	\$ 938,431.98

**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 Service Contract were authorized or amended, during the period December 1, 1995 to December 31, 1995.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Interstate Transportation, to retain the services of; StreetSmarts, Inc. 3400 McClure Bridge Road Building D- Suite A Duluth, Georgia 30136-3281	Professional advisory services to provide data collection equipment and technology to survey Saturday PATH passengers on June 10, 1995. Survey allows staff to test new low-cost ways of collecting marketing information for various businesses without purchasing the equipment.	\$ 2,000

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, February 8, 1996

FILE COPY

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, February 8, 1996, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. Henry F. Henderson
 Hon. Robert C. Janiszewski
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
 Jeffrey S. Green, General Counsel
 Lysa C. Meduri, Secretary
 Karen Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port/Commerce
 Frank Bruno, Special Assistant to the Executive Director
 Ernesto Butcher, Deputy Director, Interstate Transportation
 William J. Cahill, Principal Information Officer, Office of Press Secretary
 Matthew Chilcote, General Maintainer, Holland Tunnel
 John J. Collura, Chief Operating Officer
 Daniel J. Dugo, Assistant Chief Operations Supervisor, John F. Kennedy International Airport
 Karen E. Eastman, Acting Manager, Board Relations
 Larry Filler, Director, TransitCenter, Interstate Transportation
 Gerald P. FitzGerald, Director, Aviation
 Mark O. Hatfield, Jr., Deputy Press Secretary
 Gita Kalra, Attorney, Law
 Louis J. LaCapra, Director, Human Resources
 Charles J. Maikish, Director, World Trade
 Karen C. Matthews, Superintendent, PATH Personnel Division
 Charles F. McClafferty, Acting Chief Financial Officer
 Allen M. Morrison, Supervisor, Media Promotions, Office of Press Secretary
 Giuseppe Noschese, Trackman III, Journal Square Track Room, PATH
 James C. Reinish, Principal Policy Analyst, Office of Board Secretary
 Michael A. Scott, General Superintendent, Port Authority Trans-Hudson Corporation
 Nancy D. Seliga, Acting Operations Manager, Tenants' Support, World Trade
 Jeff Stein, Executive Assistant to the Chairman
 Peter Yerkes, Acting Press Secretary
 Karen Szczepanski, CWA Union Representative

The public meeting was called to order by Chairman Eisenberg at 1:06 p.m. and ended at 1:24 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of December 14, 1995. 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 Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on January 25, 1996, related to lease 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 Capital Program/Construction

The Committee on Capital Program/Construction submitted a report, for information, of matters discussed at its meeting on January 25, 1996, which included a discussion in public session of the Capital Program; and a discussion in executive session of lease 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 Finance

The Committee on Finance submitted a report, for information, of action taken in executive session at its meeting on December 14, 1995, to purchase excess boiler and machinery insurance, 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.

Karen Szczepanski addressed the Board on behalf of the Port Authority Labor Council regarding the current status of the labor relations process.

Tribute to Guido Vendittoli and Nunzio Tinnirello

We pay tribute today to two lifelong PATH employees who lost their lives in a tragic accident on December 2, 1995.

WHEREAS Guido Vendittoli worked for the railroad when it was still the Hudson & Manhattan Railroad and had over 35 years of dedicated service. He was an accomplished member of PATH's track maintenance team on whom everyone depended to respond to and handle all types of track emergencies. Guido was known for his sensitivity to the needs of his staff and for his commitment to doing whatever it took to get the job done.

WHEREAS Nunzio Tinnirello served the railroad for nearly 28 years and enjoyed a distinguished reputation as someone who could be counted on to use his extensive knowledge and experience to tackle any job whether it was routine or an emergency.

WHEREAS both Guido Vendittoli and Nunzio Tinnirello came from families with long histories of dedicated service to PATH and their commitment to the railroad and the millions of passengers it serves will endure for years to come as the standard to which we, as public servants, must all strive.

NOW THEREFORE BE IT

RESOLVED, that the Board of Commissioners extends to the families of Guido Vendittoli and Nunzio Tinnirello our most sincere sympathies and that we further wish to pay tribute to the memory of these men who dedicated their lives to the railroad they so honorably served.

RESOLVED, that this tribute be suitably engraved and presented to the families of Guido Vendittoli and Nunzio Tinnirello as a sign of the high esteem in which they are held by their colleagues and friends at the Port Authority and PATH.

Tribute to Staff

The following resolution was unanimously adopted:

WHEREAS, on January 7, 1996, the northeast region of the country, including the Port District and the entire States of New York and New Jersey, was hit by a major snowstorm; and

WHEREAS, the men and women of the staff of the Port Authority (and its subsidiaries) coordinated their efforts and worked around the clock to minimize any dangers or adverse impact to the customers, tenants, patrons, and operations at all the facilities of the Port Authority; and

WHEREAS, staff performed key functions to ensure that service at facilities was restored to normal as quickly as possible, and that our patrons were kept well-informed;

Now, therefore be it,

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby proudly recognize and commend staff for their dedicated efforts related to the January 7, 1996 snowstorm.

Tribute to Commissioner Vincent Tese

The following resolution was unanimously adopted expressing the appreciation of the Board of Commissioners to Vincent Tese.

WHEREAS, during the years since his 1991 appointment by Governor Mario Cuomo as a Commissioner of the Port Authority of New York and New Jersey, the Honorable Vincent Tese has been a loyal and dedicated member of the Board; and

WHEREAS, during that time Commissioner Tese served with distinction as Vice Chairman of the Board and as a member of the Committee on Finance, the Business Opportunities Committee and the Audit Committee; and

WHEREAS, Commissioner Tese brought to the Port Authority the benefits of his many years of experience in public service;

Now, therefore be it,

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their sincere appreciation to Vincent Tese for his service to the agency and the region it serves; and it is further

RESOLVED, that the Commissioners hereby direct that this resolution be suitably engraved and presented to Commissioner Vincent Tese as a token of their thanks.

Tribute to Albert Jackson

The following resolution was unanimously adopted, expressing the appreciation of the Board of Commissioners to Albert Jackson.

WHEREAS, during his nearly ten years with the Port Authority, Albert Jackson served with distinction in both the Law and Audit Departments before being named Inspector General in 1992; and

WHEREAS, during his tenure as Inspector General, Al Jackson was committed to ensuring that the agency upheld the highest standards of integrity; and

WHEREAS, under his direction, the Office of Inspector General undertook a mission to promote economy and efficiency through the effective functioning of that office;

Now, therefore be it,

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their appreciation to Al Jackson for his years of dedicated service to the agency; and it is further

RESOLVED, that the Commissioners do hereby direct that this resolution be suitably engraved and presented to Mr. Albert Jackson as a token of their thanks.

**John F. Kennedy International Airport - Trans World
Airlines, Inc. - Funding for Terminal Improvements - and
Authorization of Lease Extension for Terminals A & B
(AY-583, AYA-073)**

It is recommended that the Board authorize the Executive Director for and on behalf of the Port Authority to enter into agreements with Trans World Airlines, Inc. (TWA) as deemed necessary or desirable to extend TWA's Lease Agreements covering Terminals A & B at John F. Kennedy International Airport for a 5 year term commencing on or about April 1, 1996 and to reimburse TWA or its contractors up to \$15 million for the refurbishment and upgrading of said Terminals. In addition to all other amounts payable under the Lease, TWA will pay an additional rental during the extension period which is financially self-sustaining and based upon the amounts paid to TWA or its contractor. The resolution of the Board adopted at its meeting of June 10, 1993 would be deemed amended and superseded by this action of the Board insofar as it pertains to payment by the Port Authority for the upgrading of TWA's Terminals A & B at John F. Kennedy International Airport.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 or agreements with Trans World Airlines, Inc. (TWA) at John F. Kennedy International Airport for leasing, performance of work and payment of monies, all substantially in accordance with the terms and conditions set forth above, provided that no payment or reimbursement to TWA or its contractors will be made by the Port Authority unless the details of each item of refurbishment and upgrading work to be performed and the cost thereof is reviewed and approved by the Committee on Operations prior to (i) the reimbursement being agreed to and (ii) the work being undertaken; and the form of the agreement or agreements shall be subject to the approval of General Counsel or his authorized representative.

**John F. Kennedy International Airport - Korean Air Lines
Co., Ltd. - Agreement AYC-646 - Lease for Hangars 9/9A
Redevelopment and Special Project Bond Inducement
Resolution**

It was recommended that the Board authorize (a) the Executive Director, for and on behalf of the Port Authority, to enter into an agreement of lease with Korean Air Lines Co., Ltd. (Korean Air) for the demolition of Hangars 9/9A, including asbestos removal, and the design, construction and operation of a cargo facility of approximately 195,000 square feet on and about the site of the existing Hangars 9/9A at John F. Kennedy International Airport; (b) a project and award of contracts to provide paving to the premises under the lease with Korean Air at a project cost of approximately \$1 million and to perform certain subsurface remediation at a project cost of approximately \$1.2 million, both including administrative, engineering and financial expenses, and a project contingency amount; and (c) the Executive Director, for and on behalf of the Port Authority, (1) to award a contract or contracts to the lowest bidder(s), who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable, to provide paving to the premises under the lease with Korean Air and to perform certain subsurface remediation; (2) to take such action with respect to the award of purchase and construction contracts for the foregoing project as he deems in the best interest of the Port Authority; (3) to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and (4) to execute other contracts and supplemental agreements with such bidders and contractors as he deems in the best interest of the Port Authority and to order extra work and net cost work in connection with each contract and agreement if necessary.

The lease will cover the letting of approximately 21 acres at specified rentals which escalate for a term commencing on or about September 1, 1996 and expiring on or about November 30, 2015, with the term being extended five years in the event the Airport Lease with the City of New York is extended, with the lessee being obligated to assume the entire responsibility for all insurance, repair and maintenance, to share in the construction of a new common taxilane under certain circumstances, and to make a good faith effort to achieve stated Minority/Women's Business Enterprise and labor force goals. The lease would also provide that at the lessee's request, the Port Authority would consider the issuance of Special Project Bonds in a principal amount not to exceed \$90,000,000 to provide, in whole or in part, for project costs under and pursuant to the Port Authority Special Project Bond Resolution, adopted June 9, 1983; with debt service on such bonds being a special obligation of the Port Authority payable from the sources and to the extent generally as provided in such resolution, and with the Port Authority's full faith and credit not being pledged to any such bonds. It is anticipated that the lessee would include in the construction costs, to be provided with the proceeds of any such bonds, certain costs incurred prior to the execution of the Lease and the issuance of any such bonds.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Korean Air Lines Co., Ltd. at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that a project is hereby authorized to provide paving to the premises under the lease at a cost of approximately \$1 million and to perform certain subsurface remediation at a cost of approximately \$1.2 million, including administrative, engineering, financial expenses and a project contingency; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to bid, solicit or enter into one or more contracts to perform the aforesaid paving and utilities and remediation work substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that an Authorized Officer (as such term is used in connection with Port Authority bonds and notes) be and is hereby authorized, for and on behalf of the Port Authority, to execute a declaration of official intent under Section 1.150-2 of the regulations issued by the United States Department of the Treasury, to provide for the disbursement of certain project costs incurred prior to the execution of the lease and the issuance of special project bonds for purposes of the above-described project; and it is further

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

**John F. Kennedy International Airport - Saudi Arabian
Airlines Corp. - Lease Agreement - Building 78**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a lease agreement with Saudi Arabian Airlines Corp. (Saudia) for space in Building 78 and associated outside areas at John F. Kennedy International Airport to be used for the handling of air cargo.

The lease will provide for a five-year term commencing on or about March 1, 1996 at specified annual rentals. Saudia will be responsible for all operations and non-structural maintenance within the premises. The Port Authority will be responsible for the structural supporting frame, the roof and the exterior walls of the building.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Saudi Arabian Airlines Corp., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**Newark International Airport - Airis Newark, L.L.C.- New
Cargo Facility - Lease ANA-884 - Project Authorization
and Award of Contracts to Provide Paving and Utilities
and the Relocation of a Portion of Taxiway JB**

It was recommended that the Board authorize (a) the Executive Director, for and on behalf of the Port Authority, to enter into an agreement of lease with Airis Newark, L.L.C. (Airis) for the demolition of the North Terminal Building and Annex and the design, construction, financing and operation of a cargo complex consisting of two cargo buildings of approximately 177,000 square feet and 74,000 square feet, respectively, on and about the site of the existing North Terminal Building at Newark International Airport at an estimated cost of \$30 million; (b) a project and award of contracts to provide paving and utilities to the premises under the lease with Airis and to relocate a portion of taxiway JB at a total project cost not to exceed \$12 million, including administrative, engineering and financial expenses, and a project contingency amount; and (c) the Executive Director, for and on behalf of the Port Authority, (1) to award a contract or contracts to the lowest bidder(s), who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable, to provide paving and utilities to the premises under the lease with Airis and to relocate a portion of taxiway JB; (2) to take such action with respect to the award of purchase and construction contracts for the foregoing project as he deems in the best interest of the Port Authority; (3) to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and (4) to execute other contracts and supplemental agreements with such bidders and contractors as he deems in the best interest of the Port Authority and to order extra work and net cost work in connection with each contract and agreement if necessary.

The lease will cover the letting of approximately 22 acres on the Airport's north side in the immediate area of the North Terminal Building and Annex for a term commencing on or about April 1, 1996 and expiring on or about March 31, 2021, the Lessee being obligated to provide the entire financing for the project itself or through a qualified lender, to remove and dispose of asbestos and lead in the North Terminal and Annex and to perform certain environmental remediation and site restoration. The lessee will pay ground rental consisting of a constant factor subject to annual CPI and mid-term escalation and an Airport Services Factor to be adjusted annually, which rental would be deferred during the construction period and be repaid over the remaining term of the lease with interest; the amount of \$200,000 towards site restoration of the North Terminal area; a 5% fee on certain cargo handling gross receipts; and enter into certain initial sublease agreements with no Port Authority sublease fee, with all subsequent agreements being subject to the appropriate fee. The lessee will assume the entire responsibility for all insurance, repair and maintenance and make a good faith effort to achieve stated Minority/Women's Business Enterprise and labor force goals.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Airis Newark, L.L.C., substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that a project is hereby authorized to provide paving and utilities to the premises under the lease and to relocate a portion of Taxiway JB at a total cost not to exceed \$12 million, including administrative, engineering, financial expenses and a project contingency; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to bid, solicit or enter into one or more contracts to perform the aforesaid paving and utilities and relocation work, substantially in accordance with the terms and conditions set forth above; and it is further

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

**Port Authority Bus Terminal - Harry M. Stevens, Inc. - Lease
Surrender Agreement**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Harry M. Stevens, Inc. (Stevens) providing for the surrender of its premises at the Port Authority Bus Terminal (PABT).

In 1981, Stevens commenced the operation of a store for the retail sale of sports apparel at the PABT. Stevens' lease at the PABT was extended in 1987 for a ten year term expiring on June 30, 1997. Stevens' business gradually declined and was closed in October 1991 with Stevens continuing to make rental payments to the Port Authority to March 1995 at which time Stevens was purchased by Aramark Corporation. Stevens' premises consists of two locations in the North Wing of the PABT constituting a total of 2,475 square feet of which 1,545 square feet was used for retail purposes and 930 square feet was used for back office space.

It is proposed that Stevens will enter into an agreement surrendering all of its premises under its lease to the Port Authority effective as of December 31, 1995 and will make a lump sum payment to the Port Authority upon the execution of the surrender agreement in the amount of \$85,000. This payment will result in Stevens having paid rent to the Port Authority for approximately nine years of the ten-year term.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Harry M. Stevens, Inc. providing for the surrender of its premises at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

The World Trade Center - National Development and Research Institutes, Inc. - Lease Agreement

It was recommended that the Board authorize the Executive Director to enter into an agreement of lease with National Development and Research Institutes, Inc. (NDRI) covering the letting of the entire sixteenth floor of Two World Trade Center constituting approximately 44,325 rentable square feet of space; and to enter into a brokerage agreement with Edward S. Gordan Company, Incorporated in connection with such lease agreement.

NDRI is a highly regarded, tax exempt, not-for-profit organization involved in developing solutions to current public health problems such as substance abuse, mental health problems, HIV/AIDS and related medical and social concerns. The proposed agreement of lease will commence on or about the execution of the lease agreement and will be for a term of approximately fifteen and one-half years. NDRI will pay an aggregate rental over the fifteen rent-paying years of the term of approximately \$21 million. A brokerage commission will be payable to Edward S. Gordon Company, Incorporated calculated in accordance with the rates previously authorized by the Board at its meeting of August 11, 1977.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 National Development and Research Institutes, Inc. covering the letting of the entire sixteenth floor of Two World Trade Center and to enter into a brokerage agreement with Edward S. Gordon Company, Incorporated in connection with such letting, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

**Elizabeth-Port Authority Marine Terminal - Maher Terminals,
Inc. - Amendment to Fleet Street Lease**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Maher Terminals, Inc. (Maher) to amend Maher's lease covering the Fleet Street Terminal to lower the throughput rental payable with respect to a specified category of cargo containers loaded onto or discharged from vessels berthing at the Fleet Street Terminal or at the marine terminal on Tripoli Street leased by Maher (collectively, the Maher Terminals). Effective January 1, 1994 and continuing through the term of the letting of the Fleet Street Terminal, the throughput rental will be reduced by two-thirds on containers under the control of Hanjin Shipping Co., Ltd. and loaded onto or discharged from vessels owned or operated by Yangming Marine Transport Corp. and transported through or from either of the Maher Terminals without any interim storage thereon.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Maher Terminals, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

Elizabeth-Port Authority Marine Terminal - Maher Terminals,
Inc. - Lease EP-148, Supplement No. 9 - Amendment of
Fleet Street Terminal Lease

It was recommended that the Board authorize the Executive Director: (1) to enter into an agreement with Maher Terminals, Inc. (Maher) to amend Maher's lease covering the Fleet Street Terminal to provide for berth/bulkhead construction and the deepening of 1,000 linear feet of berth, and (2) to take such action, with respect to approval of tenant generated contracts and the award of Port Authority contracts, to implement a project to deepen certain berths as deemed in the best interest of the Port Authority, including award to the lowest qualified bidder, who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable; reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or contractors as deemed in the best interest of the Port Authority, and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto.

The agreement will require Maher to perform construction work on 1,200 linear feet of berth/bulkhead at the premises to prepare the berth to be dredged to a depth of 45 feet, with Maher to be reimbursed by the Port Authority in an amount not to exceed \$6 million for the cost of this work. Upon completion of its berth/bulkhead preparation work, Maher will no longer be liable for claims or demands arising out of structural defects in the work except for claims or demands resulting from its negligence. The Port Authority will be required to dredge the berth to a depth of 45 feet and dispose of the dredged material, subject to the condition that the dredging will be deemed completed upon the expenditure by the Port Authority of \$5.5 million on the dredging project. In addition, if prior to the commencement of the dredging work the Port Authority's estimate of the total cost of the dredging project exceeds \$100 per cubic yard of dredged material, the Port Authority's dredging obligation will be canceled. Maher will pay additional rental in an amount sufficient for the Port Authority to recover a majority share of its costs of the berth/bulkhead preparation work and a minority share of the total cost of the dredging project. The Port Authority will be obligated to maintain the berth at the depth reached upon completion of the dredging work, subject to its having the required governmental authorizations to dredge and dispose of the dredged material.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 Maher Terminals, Inc. and to implement a project to deepen certain berths, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

John F. Kennedy International Airport - U.S. Affiliates,
Inc. - Lease Agreement - Brokerage Agreement - Greiner-
Maltz Company, Inc.

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a lease agreement with U.S. Affiliates, Inc. (U.S. Affiliates) covering the leasing of space in Building 208 and associated outside areas at John F. Kennedy International Airport.

U.S. Affiliates will use the premises under the Lease as warehouse space in connection with its warehousing contract for the U.S. Postal Service including the sorting and distributing of air mail packaging material and warehouse general postal support equipment; in the event, however, that U.S. Affiliates is not awarded or does not enter into the contract with the U.S. Postal Service for said warehousing and other services, the Port Authority and U.S. Affiliates shall each have the right to cancel the Lease.

The Port Authority will be responsible for certain costs of asbestos abatement, installation of electric and water meters and certain fire code compliance and certain other work.

The Lease will be for a two-year term commencing on or about March 1, 1996, with four two-year options to extend. During the first year, the Lease will provide for incremental phased-in occupancy.

U.S. Affiliates will be responsible for preparing the premises for its occupancy. U.S. Affiliates will also be responsible for operation and maintenance within the premises.

It was also recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a brokerage agreement with Greiner-Maltz Company, Inc. (Greiner-Maltz) whereby the Port Authority will pay to Greiner-Maltz a brokerage fee, conditioned upon and following the execution by the Port Authority of the said Lease with U.S. Affiliates and the entering into possession of the premises by U.S. Affiliates, with the Port Authority retaining the right to reject any lease or any lease term proposed by Greiner-Maltz or U.S. Affiliates, with said brokerage fee to be equal to commissions at the rate of seven percent (7%) of gross annual rental of each of the first three years, and additional commissions at the rate of three percent (3%) of gross annual rental of each of the succeeding years; with the payment of the additional commissions for each extension year to be conditioned upon the successful exercise of the option applicable to such extension year.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 U.S. Affiliates, Inc. for the rental of space and outside areas at John F. Kennedy International Airport, substantially in accordance with the terms set forth above; 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 brokerage agreement with Greiner-Maltz Company, Inc. for the payment by the Port Authority of brokerage commissions after the execution of the aforesaid lease agreement between the Port Authority and U.S. Affiliates, Inc. and in the amounts and subject to such conditions substantially in accordance with the terms set forth above; and it is further

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

**Brooklyn-Port Authority Marine Terminal (East River Piers) -
Partial Lease Surrender to New York City of Part of
Parcel 4 and Agreement with the City for Consulting
Services to the City regarding a Dredging Project at the
City's South Brooklyn Marine Terminal**

It was recommended that the Board authorize the Executive Director to (1) enter into an agreement to amend the Port Authority's lease with the City of New York (the City) covering parts of the Brooklyn-Port Authority Marine Terminal, dated November 5, 1968, principally to effectuate the surrender, effective January 1, 1996, of approximately 35,439 square feet of predominantly underwater land, being a part of lease Parcel 4 and constituting a portion of the real property under such lease, with a consequent reduction in rent of approximately \$4,460 per annum from said effective date to the end of September, 2008, and of about \$5,355 per annum thereafter; and (2) to enter into an agreement with the City to provide it, without charge, advice and assistance on a consulting basis, up to a value of \$39,000, as calculated by the Port Authority, in connection with the City's proposed dredging of its South Brooklyn Marine Terminal.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 with the City of New York, one, as an amendment to its lease with the City of New York covering parts of the Brooklyn-Port Authority Marine Terminal, dated November 5, 1968, to provide principally for the surrender of a portion of the leased property, and, the second, to provide for certain consulting services to the City in connection with the City's proposed dredging of its South Brooklyn Marine Terminal, both to be substantially in accordance with the terms and conditions set forth above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

(Board - 2/8/96)

New Jersey Facilities - Declaration of Environmental Restrictions Concerning Remediation Standards

It was recommended that the Board authorize the Executive Director with respect to Port Authority/Port Authority Trans-Hudson Corporation (PATH)-owned or leased property in New Jersey to sign such documents, including but not limited to, agreements with municipalities, as may be necessary for a Declaration of Environmental Restrictions (DER) to be executed and filed in the County Register's Office, allowing, among other matters, contaminated soils to remain on site without remediation to residential criteria.

On July 15, 1993, the Board authorized the Executive Director to enter into Memoranda of Agreement (MOAs) with the New Jersey Department of Environmental Protection (NJDEP) for the purpose of participating in the State of New Jersey's Voluntary Site Remediation Program. MOAs have been executed with NJDEP covering remediation activities at the Hoboken Piers, Newark International Airport and lands in the vicinity of the following additional facilities: Holland Tunnel, Lincoln Tunnel, Goethals Bridge, Bayonne Bridge, Outerbridge Crossing, George Washington Bridge and the Hackensack River Bridge. Also, execution of an MOA is pending for the New Jersey Marine Terminals. Once an investigation and, if necessary, a cleanup is completed under an MOA, the NJDEP will issue a letter stating that, subject to certain conditions, "no further action" is required for the site or portion thereof governed by the MOA.

In certain cases, where a residential level of cleanup practicably cannot be met, a DER may be required. The DER informs prospective holders of an interest in the property that contamination exists which may restrict certain uses of, or access to, all or portions of the property and requires that notice of the environmental condition be transmitted to the governing body of the municipality in which the property is located. A DER may also require certain engineering controls such as capping, fencing, monitor wells, etc. in order to protect human health and the environment given the anticipated non-residential use of the property for industrial or commercial purposes. DERs must be executed by the property owner. Port Newark and that portion of Newark International Airport within the City of Newark are owned by the City and leased to the Port Authority. A proposed agreement with the City of Newark would have the City agree upon the request of the Port Authority to sign a DER approved by NJDEP on certain port or airport lands covered by the lease. Furthermore, the City would agree to permit the Port Authority to surrender the land affected by the DER in a non-residential condition upon the Marine and Air Terminals lease's expiration.

This delegation of authority to the Executive Director will minimize future administrative procedures by obviating the need to seek Board approval on a case-by-case basis. Additionally, the Board's action will permit the Executive Director to execute appropriate documents, including those necessary to secure NJDEP approval for real property under Port Authority/PATH jurisdiction to be remediated to a non-residential soil remediation criteria or where engineering or institutional controls are used in lieu of remediating a site to meet an established remediation standard for soil, groundwater or surface water.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized with respect to Port Authority/Port Authority Trans-Hudson Corporation (PATH)-owned or leased property in New Jersey to sign such documents, including but not limited to, agreements with municipalities, as may be necessary for a Declaration of Environmental Restrictions (DER) to be executed and filed in the County Register's Office, allowing, among other matters, contaminated soils to remain on site without remediation to residential criteria; the form of all documents to effectuate the aforesaid shall be subject to the approval of General Counsel or his authorized representative.

**Bank for Regional Development - Reallocation of Funds from
the Jersey City Homeless Drop-In Center to the City of
Jersey City**

It was recommended, at the request of Governor Whitman, that the Board authorize the reallocation of \$1 million of Bank for Regional Development funds (Bank I), previously committed to the Jersey City Homeless Drop-In Center, to the City of Jersey City for capital improvements in the Journal Square area, primarily along Kennedy Boulevard on properties contiguous to the Journal Square Transportation Center (JSTC).

The improvements will enhance the safety and cleanliness of the Journal Square area and promote its commercial vitality. PATH's JSTC accounts for a significant portion of the commercial real property in the area, and this money will serve to preserve, protect, and enhance the value of JSTC, its revenue-producing capacity and its role in fostering economic development for Journal Square.

On February 9, 1989, the Board authorized the President of PATH to enter into agreements that would direct up to \$1.3 million for the acquisition and renovation of a drop-in center for the homeless in the Journal Square area of Jersey City. As a result of community opposition and a change in the City administration, the developer, Let's Celebrate, in consultation with Jersey City, the State of New Jersey and the Port Authority, withdrew its plans for the project.

Jersey City has committed approximately \$2 million to the proposed capital improvements. The agreement with Jersey City will provide that the Port Authority will be obligated to make \$1 of actual payments for improvements for each \$2 of such payments made by Jersey City.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that \$1 million of Bank for Regional Development funds (Bank I), previously committed to the Jersey City Homeless Drop-In Center, is hereby reallocated for capital improvements (the improvements) in the Journal Square area, primarily along Kennedy Boulevard on properties contiguous to the Journal Square Transportation Center; and it is further

RESOLVED that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into such agreements with Jersey City and/or other appropriate entities as are necessary to provide the reallocated amount for the improvements, the form of such agreements shall be subject to the approval of General Counsel or his authorized representative.

**Bank for Regional Development - Harlem International Trade
Center - Reallocation of Harlem International Trade
Center Corporation Escrow Account**

It was recommended, at the request of Governor Pataki, that the Board: (1) in connection with the Bank for Regional Development, reallocate the funds held by the New York State Urban Development Corporation (now doing business as Empire State Development) (ESD) under the terms of an escrow agreement entered into among ESD, the Port Authority and Harlem International Trade Center Corporation (HITCC) from the Harlem International Trade Center to a program of New York State transportation, terminal, and/or economic development capital projects within the New York portion of the Port District (the Program) which meet applicable criteria and (2) authorize the Executive Director to (i) take appropriate steps to cancel the Port Authority's lease agreement with HITCC and (ii) enter into an agreement with ESD and/or other appropriate public entities to effectuate the Program.

Each of the projects would be subject to the approval of the Executive Director. The Commissioners will be given an opportunity to review and comment on any projects prior to their approval by the Executive Director.

The projects eligible for funding under the Port Authority's applicable legal criteria, which would have to be met for each project, could include, among others, marine terminal improvements, rail freight projects, improvements to some roadways in the vicinity of the Trans-Hudson crossings or other Port Authority facilities and industrial development projects as defined in the Port Authority's Industrial Development Legislation. In addition, the agreement with ESD will provide that no funds can be used for projects that would result in the relocation of any business from New Jersey to New York.

The agreement will make clear that the Port Authority will not undertake any design, effectuation, operating, maintenance, planning, environmental, construction or other responsibilities in connection with any projects receiving funds.

The Board, at its meeting on March 10, 1988, authorized the Executive Director under the Bank for Regional Development to enter into an Agreement of Lease (the Lease) with HITCC for the leasing of space for trade and related activities at the Harlem International Trade Center at a rental equal to the lesser of one-third of the overall project cost or \$48.5 million, on a present value basis as of the date of the lease commitment, and authorized \$1.5 million to fund the necessary planning (including the required funding for a project planning team) by HITCC. On August 30, 1990 the Board eliminated the requirement with respect to project costs and authorized the transfer of funds authorized on March 10, 1988 to ESD as Escrow Agent.

Since the original authorization by the Board in March 1988 the HITCC has been granted four extensions (March 12, 1992; March 1, 1993; July 14, 1994; and September 28, 1995) to meet certain deadlines set forth in the escrow agreement and the Lease and has been authorized to draw down \$6.3 million from the escrow account for costs associated with project planning and design.

Undisbursed amounts in the escrow account are available for recommitment for Regional Economic Development projects at the request of the Governor of New York.

To date, inclusive of this authorization, the Board of Commissioners has authorized all of the \$112,500,000 available for Bank for Regional Development projects in the State of New York.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED that, (1) in connection with the Bank for Regional Development, the funds held by New York State Urban Development Corporation (ESD) under the terms of an escrow agreement entered into among ESD, the Port Authority and Harlem International Trade Center Corporation (HITCC) are hereby reallocated from the Harlem International Trade Center to a program of New York State transportation, terminal, and/or economic development capital projects within the New York portion of the Port District (the Program) which meet applicable legal criteria and (2) the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to (i) take appropriate steps to cancel the Port Authority's lease agreement with HITCC and (ii) enter into an agreement with ESD and/or other appropriate public entities to effectuate the Program; and be it further

RESOLVED, that the form of each agreement entered into pursuant to the above authorizations shall be subject to the approval of General Counsel or his authorized representative.

The World Trade Center - Agreement with Prompt Maintenance Service Inc. for Resolution of Contract Claims

It was recommended that the Board authorize the Executive Director to enter into an agreement with Prompt Maintenance Service Inc., (Prompt) to settle claims related to Prompt's World Trade Center cleaning contract. During the contract period, \$895,000 in Prompt invoices were not paid based upon several contractual disputes between the parties. Lawsuits were brought and extensive discovery was conducted. Staff now believes that Prompt has a credible position on a substantial portion of the disputed invoices justifying a settlement whereby Prompt would receive a final settlement of \$310,000. Staff believes that this recommendation is in the Port Authority's best interest.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 pay Prompt Maintenance Service, Inc., \$310,000 in full settlement of its claims related to a World Trade Center cleaning contract, with the parties executing mutual releases.

**Bayonne Bridge - Settlement of Claim Against Silver Express
Shipping and Silver Carriers S.A.**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Silver Express Shipping and Silver Carriers S.A. (Silver Express) to settle Port Authority claims relating to an incident on October 11, 1991 when the vessel Silver Express struck the Bayonne Bridge. Under this arrangement, the Port Authority would receive a \$175,000 payment to resolve its claims against Silver Express as a result of this incident. The corporate entities are defunct and the vessel was sold at public auction in Hong Kong. Thus, any judgment obtained would not likely be collectible. Staff believes that this recommendation is in the Port Authority's best interest.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 settle Port Authority claims against Silver Express Shipping and Silver Carriers S.A., as a result of an incident when the vessel Silver Express struck the Bayonne Bridge, by accepting the sum of \$175,000 as full settlement of its claims.

Howland Hook - Settlement of Certain Claims against McLean Industries, Inc. (U.S. Lines)

It was recommended that the Board authorize General Counsel to accept the sum of \$300,000 in full settlement of the Port Authority's claim of \$530,233 against McLean Industries, Inc. (U.S. Lines) (the Debtor) in resolution of the Port Authority's environmental administrative claim in this Chapter 11 bankruptcy case.

Environmental damages resulted from a release of pollutants from drums stored at Howland Hook by the Debtor. The Port Authority commenced and has now completed an environmental clean-up of the site at a final cost of \$530,233. Staff has negotiated a settlement in the sum of \$300,000 to be paid by the Debtor to the Port Authority in one payment pursuant to the terms of a Stipulation to be executed between the parties. This settlement will recoup 56.5% of the Port Authority's documented claim.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to accept the sum of \$300,000 in full settlement of the Port Authority's administrative claim for environmental clean-up damages against McLean Industries, Inc. (U.S. Lines).

**John F. Kennedy International and LaGuardia Airports -
Settlement of Administrative Proceeding with United
States Environmental Protection Agency**

It was reported that the United States Environmental Protection Agency and Port Authority staff have reached an agreement on a settlement regarding alleged violations under the Toxic Substances Control Act. A twenty-count complaint, filed in September 1993, sought penalties of \$289,000 for the alleged improper use of PCB transformers as well as the alleged failure to inspect and properly mark such PCB transformers at John F. Kennedy International and LaGuardia Airports. The settlement provides for (1) a cash payment not to exceed \$20,000; and (2) two supplemental environmental benefit projects described herein.

The first supplemental environmental benefit project involves the recycling of fluorescent bulbs at Port Authority facilities for a period of three years. These bulbs, which contain mercury, a hazardous substance, are currently disposed of as hazardous waste. The net cost of recycling these bulbs, net of current disposal costs, is approximately \$22,000.

The second environmental benefit project entails the implementation of a stormwater management educational program at John F. Kennedy International and LaGuardia Airports, based on the model that was recently initiated at Newark International Airport. The two New York airports operate near a major watershed, and stormwater management is critical to the protection of water quality. The training program would be offered at no charge to airport tenants, including airlines, contractors and service providers, at an estimated cost to the Port Authority of \$90,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 a settlement agreement with the U.S. Environmental Protection Agency (U.S. EPA) for all alleged violations relating to the Toxic Substances Control Act at John F. Kennedy International and LaGuardia Airports providing for: (1) a payment not to exceed \$20,000 to the U.S. EPA; and (2) funding of two supplemental environmental benefit projects to be used for: (a) the recycling of fluorescent bulbs at Port Authority facilities for a three-year period, replacing the current process of hazardous waste disposal, for a net cost of \$22,000; and (2) implementing a stormwater management education program at no charge to airport tenants, including airlines, contractors, and service providers, at an estimated cost of \$90,000; and it is further

RESOLVED, that the form of all documents required to effectuate the aforesaid shall be subject to the approval of General Counsel or his authorized representative.

Settlement of Claim - Terrence T. Tully v. The Port Authority of New York and New Jersey

It was recommended that General Counsel be authorized to enter into a settlement with Terrence T. Tully, and his attorney, in the amount of \$125,000 inclusive of attorney fees, interest, costs, disbursements and any and all liens in exchange for a general release and stipulation of discontinuance with prejudice.

This settlement will fully resolve plaintiff's claim for damages arising out of an incident on July 12, 1987 at John F. Kennedy International Airport in which plaintiff claims he was injured due to the actions of Port Authority police officers in handcuffing and transporting him to the police desk thereat. As a result he underwent three operations to his left wrist including removal of bone and pinning.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley 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 action, entitled Terrence T. Tully v. The Port Authority of New York and New Jersey, for the total amount of \$125,000 inclusive of attorney fees, costs, disbursements and any and all liens, by paying said amount to plaintiff and his attorney in exchange for a general release and stipulation of discontinuance with prejudice, in full settlement of the claim.

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 November 1, 1995 to December 31, 1995.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK600	Building No. 127 Boiler Plant Replacement JFK International Airport VPH Mechanical Corp.	156,900(A) 16,000(B) 172,900	156,900(A) 14,213(B) 171,113
JFK704	Switch House No. 2 Replacement of 5KV Switch Gear JFK International Airport T. Moriarty & Son Inc.	242,204(A) 25,000(B) 267,204	242,204(A) -0-(B) 242,204
JFK771	Building No. 88 Reroofing JFK International Airport East Wing Contracting Inc.	172,800(A) 18,000(B) 25,000(C) 215,800	18,048(A)(E) -0-(B) -0-(C) 18,048
LGA110113	Parking Garage Overpass LaGuardia Airport Arben Corporation	648,500(A) 65,000(B) 9,985(F) 723,485	648,500(A) 52,347(B) 9,985(F) 710,832
AK138	Solar Powered Marine Lanterns Outerbridge Crossing & Goethals Bridge J.G. Salas & Sons Inc.	57,300(A) 5,730(B) 63,030	57,300(A) 2,900(B) 60,200
LT376	Modification of Two Pump Rooms in New York River Ventilation Building Lincoln Tunnel Cornelius Fitzgerald & Co.Inc.	187,800(A) 19,000(B) 206,800	187,800(A) -0-(B) 187,800

LT390	New York River North & Center Ventilation Building 5 Ton Hoists & Shaftway Railings Lincoln Tunnel Francis A. Lee Inc.	81,012(A) 8,000(B) 89,012	81,012(A) -0-(B) 81,012
GWB110279	Palisades Interstate Parkway Diversionary Signs George Washington Bridge Creamer Brothers Inc.	612,250(A) 62,000(B) 60,000(C) 734,250	612,250(A) 32,264(B) 30,157(C) 674,671
GWB319	Maintenance Catwalks & Ceiling/Soffit Hangar Repairs George Washington Bridge TPK Construction Corp.	1,012,852(A) 107,000(B) 350,000(C) 54,750(D) 1,524,602	1,012,852(A) -0-(B) 2,082(C) 42,095(D) 1,057,029
GWB364	Repairs to Buildings and Miscellaneous Structures George Washington Bridge Empiyah & Company	41,078(A) 7,000(B) 18,985(D) 67,063	41,078(A) 1,056(B) 14,417(D) 56,551

- (A) Lump Sum
- (B) Extra Work
- (C) Net Cost - Amount in the "Total Authorized" column represents the estimated net cost amount. However, the amount in the "Total Payment" column is the authorized net cost amount.
- (D) Classified Work
- (E) Contract mutually terminated
- (F) Premium for furnishing Performance and Payment Bond as provided in the contract

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK554008	Redeveloped Roadway Network Interim Improvements Area 4 JFK International Airport F.J. Washington Construction Inc.	713,872(A) 72,000(B) 120,000(C) 68,000(E) 973,872	713,872(A) 72,000(B) 41,431(C) 44,188(E) 871,491
JFK554007	Redeveloped Roadway Network Interim Improvements Area 2 JFK International Airport F.J. Washington Construction Inc.	599,536(A) 60,000(B) 100,000(C) 40,000(F) 799,536	599,536(A) 60,000(B) 27,648(C) 19,627(F) 706,811
JFK110128A	Clean & Inspect Bulk Fuel Farm Drainage Systems JFK International Airport Affirmative Pipe Cleaning Inc.	267,000(A) 29,000(B) 50,000(C) 18,000(D) 180,000(G) 544,000	267,000(A) 29,000(B) 50,250(C) -0-(D) 177,317(G) 523,567
LGA215720	Asbestos Removal Via Work Order LaGuardia Airport Air & Water Technologies Corp.	2,000,000(C) 2,000,000	793,729(C) 793,729
AKG189	Access Catwalks to HVAC Equipment in the Administration & Maintenance Buildings Goethals Bridge Harrison Contractors	89,000(A) 8,900(B) 97,900	89,000(A) 500(B) 89,500
HT362	Maintenance Pavement Repairs Via Work Order Holland Tunnel P.T. Stone Work Inc.	20,000(B) 31,000(C) 198,400(D) 249,400	-0-(B) 30,014(C) 186,254(D) 216,268

MFP194	Repair of Architectural Structural Mechanical & Electrical Systems Via Work Order Port Newark & Elizabeth Port Authority Marine Terminal Atul Construction Co.	250,000(C) 250,000	100,811(C) 100,811(C)
WTC202	Furnishing, Installation & Maintenance of Plantings for Exterior Planters World Trade Center Mike Ryan Tree Service Inc.	97,537(A) 9,754(B) 10,000(C) 117,291	97,537(A) -0-(B) -0-(C) 97,537

- (A) Lump Sum
- (B) Extra Work
- (C) Net Cost - Amount in the "Total Authorized" column represents the estimated net cost amount. However, the amount in the "Total Payment" column is the authorized net cost amount.
- (D) Classified Work
- (E) Memorandum of Authorization dated 7/8/94, increasing Extra Work in the amount of \$68,000.
- (F) Memorandum of Authorization dated 7/8/94, increasing Extra Work in the amount of \$40,000.
- (G) Memorandum of Authorization dated 11/17/95, increasing Extra Work in the amount of \$180,000.

(Board - 2/8/96)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period November 1, 1995 to December 31, 1995.

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>Purch Price</u>	<u>Call Year</u>	<u>YTC @ Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
11/06/95	<u>\$105,000</u>	Cons. 31	4.000%	03/01/02	98.00	1996	6.537%	4.365%	<u>\$102,900.00</u>	Barr Brothers
	<u>\$105,000</u>								<u>\$102,900.00</u>	

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
11/01/95	\$10,000,000	FHLMC DS NOTE	---	11/30/95	99.54	5.650%	5.755%	\$ 9,954,486.11	PaineWebber
11/01/95	10,000,000	FHLMC DS NOTE	---	11/28/95	99.57	5.650	5.753	9,957,625.00	PaineWebber
11/03/95	10,000,000	FNMA DIS NOTE	---	12/29/95	99.13	5.570	5.697	9,913,355.56	First Chicago Capital Mkt
11/03/95	25,000,000	US T-BILL	---	12/21/95	99.28	5.360	5.474	24,821,333.33	Daiwa Securities America
11/06/95	35,000,000	GECC-CP	---	12/06/95	99.52	5.720	5.827	34,833,166.66	General Electric Capital
11/07/95	15,000,000	GECC-CP	---	11/21/95	99.77	5.720	5.812	14,966,633.34	General Electric Capital
11/08/95	446,000	USTB (102DS)	---	04/11/96	97.71	5.300	5.499	435,822.53	First Boston
11/08/95	2,706,000*	USTNOTE(102S)	7.750%	03/31/96	100.89	---	5.394	2,730,100.31	JP Morgan Securities
11/08/95	2,810,000*	USTNOTE(102S)	6.500	09/30/96	100.82	---	5.529	2,833,270.31	JP Morgan Securities
11/08/95	2,901,000*	USTNOTE(102S)	6.625	03/31/97	101.37	---	5.580	2,940,888.75	JP Morgan Securities
11/08/95	2,997,000*	USTNOTE(102S)	5.750	09/30/97	100.26	---	5.597	3,004,960.78	JP Morgan Securities
11/08/95	3,083,000*	USTNOTE(102S)	5.125	03/31/98	98.76	---	5.681	3,044,944.22	JP Morgan Securities
11/08/95	3,162,000*	USTNOTE(102S)	4.750	09/30/98	97.48	---	5.703	3,082,455.94	JP Morgan Securities
11/08/95	3,237,000*	USTNOTE(102S)	5.875	03/31/99	100.48	---	5.714	3,252,679.22	JP Morgan Securities

(Board - 2/8/96)

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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
11/08/95	\$ 3,332,000*	USTNOTE(102S)	7.125%	09/30/99	104.67	---	5.766%	\$ 3,487,666.88	JP Morgan Securities
11/08/95	3,451,000*	USTNOTE(102S)	6.875	03/31/00	104.15	---	5.788	3,594,432.19	JP Morgan Securities
11/08/95	3,570,000*	USTNOTE(102S)	6.125	09/30/00	101.34	---	5.804	3,617,971.88	JP Morgan Securities
11/08/95	3,679,000*	TSTRIPS(102S)	---	02/15/01	73.80	---	5.850	2,715,102.00	JP Morgan Securities
11/08/95	3,679,000*	TSTRIPS(102S)	---	08/15/01	71.58	---	5.880	2,633,501.78	JP Morgan Securities
11/08/95	3,679,000*	TSTRIPS(102S)	---	02/15/02	69.45	---	5.900	2,555,175.87	JP Morgan Securities
11/08/95	104,678,000*	TSTRIPS(102S)	---	08/15/02	67.37	---	5.920	70,525,755.72	JP Morgan Securities
11/08/95	5,000,000	US T-NOTE	5.625	10/31/97	100.16	---	5.535	5,008,203.13	SBC Capital Markets, Inc.
11/08/95	5,000,000	US T-NOTE	5.625	10/31/97	100.15	---	5.540	5,007,812.50	Daiwa Securities America
11/08/95	5,000,000	US T-NOTE	5.750	10/31/00	99.93	---	5.764	4,996,875.00	Daiwa Securities America
11/09/95	5,000,000	US T-BILL	---	02/08/96	98.64	5.360%	5.509	4,932,255.56	Goldman, Sachs & Co
11/09/95	10,000,000	US T-BILL	---	02/08/96	98.64	5.360	5.509	9,864,511.11	Oppenheimer Gov Sec
11/09/95	10,000,000	US T-BILL	---	02/08/96	98.64	5.360	5.509	9,864,511.11	Daiwa Securities America
11/09/95	15,000,000	US T-NOTE	4.625	02/15/96	99.73	---	5.577	14,960,156.25	Daiwa Securities America

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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
11/09/95	\$15,000,000	US T-BILL	---	01/25/96	98.84	5.385%	5.523%	\$14,827,231.25	First Boston
11/13/95	5,000,000	FNMA DIS NOTE	---	12/15/95	99.49	5.640	5.747	4,974,933.34	First Chicago Capital Mkt
11/13/95	10,000,000	FFCB DIS NOTE	---	12/29/95	99.28	5.570	5.688	9,928,827.78	PaineWebber
11/15/95	10,000,000	US T-BILL	---	12/21/95	99.43	5.605	5.715	9,943,950.00	First Chicago Capital Mkt
11/15/95	10,000,000	USTBILL(100S)	---	12/21/95	99.43	5.650	5.761	9,943,500.00	Daiwa Securities America
11/15/95	10,000,000	USTBILL(100S)	---	12/21/95	99.43	5.605	5.715	9,943,950.00	Dean Witter Reynolds
11/15/95	10,000,000	USTBILL(101S)	---	12/21/95	99.43	5.605	5.715	9,943,950.00	First Boston
11/15/95	20,000,000	UST BILL(93S)	---	12/21/95	99.43	5.610	5.720	19,887,800.00	SBC Capital Markets, Inc.
11/16/95	10,000,000	USTBILL(100S)	---	12/21/95	99.44	5.670	5.781	9,944,875.00	SBC Capital Markets, Inc.
11/17/95	5,000,000	US T-BILL	---	02/01/96	98.87	5.340	5.476	4,943,633.34	Daiwa Securities America
11/17/95	5,000,000	US T-BILL	---	02/01/96	98.87	5.340	5.476	4,943,633.34	PaineWebber
11/21/95	5,000,000	US T-BILL	---	02/15/96	98.72	5.350	5.495	4,936,097.22	Goldman, Sachs & Co
11/21/95	10,000,000	US T-BILL	---	02/15/96	98.72	5.350	5.495	9,872,194.44	PaineWebber
11/21/95	10,000,000	US T-BILL	---	02/15/96	98.72	5.350	5.495	9,872,194.44	Daiwa Securities America

(Board - 2/8/96)

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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
11/21/95	\$15,000,000	GECC-CP	---	12/01/95	99.84	5.740%	5.829%	\$14,976,083.34	General Electric Capital
11/22/95	10,000,000	US T-BILL	---	01/25/96	99.04	5.360	5.487	9,904,711.11	SBC Capital Markets, Inc.
11/22/95	15,000,000	US T-BILL	---	03/14/96	98.34	5.280	5.444	14,751,400.01	SBC Capital Markets, Inc.
11/28/95	10,000,000	FNMA DIS NOTE	---	12/28/95	99.52	5.700	5.807	9,952,500.00	PaineWebber
11/30/95	<u>10,000,000</u>	US T-BILL	---	03/14/96	98.44	5.330	5.489	<u>9,844,541.67</u>	SBC Capital Markets, Inc.
	<u>\$502,410,000</u>							<u>\$462,871,659.32</u>	

BEY - Bond Equivalent Yield

* Purchased with a portion of the proceeds of Consolidated Bonds, One Hundred Second Series; allocated to the payment of interest on Consolidated Bonds, Seventy-second Series through October 1, 2002, and to the refunding of the Seventy-second Series Bonds on such date.

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

Sale of Securities

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
11/02/95	\$10,000,000	US T-NOTE	5.625%	08/31/97	100.16	---	5.524%	5.66%	\$10,016,406.25	PaineWebber
11/08/95	5,000,000	US T-NOTE	5.625	10/31/97	100.19	---	5.519	14.22	5,009,765.63	Daiwa Securities America
11/08/95	5,000,000	US T-NOTE	5.750	10/31/00	100.08	---	5.730	54.15	5,004,296.88	Daiwa Securities America
11/08/95	<u>5,000,000</u>	US T-NOTE	5.625	10/31/97	100.20	---	5.512	15.64	<u>5,010,351.56</u>	SBC Capital Markets, Inc.
	<u>\$25,000,000</u>								<u>\$25,040,820.33</u>	

BEY - Bond Equivalent Yield

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

Repurchase Transactions

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
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Nikko Securities Co Intl	11/01/95	11/02/95	\$ 2,049,000	5.810%	\$ 330.69
SBC Capital Markets, Inc.	11/01/95	11/02/95	2,130,000	5.810	343.76
Eastbridge Capital	11/01/95	11/02/95	3,300,000	5.820	533.50
SBC Capital Markets, Inc.	11/01/95	11/02/95	11,940,000	5.810	1,926.98
Citicorp Securities Mkts	11/01/95	11/02/95	11,950,000	5.810	1,928.60
First Chicago Capital Mkt	11/01/95	11/15/95	15,351,599*	5.730	34,208.48
Nomura Securities Intl	11/01/95	11/02/95	17,203,000	5.810	2,776.37
Citicorp Securities Mkts	11/01/95	11/02/95	18,080,000	5.810	2,917.91
Daiwa Securities America	11/01/95	11/02/95	19,105,000	5.810	3,083.33
Yamaichi Intl (America)	11/01/95	11/02/95	19,203,000	5.820	3,104.49
Citicorp Securities Mkts	11/01/95	11/02/95	19,970,000	5.810	3,222.94
First Chicago Capital Mkt	11/01/95	11/02/95	20,000,000	5.800	3,222.22
SBC Capital Markets, Inc.	11/01/95	11/30/95	20,325,000*	5.750	94,144.27
Fuji Securities	11/01/95	11/02/95	22,730,000	5.810	3,668.37
Fuji Securities	11/01/95	11/02/95	27,270,000	5.810	4,401.08

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Daiwa Securities America	11/01/95	11/02/95	\$30,085,000	5.810%	\$ 4,855.38
Yamaichi Intl (America)	11/01/95	11/02/95	30,797,000	5.820	4,978.85
Nomura Securities Intl	11/01/95	11/02/95	32,797,000	5.810	5,293.07
Eastbridge Capital	11/01/95	11/02/95	46,700,000	5.820	7,549.83
Nikko Securities Co Intl	11/01/95	11/02/95	47,951,000	5.810	7,738.76
Nomura Securities Intl	11/02/95	11/03/95	1,920,000	5.700	304.00
Eastbridge Capital	11/02/95	11/03/95	3,250,000	5.720	516.39
Nomura Securities Intl	11/02/95	11/03/95	11,915,000	5.700	1,886.54
SBC Capital Markets, Inc.	11/02/95	11/15/95	15,300,000*	5.750	31,700.75
Harris-Nesbitt Thomson	11/02/95	11/03/95	15,689,000	5.720	2,492.81
Fuji Securities	11/02/95	11/03/95	16,765,000	5.700	2,654.46
Yamaichi Intl (America)	11/02/95	11/03/95	19,127,000	5.730	3,044.38
Citicorp Securities Mkts	11/02/95	11/03/95	20,000,000	5.700	3,166.67
Lehman Brothers	11/02/95	11/03/95	23,505,000	5.700	3,721.63

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Lehman Brothers	11/02/95	11/03/95	\$26,495,000	5.700%	\$ 4,195.04
Citicorp Securities Mkts	11/02/95	11/03/95	30,000,000	5.700	4,750.00
Fuji Securities	11/02/95	11/03/95	30,065,000	5.700	4,760.29
Yamaichi Intl (America)	11/02/95	11/03/95	30,873,000	5.730	4,913.95
Harris-Nesbitt Thomson	11/02/95	11/03/95	34,311,000	5.720	5,451.64
Nomura Securities Intl	11/02/95	11/03/95	36,000,000	5.700	5,700.00
Eastbridge Capital	11/02/95	11/03/95	46,750,000	5.720	7,428.06
Daiwa Securities America	11/02/95	11/03/95	50,000,000	5.720	7,944.44
SBC Capital Markets, Inc.	11/03/95	11/06/95	1,920,000	5.710	913.60
Eastbridge Capital	11/03/95	11/06/95	3,425,000	5.720	1,632.58
Nikko Securities Co Intl	11/03/95	11/06/95	6,635,000	5.710	3,157.15
Harris-Nesbitt Thomson	11/03/95	11/06/95	7,320,000	5.720	3,489.20
SBC Capital Markets, Inc.	11/03/95	11/06/95	11,920,000	5.710	5,671.93
Citicorp Securities Mkts	11/03/95	11/06/95	12,000,000	5.720	5,720.00

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Yamaichi Intl (America)	11/03/95	11/06/95	\$16,775,000	5.710%	\$ 7,982.10
Fuji Securities	11/03/95	11/06/95	23,092,000	5.710	10,987.94
Fuji Securities	11/03/95	11/06/95	26,908,000	5.710	12,803.72
Yamaichi Intl (America)	11/03/95	11/06/95	30,080,000	5.710	14,313.07
Harris-Nesbitt Thomson	11/03/95	11/06/95	42,680,000	5.720	20,344.13
Nikko Securities Co Intl	11/03/95	11/06/95	43,365,000	5.710	20,634.51
Eastbridge Capital	11/03/95	11/06/95	46,575,000	5.720	22,200.75
Nomura Securities Intl	11/03/95	11/06/95	50,000,000	5.710	23,791.67
Daiwa Securities America	11/03/95	11/06/95	50,000,000	5.720	23,833.33
First Chicago Capital Mkt	11/06/95	11/07/95	1,885,000	5.730	300.03
First Chicago Capital Mkt	11/06/95	11/07/95	11,920,000	5.730	1,897.27
Lehman Brothers	11/06/95	11/07/95	16,095,000	5.730	2,561.79
Yamaichi Intl (America)	11/06/95	11/07/95	17,810,000	5.730	2,834.76
Harris-Nesbitt Thomson	11/06/95	11/07/95	19,231,000	5.730	3,060.93

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Eastbridge Capital	11/06/95	11/07/95	\$19,410,000	5.750%	\$ 3,100.21
Fuji Securities	11/06/95	11/07/95	23,728,000	5.730	3,776.71
Daiwa Securities America	11/06/95	11/07/95	24,388,000	5.740	3,888.53
Daiwa Securities America	11/06/95	11/07/95	25,612,000	5.740	4,083.69
Fuji Securities	11/06/95	11/07/95	26,272,000	5.730	4,181.63
Lehman Brothers	11/06/95	11/07/95	29,955,000	5.730	4,767.84
Eastbridge Capital	11/06/95	11/07/95	30,590,000	5.750	4,885.90
Harris-Nesbitt Thomson	11/06/95	11/07/95	30,769,000	5.730	4,897.40
Yamaichi Intl (America)	11/06/95	11/07/95	32,190,000	5.730	5,123.58
Nomura Securities Intl	11/06/95	11/07/95	50,000,000	5.750	7,986.11
First Chicago Capital Mkt	11/07/95	11/08/95	1,600,000	5.720	254.22
First Chicago Capital Mkt	11/07/95	11/08/95	11,925,000	5.720	1,894.75
Citicorp Securities Mkts	11/07/95	11/08/95	12,900,000	5.720	2,049.67
Eastbridge Capital	11/07/95	11/08/95	15,125,000	5.740	2,411.60

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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>
Yamaichi Intl (America)	11/07/95	11/08/95	\$15,965,000	5.720%	\$ 2,536.66
Harris-Nesbitt Thomson	11/07/95	11/08/95	20,563,000	5.720	3,267.23
Daiwa Securities America	11/07/95	11/08/95	24,509,000	5.720	3,894.21
Daiwa Securities America	11/07/95	11/08/95	25,491,000	5.720	4,050.24
Harris-Nesbitt Thomson	11/07/95	11/08/95	29,437,000	5.720	4,677.21
Yamaichi Intl (America)	11/07/95	11/08/95	29,710,000	5.720	4,720.59
Eastbridge Capital	11/07/95	11/08/95	34,875,000	5.740	5,560.63
Citicorp Securities Mkts	11/07/95	11/08/95	37,100,000	5.720	5,894.78
Fuji Securities	11/07/95	11/08/95	50,000,000	5.720	7,944.44
Nomura Securities Intl	11/07/95	11/08/95	50,000,000	5.720	7,944.44
Nomura Securities Intl	11/08/95	11/09/95	1,315,000	5.850	213.69
Citicorp Securities Mkts	11/08/95	11/09/95	1,600,000	5.850	260.00
Yamaichi Intl (America)	11/08/95	11/09/95	5,250,000	5.850	853.13
Fuji Securities	11/08/95	11/09/95	7,370,000	5.850	1,197.63

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	11/08/95	11/09/95	\$10,000,000	5.880%	\$ 1,633.33
Citicorp Securities Mkts	11/08/95	11/09/95	11,300,000	5.850	1,836.25
Lehman Brothers	11/08/95	11/09/95	11,935,000	5.850	1,939.44
Eastbridge Capital	11/08/95	11/09/95	15,125,000	5.880	2,470.42
Lehman Brothers	11/08/95	11/09/95	15,285,000	5.850	2,483.81
Harris-Nesbitt Thomson	11/08/95	11/09/95	18,310,000	5.850	2,975.38
Daiwa Securities America	11/08/95	11/09/95	24,601,000	5.850	3,997.66
Daiwa Securities America	11/08/95	11/09/95	25,399,000	5.850	4,127.34
Fuji Securities	11/08/95	11/09/95	29,725,000	5.850	4,830.31
Harris-Nesbitt Thomson	11/08/95	11/09/95	31,690,000	5.850	5,149.63
Eastbridge Capital	11/08/95	11/09/95	34,875,000	5.880	5,696.25
Citicorp Securities Mkts	11/08/95	11/09/95	37,100,000	5.850	6,028.75
Yamaichi Intl (America)	11/08/95	11/09/95	44,750,000	5.850	7,271.88
Nomura Securities Intl	11/08/95	11/09/95	48,685,000	5.850	7,911.31

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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 Intl	11/09/95	11/13/95	\$ 1,840,000	5.740%	\$ 1,173.51
SBC Capital Markets, Inc.	11/09/95	11/13/95	11,940,000	5.740	7,615.07
Fuji Securities	11/09/95	11/13/95	13,145,000	5.740	8,383.59
Citicorp Securities Mkts	11/09/95	11/13/95	20,450,000	5.740	13,042.56
Fuji Securities	11/09/95	11/13/95	28,705,000	5.740	18,307.41
Citicorp Securities Mkts	11/09/95	11/13/95	29,550,000	5.740	18,846.33
Nomura Securities Intl	11/09/95	11/13/95	48,160,000	5.740	30,715.38
Yamaichi Intl (America)	11/09/95	11/13/95	50,000,000	5.740	31,888.89
Lehman Brothers	11/09/95	11/13/95	50,000,000	5.740	31,888.89
Eastbridge Capital	11/09/95	11/13/95	50,000,000	5.740	31,888.89
Daiwa Securities America	11/13/95	11/14/95	184,000	5.750	29.39
Fuji Securities	11/13/95	11/14/95	3,023,000	5.750	482.84
First Chicago Capital Mkt	11/13/95	11/14/95	10,865,000	5.750	1,735.38
First Chicago Capital Mkt	11/13/95	11/14/95	11,975,000	5.750	1,912.67

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nomura Securities Intl	11/13/95	11/14/95	\$14,267,000	5.750%	\$ 2,278.76
Eastbridge Capital	11/13/95	11/14/95	15,090,000	5.750	2,410.21
Yamaichi Intl (America)	11/13/95	11/14/95	18,915,000	5.750	3,021.15
Nikko Securities Co Intl	11/13/95	11/14/95	20,000,000	5.770	3,205.56
Lehman Brothers	11/13/95	11/14/95	28,610,000	5.750	4,569.65
Yamaichi Intl (America)	11/13/95	11/14/95	31,085,000	5.750	4,964.97
Eastbridge Capital	11/13/95	11/14/95	34,910,000	5.750	5,575.90
Nomura Securities Intl	11/13/95	11/14/95	35,733,000	5.750	5,707.35
Fuji Securities	11/13/95	11/14/95	46,977,000	5.750	7,503.27
Daiwa Securities America	11/13/95	11/14/95	49,816,000	5.750	7,956.72
Fuji Securities	11/14/95	11/15/95	9,175,000	5.770	1,470.55
Harris-Nesbitt Thomson	11/14/95	11/15/95	10,460,000	5.760	1,673.60
Fuji Securities	11/14/95	11/15/95	11,980,000	5.770	1,920.13
Yamaichi Intl (America)	11/14/95	11/15/95	14,643,000	5.770	2,346.95

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	11/14/95	11/15/95	\$15,088,000	5.760%	\$ 2,414.08
Citicorp Securities Mkts	11/14/95	11/15/95	17,000,000	5.750	2,715.28
Daiwa Securities America	11/14/95	11/15/95	24,941,000	5.760	3,990.56
Daiwa Securities America	11/14/95	11/15/95	25,059,000	5.760	4,009.44
Fuji Securities	11/14/95	11/15/95	28,415,000	5.770	4,554.29
Eastbridge Capital	11/14/95	11/15/95	34,912,000	5.760	5,585.92
Yamaichi Intl (America)	11/14/95	11/15/95	35,357,000	5.770	5,666.94
Harris-Nesbitt Thomson	11/14/95	11/15/95	39,540,000	5.760	6,326.40
Nomura Securities Intl	11/14/95	11/15/95	50,000,000	5.760	8,000.00
Fuji Securities	11/15/95	11/16/95	2,884,000	5.930	475.06
Yamaichi Intl (America)	11/15/95	11/16/95	8,475,000	5.920	1,393.67
SBC Capital Markets, Inc.	11/15/95	Open	15,221,333*	Variable**	0.00
Eastbridge Capital	11/15/95	11/16/95	18,845,000	5.950	3,114.66
Daiwa Securities America	11/15/95	11/16/95	21,270,000	5.950	3,515.46

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nikko Securities Co Intl	11/15/95	11/16/95	\$23,861,000	5.950%	\$ 3,943.69
Yamaichi Intl (America)	11/15/95	11/16/95	25,000,000	5.920	4,111.11
Nikko Securities Co Intl	11/15/95	11/16/95	26,139,000	5.950	4,320.20
Daiwa Securities America	11/15/95	11/16/95	28,730,000	5.950	4,748.43
Eastbridge Capital	11/15/95	11/16/95	31,155,000	5.950	5,149.23
First Chicago Capital Mkt	11/15/95	11/16/95	42,105,000	5.940	6,947.33
Fuji Securities	11/15/95	11/16/95	47,001,000	5.930	7,742.11
Nikko Securities Co Intl	11/16/95	11/17/95	8,459,000	5.810	1,365.19
First Chicago Capital Mkt	11/16/95	11/28/95	15,337,500*	5.830	29,639.72
Eastbridge Capital	11/16/95	11/17/95	22,720,000	5.810	3,666.76
Eastbridge Capital	11/16/95	11/17/95	25,810,000	5.810	4,165.45
Yamaichi Intl (America)	11/16/95	11/17/95	30,000,000	5.840	4,866.67
Harris-Nesbitt Thomson	11/16/95	11/17/95	41,020,000	5.800	6,608.78
Nikko Securities Co Intl	11/16/95	11/17/95	41,541,000	5.810	6,704.26

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nomura Securities Intl	11/16/95	11/17/95	\$46,585,000	5.800%	\$ 7,505.36
Daiwa Securities America	11/16/95	11/17/95	50,000,000	5.830	8,097.22
Daiwa Securities America	11/17/95	11/20/95	184,000	5.750	88.17
Fuji Securities	11/17/95	11/20/95	887,000	5.750	425.02
Nomura Securities Intl	11/17/95	11/20/95	10,000,000	5.750	4,791.67
Eastbridge Capital	11/17/95	11/20/95	15,070,000	5.760	7,233.60
Yamaichi Intl (America)	11/17/95	11/20/95	17,114,000	5.750	8,200.46
Nomura Securities Intl	11/17/95	11/20/95	21,555,000	5.750	10,328.44
Yamaichi Intl (America)	11/17/95	11/20/95	23,576,000	5.750	11,296.83
Eastbridge Capital	11/17/95	11/20/95	34,930,000	5.760	16,766.40
Fuji Securities	11/17/95	11/20/95	47,423,000	5.750	22,723.52
Daiwa Securities America	11/17/95	11/20/95	49,816,000	5.750	23,870.17
Citicorp Securities Mkts	11/20/95	11/21/95	10,000,000	5.770	1,602.78
Nikko Securities Co Intl	11/20/95	11/21/95	20,162,000	5.770	3,231.52

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Citicorp Securities Mkts	11/20/95	11/21/95	\$21,525,000	5.770%	\$ 3,449.98
Nikko Securities Co Intl	11/20/95	11/21/95	29,838,000	5.770	4,782.37
Fuji Securities	11/20/95	11/21/95	40,650,000	5.770	6,515.29
Nomura Securities Intl	11/20/95	11/21/95	48,325,000	5.770	7,745.42
Eastbridge Capital	11/20/95	11/21/95	50,000,000	5.780	8,027.78
Fuji Securities	11/21/95	11/22/95	21,300,000	5.750	3,402.08
Yamaichi Intl (America)	11/21/95	11/22/95	24,705,000	5.750	3,945.94
Yamaichi Intl (America)	11/21/95	11/22/95	25,295,000	5.750	4,040.17
Daiwa Securities America	11/21/95	11/22/95	40,490,000	5.760	6,478.40
Eastbridge Capital	11/21/95	11/22/95	43,000,000	5.750	6,868.06
Harris-Nesbitt Thomson	11/21/95	11/22/95	47,605,000	5.750	7,603.58
Harris-Nesbitt Thomson	11/22/95	11/27/95	10,531,000	5.880	8,600.32
SBC Capital Markets, Inc.	11/22/95	11/27/95	14,751,400*	6.050	12,231.37
Eastbridge Capital	11/22/95	11/27/95	20,000,000	5.900	16,388.89

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	11/22/95	11/27/95	\$20,255,000	5.880%	\$ 16,541.58
Yamaichi Intl (America)	11/22/95	11/27/95	23,651,000	5.875	19,298.56
Yamaichi Intl (America)	11/22/95	11/27/95	23,844,000	5.875	19,456.04
Harris-Nesbitt Thomson	11/22/95	11/27/95	39,469,000	5.880	32,233.02
Nomura Securities Intl	11/22/95	11/27/95	40,480,000	5.875	33,030.56
Eastbridge Capital	11/27/95	11/28/95	2,500,000	5.850	406.25
Yamaichi Intl (America)	11/27/95	11/28/95	11,384,000	5.830	1,843.58
Yamaichi Intl (America)	11/27/95	11/28/95	13,292,000	5.830	2,152.57
Nikko Securities Co Intl	11/27/95	11/28/95	20,270,000	5.830	3,282.61
Yamaichi Intl (America)	11/27/95	11/28/95	22,479,000	5.830	3,640.35
Nikko Securities Co Intl	11/27/95	11/28/95	24,000,000	5.830	3,886.67
Fuji Securities	11/27/95	11/28/95	40,425,000	5.830	6,546.60
Eastbridge Capital	11/27/95	11/28/95	47,500,000	5.850	7,718.75
Harris-Nesbitt Thomson	11/28/95	11/29/95	9,302,000	5.730	1,480.57

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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>
Nikko Securities Co Intl	11/28/95	11/29/95	\$11,873,000	5.730%	\$ 1,889.79
Eastbridge Capital	11/28/95	11/29/95	17,900,000	5.700	2,834.17
Eastbridge Capital	11/28/95	11/29/95	30,000,000	5.700	4,750.00
Harris-Nesbitt Thomson	11/28/95	11/29/95	31,128,000	5.730	4,954.54
Nikko Securities Co Intl	11/28/95	11/29/95	34,847,000	5.730	5,546.48
Fuji Securities	11/28/95	11/29/95	49,825,000*	5.750	7,958.16
Citicorp Securities Mkts	11/28/95	11/29/95	50,000,000	5.730	7,958.33
Nikko Securities Co Intl	11/29/95	11/30/95	4,722,000	5.680	745.03
Fuji Securities	11/29/95	11/30/95	16,485,000	5.680	2,600.97
Fuji Securities	11/29/95	11/30/95	30,000,000	5.680	4,733.33
Nikko Securities Co Intl	11/29/95	11/30/95	34,008,000	5.680	5,365.71
Eastbridge Capital	11/29/95	11/30/95	46,200,000	5.680	7,289.33
Nomura Securities Intl	11/29/95	11/30/95	50,000,000	5.680	7,888.89
Nikko Securities Co Intl	11/30/95	12/01/95	4,739,000	5.900	776.67

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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>
Yamaichi Intl (America)	11/30/95	12/01/95	\$ 8,408,000	5.900%	\$ 1,377.98
Harris-Nesbitt Thomson	11/30/95	12/01/95	9,996,000	5.910	1,641.01
First Chicago Capital Mkt	11/30/95	12/01/95	15,840,000	5.875	2,585.00
First Chicago Capital Mkt	11/30/95	12/01/95	18,000,000	5.875	2,937.50
Citicorp Securities Mkts	11/30/95	12/01/95	18,650,000	5.900	3,056.53
Citicorp Securities Mkts	11/30/95	12/01/95	20,085,000	5.900	3,291.71
Fuji Securities	11/30/95	Open	30,000,000*	Variable**	0.00
Yamaichi Intl (America)	11/30/95	12/01/95	37,632,000	5.900	6,167.47
Harris-Nesbitt Thomson	11/30/95	12/01/95	40,004,000	5.910	6,567.32
Nikko Securities Co Intl	11/30/95	12/01/95	45,261,000	5.900	7,417.78

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

**This rate is subject to change daily.

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

Reverse Repurchase Transactions

Dealer -----	Sale Date -----	Purchase Date -----	Par Value -----	Interest Rate -----	Total Interest Paid -----
First Chicago Capital Mkt	11/01/95	11/15/95	\$15,351,599*	5.490%	\$ 32,775.66
SBC Capital Markets, Inc.	11/01/95	11/30/95	20,325,000*	5.375	88,004.43
SBC Capital Markets, Inc.	11/02/95	11/15/95	15,300,000*	5.550	30,942.13
SBC Capital Markets, Inc.	11/15/95	Open	15,221,333*	Variable**	0.00
First Chicago Capital Mkt	11/16/95	11/28/95	15,337,500*	5.800	29,011.31
SBC Capital Markets, Inc.	11/22/95	11/27/95	14,751,400*	6.000	11,473.31
Fuji Securities	11/28/95	11/29/95	49,825,000*	5.450	7,542.95
Fuji Securities	11/30/95	Open	30,000,000*	Variable**	0.00

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

**This rate is subject to change daily.

(Board - 2/8/96)

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

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 November 1, 1995 through November 30, 1995, 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

None

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>
11/01/95	\$ 5,000,000	OTC European Call on US Treasury Notes 5 7/8% due 8/15/98	6+32	100 23+32	11/14/95 for 11/15/95	PaineWebber Incorporated	\$10,156.25
11/01/95	\$ 5,000,000	OTC European Call on US Treasury Notes 5 7/8% due 8/15/98	9 1/4/32	100 23+32	12/01/95 for 12/04/95	Merrill Lynch Government Securities, Inc.	\$14,453.12
11/16/95	\$ 5,000,000	OTC European Call on U.S. Treasury Notes 5 7/8% due 8/15/98	9/32	100 27 1/4/32	12/18/95 for 12/19/95	Goldman, Sachs & Co.	\$14,062.50

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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 November 1, 1995 through November 30, 1995 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>	<u>Variable Interest Rate Received</u>
11/09/95	Merrill Lynch	\$10 million	12/20/96	2/01/01	4.96%	JJK(MG)

As of November 30, 1995, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 November 1, 1995 through November 30, 1995 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.

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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>Purch Price</u>	<u>Call Year</u>	<u>YTC @ Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
12/18/95	\$170,000	Cons. 31	4.000%	03/01/02	98.62	1996	6.017%	4.254	\$167,662.50	Bear Stearns
12/18/95	<u>265,000</u>	Cons. 31	4.000	03/01/02	98.62	1996	6.017	4.254	<u>261,356.25</u>	Barr Brothers
	<u>\$435,000</u>								<u>\$429,018.75</u>	

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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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
12/01/95	\$10,000,000*	USTBILL (93S)	---	12/14/95	99.79	5.600%	5.689%	\$ 9,979,777.78	SBC Capital Markets, Inc.
12/01/95	10,000,000*	USTBILL (93S)	---	12/14/95	99.79	5.600	5.689	9,979,777.78	PaineWebber
12/01/95	10,000,000	US T-BILL	---	02/29/96	98.67	5.310	5.456	9,867,250.00	Daiwa Securities America
12/01/95	10,000,000	US T-BILL	---	02/29/96	98.67	5.310	5.456	9,867,250.00	Goldman, Sachs & Co
12/01/95	10,000,000	US T-BILL	---	12/14/95	99.79	5.590	5.679	9,979,813.89	Goldman, Sachs & Co
12/01/95	10,000,000	US T-BILL	---	12/14/95	99.79	5.600	5.689	9,979,777.78	Daiwa Securities America
12/01/95	10,000,000	US T-BILL	---	12/14/95	99.79	5.645	5.735	9,979,615.28	SBC Capital Markets, Inc.
12/01/95	15,000,000	GECC-CP	---	12/21/95	99.68	5.740	5.838	14,952,166.67	General Electric Capital
12/05/95	5,000,000	US T-BILL	---	02/22/96	98.83	5.300	5.437	4,941,847.22	Goldman, Sachs & Co
12/05/95	5,000,000	US T-BILL	---	02/22/96	98.83	5.300	5.437	4,941,847.22	Daiwa Securities America
12/06/95	5,000,000	US T-BILL	---	02/01/96	99.15	5.330	5.450	4,957,804.17	SBC Capital Markets, Inc.
12/06/95	10,000,000	US T-BILL	---	01/11/96	99.46	5.355	5.459	9,946,450.00	Daiwa Securities America
12/06/95	10,000,000	US T-BILL	---	02/01/96	99.15	5.330	5.450	9,915,608.33	Daiwa Securities America
12/06/95	10,000,000	FHLB DIS NOTE	---	12/29/95	99.64	5.620	5.719	9,964,094.44	PaineWebber

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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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
12/07/95	\$10,000,000	US T-BILL	---	01/11/96	99.47	5.360%	5.463%	\$ 9,947,888.89	SBC Capital Markets, Inc.
12/08/95	5,000,000	FFCB DIS NOTE	---	12/29/95	99.67	5.630	5.727	4,983,579.17	PaineWebber
12/08/95	5,000,000	US T-BILL	---	04/25/96	97.98	5.230	5.412	4,899,031.95	Goldman, Sachs & Co
12/08/95	5,000,000	US T-BILL	---	04/25/96	97.98	5.230	5.412	4,899,031.95	Daiwa Securities America
12/12/95	25,000,000	GECC-CP	---	12/19/95	99.88	5.720	5.806	24,972,194.45	General Electric Capital
12/13/95	5,000,000	US T-NOTE	5.375%	11/30/97	99.99	---	5.378	4,999,609.38	Daiwa Securities America
12/13/95	5,000,000	US T-NOTE	5.375	11/30/97	99.98	---	5.382	4,999,218.75	PaineWebber
12/13/95	15,000,000	US T-BILL	---	02/22/96	98.95	5.280	5.410	14,843,800.01	Daiwa Securities America
12/13/95	25,000,000*	US T-BILL	---	02/08/96	99.17	5.235	5.352	24,792,781.25	First Boston
12/14/95	10,000,000	GECC-CP	---	12/22/95	99.87	5.760	5.847	9,987,200.00	General Electric Capital
12/21/95	5,000,000	UST-BILL(93S)	---	03/28/96	98.64	4.980	5.119	4,932,216.67	First Boston
12/21/95	10,000,000	USTBILL(100S)	---	04/11/96	98.43	5.020	5.170	9,843,822.22	SBC Capital Markets, Inc.
12/21/95	10,000,000	USTBILL(100S)	---	05/30/96	97.73	5.070	5.260	9,773,258.33	First Chicago Capital Mkt
12/21/95	10,000,000	USTBILL(100S)	---	06/27/96	97.35	5.045	5.249	9,735,137.50	First Boston

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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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
12/21/95	\$ 10,000,000	US T-BILL	---	05/16/96	97.93	5.065%	5.244%	\$ 9,793,179.17	Daiwa Securities America
12/21/95	15,000,000	US T-BILL	---	03/21/96	98.72	5.025	5.160	14,809,468.76	Daiwa Securities America
12/21/95	20,000,000	US T-BILL	---	04/11/96	98.43	5.020	5.170	19,687,644.44	Goldman, Sachs
12/21/95	<u>27,000,000</u>	GECC-CP	---	12/26/95	99.92	5.600	5.682	<u>26,978,999.99</u>	General Electric Capital
	<u>\$347,000,000</u>							<u>\$344,131,143.44</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

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
12/01/95	\$10,000,000*	UST BILL(93S)	---	12/21/95	99.69	5.500%	5.593%	5.86%	\$ 9,969,444.44	PaineWebber
12/01/95	10,000,000*	UST BILL(93S)	---	12/21/95	99.69	5.500	5.593	5.86	9,969,444.44	SBC Capital Markets, Inc.
12/04/95	5,000,000	US T-NOTE	5.875%	08/15/98	100.73	---	5.574	9.80	5,036,718.75	Merrill Lynch Gov Sec
12/13/95	25,000,000*	US T-BILL	---	02/01/96	99.28	5.150	5.259	6.31	24,821,180.25	First Boston
12/15/95	10,000,000	USTBILL(101S)	---	12/21/95	99.90	5.550	5.632	5.73	9,990,750.00	SBC Capital Markets, Inc.
12/19/95	<u>5,000,000</u>	US T-NOTE	5.875	08/15/98	100.85	---	5.523	9.67	<u>5,042,578.13</u>	Goldman, Sachs & Co
	<u>\$65,000,000</u>								<u>\$64,830,116.31</u>	

BEY - Bond Equivalent Yield

*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

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	12/01/95	12/04/95	\$13,320,000	5.820%	\$ 6,460.20
Fuji Securities	12/01/95	12/04/95	15,505,000	5.800	7,494.08
First Chicago Capital Mkt	12/01/95	12/04/95	30,000,000	5.770	14,425.00
Eastbridge Capital	12/01/95	12/04/95	32,725,000	5.820	15,871.63
Nomura Securities Intl	12/01/95	12/04/95	38,405,000	5.800	18,562.42
Fuji Securities	12/04/95	12/05/95	15,510,000	5.700	2,455.75
Daiwa Securities America	12/04/95	12/05/95	34,840,000	5.710	5,526.01
Nikko Securities Co Intl	12/04/95	12/05/95	35,000,000	5.730	5,570.83
Yamaichi Intl (America)	12/04/95	12/05/95	43,190,000	5.730	6,874.41
Eastbridge Capital	12/05/95	12/06/95	15,125,000	5.770	2,424.20
Yamaichi Intl (America)	12/05/95	12/06/95	20,256,000	5.770	3,246.59
Yamaichi Intl (America)	12/05/95	12/06/95	22,934,000	5.770	3,675.81
Eastbridge Capital	12/05/95	12/06/95	34,845,000	5.770	5,584.88
Daiwa Securities America	12/05/95	12/06/95	45,000,000	5.750	7,187.50

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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>
Eastbridge Capital	12/06/95	12/07/95	\$14,980,000	5.930%	\$ 2,467.54
Nikko Securities Co Intl	12/06/95	12/07/95	24,763,000	5.900	4,058.38
Nikko Securities Co Intl	12/06/95	12/07/95	25,237,000	5.900	4,136.06
Eastbridge Capital	12/06/95	12/07/95	34,810,000	5.930	5,733.98
Daiwa Securities America	12/06/95	12/07/95	43,155,000	5.900	7,072.63
Eastbridge Capital	12/07/95	12/08/95	14,930,000	5.820	2,413.68
Yamaichi Intl (America)	12/07/95	12/08/95	18,937,000	5.820	3,061.48
Yamaichi Intl (America)	12/07/95	12/08/95	24,183,000	5.820	3,909.59
Eastbridge Capital	12/07/95	12/08/95	34,775,000	5.820	5,621.96
Nikko Securities Co Intl	12/07/95	12/08/95	45,000,000	5.820	7,275.00
Eastbridge Capital	12/08/95	12/11/95	8,455,000	5.770	4,065.45
Yamaichi Intl (America)	12/08/95	12/11/95	11,620,000	5.760	5,577.60
Yamaichi Intl (America)	12/08/95	12/11/95	15,259,000	5.760	7,324.32
Yamaichi Intl (America)	12/08/95	12/11/95	16,871,000	5.760	8,098.08

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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>
Eastbridge Capital	12/08/95	12/11/95	\$32,745,000	5.770%	\$15,744.89
Nikko Securities Co Intl	12/08/95	12/11/95	35,000,000	5.750	16,770.83
Yamaichi Intl (America)	12/11/95	12/12/95	11,625,000	5.770	1,863.23
Yamaichi Intl (America)	12/11/95	12/12/95	15,174,000	5.770	2,432.06
Yamaichi Intl (America)	12/11/95	12/12/95	16,871,000	5.770	2,704.05
Daiwa Securities America	12/11/95	12/12/95	30,000,000	5.760	4,800.00
Eastbridge Capital	12/11/95	12/12/95	41,220,000	5.770	6,606.65
Yamaichi Intl (America)	12/12/95	12/13/95	7,577,000	5.730	1,206.01
Eastbridge Capital	12/12/95	12/13/95	11,625,000	5.730	1,850.31
Nomura Securities Intl	12/12/95	12/13/95	13,593,000	5.720	2,159.78
Yamaichi Intl (America)	12/12/95	12/13/95	14,423,000	5.730	2,295.66
Nomura Securities Intl	12/12/95	12/13/95	27,632,000	5.720	4,390.42
Eastbridge Capital	12/12/95	12/13/95	32,050,000	5.730	5,101.29
Nikko Securities Co Intl	12/13/95	12/14/95	10,785,000	5.720	1,713.62

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	12/13/95	12/14/95	\$31,255,000	5.720%	\$ 4,966.07
Daiwa Securities America	12/13/95	12/14/95	40,885,000	5.720	6,496.17
Yamaichi Intl (America)	12/14/95	12/15/95	936,000	5.720	148.72
Fuji Securities	12/14/95	12/15/95	10,145,000	5.720	1,611.93
Fuji Securities	12/14/95	12/15/95	11,025,000	5.720	1,751.75
Eastbridge Capital	12/14/95	12/15/95	27,000,000	5.750	4,312.50
Yamaichi Intl (America)	12/14/95	12/15/95	39,064,000	5.720	6,206.84
Daiwa Securities America	12/14/95	12/15/95	40,515,000	5.750	6,471.15
First Chicago Capital Mkt	12/15/95	12/18/95	11,025,000	5.900	5,420.63
Nikko Securities Co Intl	12/15/95	12/18/95	11,288,000	5.900	5,549.93
First Chicago Capital Mkt	12/15/95	12/18/95	20,125,000	5.900	9,894.79
Daiwa Securities America	12/15/95	12/18/95	25,000,000	5.900	12,291.67
Nikko Securities Co Intl	12/15/95	12/18/95	28,712,000	5.900	14,116.73
Eastbridge Capital	12/15/95	12/18/95	40,515,000	5.920	19,987.40

(Board - 2/8/96)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Citicorp Securities Mkts	12/18/95	12/19/95	\$11,050,000	5.770%	\$ 1,771.07
Nikko Securities Co Intl	12/18/95	12/19/95	15,000,000	5.750	2,395.83
Citicorp Securities Mkts	12/18/95	12/19/95	20,135,000	5.770	3,227.19
Daiwa Securities America	12/18/95	12/19/95	40,000,000	5.770	6,411.11
Eastbridge Capital	12/18/95	12/19/95	40,195,000	5.780	6,453.53
Citicorp Securities Mkts	12/19/95	12/21/95	11,060,000	5.750	3,533.06
Yamaichi Intl (America)	12/19/95	12/21/95	14,311,000	5.750	4,571.57
First Chicago Capital Mkt	12/19/95	12/20/95	17,000,000	5.750	2,715.28
Citicorp Securities Mkts	12/19/95	12/21/95	20,105,000	5.750	6,422.43
Yamaichi Intl (America)	12/19/95	12/21/95	25,874,000	5.750	8,265.31
Nomura Securities Intl	12/19/95	12/21/95	32,000,000	5.700	10,133.33
Eastbridge Capital	12/19/95	12/21/95	40,000,000	5.760	12,800.00
Daiwa Securities America	12/20/95	12/21/95	20,000,000	5.670	3,150.00
Nikko Securities Co Intl	12/21/95	12/22/95	1,130,000	5.620	176.41

(Board - 2/8/96)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Eastbridge Capital	12/21/95	12/22/95	\$ 8,685,000	5.625%	\$ 1,357.03
Yamaichi Intl (America)	12/21/95	12/22/95	12,955,000	5.625	2,024.22
SBC Capital Markets, Inc.	12/21/95	12/22/95	20,030,000	5.610	3,121.34
Yamaichi Intl (America)	12/21/95	12/22/95	33,170,000	5.625	5,182.81
Nikko Securities Co Intl	12/21/95	12/22/95	38,570,000	5.620	6,021.21
Eastbridge Capital	12/21/95	12/22/95	41,315,000	5.625	6,455.47
Daiwa Securities America	12/21/95	12/22/95	50,000,000	5.620	7,805.56
Eastbridge Capital	12/22/95	12/26/95	3,050,000	5.625	1,906.25
Nikko Securities Co Intl	12/22/95	12/26/95	11,830,000	5.620	7,387.18
Daiwa Securities America	12/22/95	12/26/95	14,457,000	5.620	9,027.59
Yamaichi Intl (America)	12/22/95	12/26/95	19,400,000	5.625	12,125.00
First Chicago Capital Mkt	12/22/95	12/26/95	20,030,000	5.610	12,485.37
Yamaichi Intl (America)	12/22/95	12/26/95	26,730,000	5.625	16,706.25
Nikko Securities Co Intl	12/22/95	12/26/95	27,880,000	5.620	17,409.51

(Board - 2/8/96)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
-----	-----	-----	-----	-----	-----
Daiwa Securities America	12/22/95	12/26/95	\$35,543,000	5.620%	\$22,194.63
Eastbridge Capital	12/22/95	12/26/95	46,950,000	5.625	29,343.75
Yamaichi Intl (America)	12/26/95	12/27/95	10,972,000	5.650	1,721.99
Yamaichi Intl (America)	12/26/95	12/27/95	16,783,000	5.650	2,634.00
Nomura Securities Intl	12/26/95	12/27/95	18,978,000	5.610	2,957.41
Nikko Securities Co Intl	12/26/95	12/27/95	20,045,000	5.630	3,134.82
Nomura Securities Intl	12/26/95	12/27/95	20,757,000	5.610	3,234.63
SBC Capital Markets, Inc.	12/26/95	12/27/95	21,000,000	5.600	3,266.67
Yamaichi Intl (America)	12/26/95	12/27/95	22,245,000	5.650	3,491.23
Eastbridge Capital	12/26/95	12/27/95	24,300,000	5.630	3,800.25
Eastbridge Capital	12/26/95	12/27/95	25,700,000	5.630	4,019.19
Daiwa Securities America	12/26/95	12/27/95	46,160,000	5.620	7,206.09
Nikko Securities Co Intl	12/27/95	12/28/95	5,322,000	5.530	817.52
Yamaichi Intl (America)	12/27/95	12/28/95	11,175,000	5.550	1,722.81

(Board - 2/8/96)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
-----	-----	-----	-----	-----	-----
Yamaichi Intl (America)	12/27/95	12/28/95	\$14,746,000	5.550%	\$ 2,273.34
Nomura Securities Intl	12/27/95	12/28/95	19,880,000	5.520	3,048.27
Eastbridge Capital	12/27/95	12/28/95	20,380,000	5.530	3,130.59
Yamaichi Intl (America)	12/27/95	12/28/95	24,079,000	5.550	3,712.18
Eastbridge Capital	12/27/95	12/28/95	25,710,000	5.530	3,949.34
Nomura Securities Intl	12/27/95	12/28/95	27,000,000	5.520	4,140.00
Daiwa Securities America	12/27/95	12/28/95	39,665,000	5.520	6,081.97
Nikko Securities Co Intl	12/27/95	12/28/95	44,678,000	5.530	6,863.04
Nikko Securities Co Intl	12/28/95	12/29/95	10,085,000	5.500	1,540.76
SBC Capital Markets, Inc.	12/28/95	12/29/95	19,365,000	5.500	2,958.54
Eastbridge Capital	12/28/95	12/29/95	19,460,000	5.500	2,973.06
Nomura Securities Intl	12/28/95	12/29/95	21,148,000	5.500	3,230.94
Yamaichi Intl (America)	12/28/95	12/29/95	24,980,000	5.500	3,816.39
Yamaichi Intl (America)	12/28/95	12/29/95	25,020,000	5.500	3,822.50

(Board - 2/8/96)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	12/28/95	12/29/95	\$25,710,000	5.500%	\$ 3,927.92
Daiwa Securities America	12/28/95	12/29/95	28,000,000	5.480	4,262.22
Nomura Securities Intl	12/28/95	12/29/95	28,852,000	5.500	4,407.94
Nikko Securities Co Intl	12/28/95	12/29/95	29,100,000	5.500	4,445.83
Nomura Securities Intl	12/29/95	01/02/96	10,567,000	5.880	6,903.77
First Chicago Capital Mkt	12/29/95	01/02/96	19,235,000	5.800	12,395.89
Yamaichi Intl (America)	12/29/95	01/02/96	23,324,000	5.980	15,497.50
Yamaichi Intl (America)	12/29/95	01/02/96	26,676,000	5.980	17,724.72
SBC Capital Markets, Inc.	12/29/95	01/02/96	34,000,000	5.850	22,100.00
Fuji Securities	12/29/95	01/02/96	39,010,000	5.900	25,573.22
Nomura Securities Intl	12/29/95	01/02/96	39,433,000	5.880	25,762.89
Daiwa Securities America	12/29/95	01/02/96	45,170,000	5.850	29,360.50

(Board - 2/8/96)

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

Reverse Repurchase Transactions

Dealer	Sale Date	Purchase Date	Par Value	Interest Rate	Total Interest Paid
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No new transactions this period.

(Board - 2/8/96)

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

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 December 1, 1995 through December 31, 1995, 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

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.

(Board - 2/8/96)

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 December 1, 1995 through December 31, 1995 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1995, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 December 1, 1995 through December 31, 1995 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.

*On demand from Morgan Guaranty Trust Company of New York, on December 26, 1995, the Port Authority of New York and New Jersey repaid Variable Rate Master Notes 1990-2 and 1994-1 which had outstanding balances of \$12,000,000 and \$13,000,000 respectively. The outstanding balance as of December 31, 1995 under the Variable Rate Master Note Program is \$308,000,000.

(Board - 2/8/96)

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 October 1, 1995 through December 31, 1995 involving the use of the Municipal Bond Futures Contracts (Muni) and the United States Treasury Bond Futures Contracts (T-Bond) 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>Contract</u>	<u>Short Position</u>	<u>Cumulative 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 4rd Quarter 1995.

(Board - 2/8/96)

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1995 to December 31, 1995.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
JFK-110.141 John F. Kennedy International Airport - Paving and Drainage Improvements in Bulk Fuel Farm - Request for Delegation of Authorized Amount Hampton C.F. Corporation		3) \$ 250,000
John F. Kennedy International Airport - Interim General Cleaning Contract - Three-month extension TUCS Orange, NJ		2) \$ 75,000 3) 7,500 4) 82,500
LGA-110.105 LaGuardia Airport - Modernization of the Center Section of the Central Terminal Building Gordon H. Smith Corporation New York, NY	Sole Source	2) \$ 100,000 4) 135,000
LGA-220.043 LaGuardia Airport - Runway 13-31 Overrun Area Wetland Mitigation C.D.M. Associates, Inc. Corona, NY	2	1) \$ 513,900 2) 443,690 3) 18,000 4) 330,000

(Board - 2/8/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LGA-564 LaGuardia Airport - Central Terminal Building - Replacement of Heating Hot Water Circulating Pumps Wittmann Plumbing Associates, Inc. Brooklyn, NY	9	1) \$ 1,300,000 2) 424,765 3) 34,000 4) 480,000
College Point/Grand Central Parkway Areawide Travel Demand Management Project - Authorization to Expend Federal Grant Funds Commuter Link, Inc. Floral Park, NY		2) \$ 250,000
Laguardia & Newark International Airports - Processing of Port Authority Parking Lot Receipts CoreStates/New Jersey National Bank New Brunswick, NJ	2	1) \$ 236,160 2) 164,070
EWR-110.095A Newark International Airport - Terminal B - Rehabilitation of The Charles A. Lindbergh VIP Lounge - Settlement of Claim The Development Team, Inc.		2) \$ 75,000
EWR-154.066 Newark International Airport - CTA Parking Lot Lighting Total Electrical Construction Co., Inc. Maspeth, NY	6	1) \$ 474,000 2) 335,595 3) 27,000 4) 275,000

(Board - 2/8/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
EWR-995.411 Newark International Airport - Aircraft Parking Area Blast Fence - Area 15 Precision General Contractors, Inc. Livingston, NJ	11	1) \$ 798,640 2) 266,000 3) 22,000 4) 303,000
AKG-274.011 Goethals Bridge - Installation of a Redundant Support System at the Pin and Hangar Assembly Karl Koch Erecting Co., Inc.	4	1) \$ 351,000 2) 196,630 3) 16,000 4) 246,000
BT-341 Port Authority Bus Terminal Masonry Repairs and Repointing - Cappry Contracting Management Corp. Brooklyn, NY	10	1) \$ 833,860 2) 387,000 3) 31,000 4) 564,000
EP-132 Elizabeth-Port Authority Marine Terminal - Building No. 2250 - Reroofing GT & JT Construction Corp. Brooklyn, NY	26	1) \$ 1,088,000 2) 477,000 3) 24,000 4) 594,000
EP-383.002 Elizabeth-Port Authority Marine Terminal - New Jersey Expressrail Intermodal Transfer Facility - Request for Delegation of Authorized Amount C.H. Winans Co.		3) \$ 250,000

(Board - 2/8/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
MFP-110.065 Port Newark and Elizabeth-Port Authority Marine Terminal - Signing Program Schiaivone Construction Co. Secaucus, NJ	5	1) \$ 2,200,375 2) 1,943,000 3) 49,000 4) 2,200,000
No. 49484 New York City Passenger Ship Terminal - Maintenance and Rehabilitation of Elevators - Extension of Contract Universal Elevator Co., Inc. New York, NY		2) \$ 160,000 3) 16,000
HWD-541.002 Hoboken South Waterfront Development - Demolition of Headhouse Building Spina Asphalt Paving & Excavating Contractor, Inc. North Bergen, NJ	14	1) \$ 4,196,691 2) 487,000 3) 39,000 4) 2,700,000
Howland Hook Marine Terminal - Extension of Security Contract Lansdell Protective Agency, Inc. New York, NY		3) \$ 100,000 4) 100,000
HT-371 Holland Tunnel - Rehabilitation and Repainting of Pedestrian Bridge - New York Approach Ralston Construction Corp. Brooklyn, NY	4	1) \$ 384,000 2) 290,800 3) 24,000 4) 240,000

(Board - 2/8/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
LT-392 Lincoln Tunnel - Replacement of Fire Standpipe Pumps - New Jersey Administration Building Ward Mechanical Corp.	4	1) \$ 463,000	2) 183,000	3) 15,000	4) 253,000
WTC-115.264 One World Trade Center - Asbestos Abatement - 24th Floor Trio Asbestos Removal Corp. College Point, NY	6	1) \$ 1,300,000	2) 829,000	3) * 165,800	4) 1,430,000
WTC-115.265 One World Trade Center - Asbestos Abatement - 28th Floor Asbestos Containment Services, Inc. New York, NY	6	1) \$ 1,330,000	2) 829,000	3) * 165,800	4) 1,272,316
WTC-115.271 One World Trade Center Asbestos Abatement 25th Floor Asbestos Containment Services, Inc. New York, NY	6	1) \$ 1,444,000	2) 847,000	3) * 169,400	4) 1,413,819

* An extra work allowance of 20 percent of the base contract costs has been included to cover the cost of any unforeseen ductwork removals that may be required by the contractor.

(Board - 2/8/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
New Jersey Facilities - Retrofit and Provide New Lighting Equipment Central Hudson Enterprises Corporation Poughkeepsie, NY	Sole source	2) \$ 450,000
Replacement of Existing Dial-Back System Digital Pathways, Inc. Fairfax, VA	5	1) \$ 367,491 2) 215,491 3) 17,239 4) 240,000
Request to Extend Software License Agreements Digital Equipment Corporation New York, NY	Sole source	2) \$ 198,000 3) 15,840 4) 214,000
Request to Enter into a Software License Agreement for CCC/Harvest Software Library Management System Softool Corporation Goleta, CA	Sole source	2) \$ 130,730 4) 150,000
Authorization to Accept and Expend Federal Funds from the North Jersey Transportation Planning Authority		2) \$ 416,000
Intermodal Outreach and Information Exchange - Project #12 - Supplemental Agreement No. 1 Authorization to Accept and Expend Federal Funds New York State Department of Transportation		2) \$ 105,000

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
1996 Renewal of Westlaw Legal Research Database Service and Increase in Existing Authorization West Publishing Corporation St. Paul, MN	Sole source	2) \$ 115,000
Authorization for the Port Authority to Provide Port Security Training and Systems Advisory Services for the Barbados Port Authority		2) \$ 75,000

(Board - 2/8/96)

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1995 to December 31, 1995.

PART II.

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO: 41630 P.O. NO: 11428 DESCRIPTION: #2 DIESEL FUEL FOR NJ FACILITIES	NJ STATE CONTRACT	1)\$ -----	2) 300,000.00	3) 300,000.00
AWARDED TO: NATIONAL TERMINAL INC. NEWARK, NJ				
REQUISITION NO: 41018 P.O. NO: 11430 DESCRIPTION: INVENTORY SERVICES FOR STOCKROOMS	2* 5% SBE PREFERENCE	1)\$ 172,975.00	2) 172,755.00	3) 200,000.00
AWARDED TO: INVENTORY CO. \$172,975.00 FT. LEE, NJ				
REQUISITION NO: 41810 P.O. NO: 11444 DESCRIPTION: #2 DIESEL FUEL FOR NY FACILITIES	NY STATE CONTRACT	1)\$ -----	2) 300,000.00	3) 300,000.00
AWARDED TO: METRO FUEL OIL CORP. BROOKLYN, NY				

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO:	41826	NYC CONTRACT	1)\$	-----	
P.O. NO:	11469		2)	500,000.00	
DESCRIPTION:	#2 FUEL OIL FOR JFKIA		3)	500,000.00	
AWARDED TO:	COASTAL REFINING & MARKETING PORT READING, NJ				
REQUISITION NO:	41859	NYC CONTRACT	1)\$		
P.O. NO:	11489		2)	<u>400,000.00</u>	
DESCRIPTION:	#2 FUEL OIL FOR NY PST		3)	400,000.00	
AWARDED TO:	CLASSIC FUEL OIL CORP. BROOKLYN, NY				
REQUISITION NO:	39875	1*	1)\$		
P.O. NO:	11561, 11562, & 11564	3 PARTIALS	2)	<u>219,014.45</u>	
DESCRIPTION:	VARIOUS SAFETY ITEMS FOR STOCKROOM		3)	170,000.00	
AWARDED TO:	11561 - FT. LEE HARDWARE & SUPPLY	\$102,707.20			
	FT. LEE, NJ				
	11562 - EASTCO INDUSTRIAL SUPPLY	30,464.50			
	HUNTINGTON STATION, NY				
	11564 - VENDOR NETWORK	<u>53,743.65</u>			
	BRONXVILLE, NY				
	TOTAL	\$186,915.35			

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 41846 P.O. NO: 11574 DESCRIPTION: #2, #4, #6 FUEL OIL - VARIOUS FACILITIES	NYC CONTRACT	1)\$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: CASTLE OIL, INC. HARRISON, NY		
REQUISITION NO: 39099 P.O. NO: 11576 DESCRIPTION: CARPET TILES - WTC	2*	1)\$ 207,846.00 2) 134,375.00 3) 175,000.00
AWARDED TO: CULVER FLOOR COVERING BROOKLYN, NY		
REQUISITION NO: 40798 P.O. NO: 11580 DESCRIPTION: UNDERWATER DIVING SERVICES- 2 YEARS	11*	1)\$ 376,880.00 2) 116,760.00 3) 150,000.00
AWARDED TO: PCA ENGINEERING, INC. HAWTHORNE, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 40106	2*	1)\$ 228,854.10
P.O. NO: 11603, 11604, & 11605	8 PARTIALS	2) 100,442.56
DESCRIPTION: GLOVES, VARIOUS-ONE YEAR		3) 79,000.00
AWARDED TO: 11603 - H. TEXIER GLOVE CO. PLAINFIELD, NJ	\$55,264.20	
11604 - MAGID GLOVE & SAFETY CHICAGO, IL	14,746.30	
11605 - MULTINATIONAL MARKETING BURLINGTON, NJ	411.00	
	TOTAL \$70,421.50	
REQUISITION NO: 42033	NJ STATE CONTRACT	1)\$ -----
P.O. NO: 11672		2) 400,000.00
DESCRIPTION: #2 FUEL OIL FOR NEWARK AIRPORT		3) 400,000.00
AWARDED TO: NATIONAL TERMINAL INC NEWARK, NJ		
REQUISITION NO: 39753	2*	1)\$ 503,567.00
P.O. NO: 11679		2) 282,567.00
DESCRIPTION: CERAMIC TILE FOR LINCOLN TUNNEL		3) 636,000.00
AWARDED TO: SUMMITVILLE TILES, INC. SUMMITVILLE, OH		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 41270 P.O. NO: 11705 DESCRIPTION: CISCO ROUTERS & ACCESSORIES	3*	1)\$ 86,596.33 2) 78,611.07 3) 65,000.00
AWARDED TO: MISCO AMERICA, INC. HOLMDEL, NJ		
REQUISITION NO: 40939 P.O. NO: 11818 DESCRIPTION: ASSORTED BALLASTS-REQUIREMENTS CONTRACT	3*	1)\$ 116,770.10 2) 104,407.30 3) 110,000.00
AWARDED TO: RALE ELECTRIC SUPPLY WANAMASSA, NJ		
REQUISITION NO: 41805 P.O. NO: 11877 DESCRIPTION: SIGNS & CABINETS PABT	4*	1)\$ 263,556.00 2) 186,087.00 3) 280,000.00
AWARDED TO: SIGNS & DECAL CORP. BROOKLYN, NY		
REQUISITION NO: 41321 P.O. NO: 11932 DESCRIPTION: WTC MESSENGER CENTER	15* LOW BIDDER DID NOT MEET PREREQUISITES	1)\$ 401,096.40 2) 72,804.00 3) 150,000.00
AWARDED TO: CONTEMPORARY COURIER, INC. NEW YORK, NY	\$82,200.00	

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 41583 P.O. NO: 11982 DESCRIPTION: RUNWAY TRACTION SAND- 2 YEAR CONTRACT	5* LOW BIDDER DID NOT MEET SPECIFICATIONS	1)\$ 615,120.00 2) 248,800.00 3) 433,000.00
AWARDED TO: MEDFORD SAND & GRAVEL MILLER PLACE, NY	\$286,250.00	
REQUISITION NO: 40128 P.O. NO: 12091 DESCRIPTION: JFK ROADWAY SIGNAGE	3*	1)\$ 785,941.00 2) 355,000.00 3) 500,000.00
AWARDED TO: INTERSTATE HIGHWAY SIGN LITTLE ROCK, AK		
REQUISITION NO: 41586 P.O. NO: 12113 DESCRIPTION: SODIUM FORMATE FOR AVIATION	2*	1)\$ 365,576.20 2) 281,601.00 3) 232,000.00
AWARDED TO: HOECHST CANADA, INC. MONTREAL, QUEBEC, CANADA		
REQUISITION NO: 41587 P.O. NO: 12233 & 12234 DESCRIPTION: UREA REQUIREMENTS FOR AVIATION	2* 3 PARTIALS	1)\$ 182,037.50 2) 146,483.00 3) 139,560.00
AWARDED TO: 12233 - GLOBE GRAPHICS CO., INC. FARMINGTON, MI	\$28,747.40	
12234 - PETERS CHEMICAL CO. HAWTHORNE, NJ	114,800.00	
TOTAL	\$143,547.40	

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO: 42540 P.O. NO: 12274 DESCRIPTION: GF WORKSTATION COMPONENTRY FOR WTC	GSA CONTRACT	1)\$ -----	2) 187,176.31	3) 187,200.00
AWARDED TO: GF OFFICE FURNITURE, LTD NEW YORK, NY				
REQUISITION NO: 42557 P.O. NO: 12346 DESCRIPTION: ASSORTED TOOL - STOCKROOM	NJ STATE CONTRACT	1)\$ -----	2) 242,287.55	3) 175,000.00
AWARDED TO: COLONIAL HARDWARE CORP. SPRINGFIELD, NJ				
REQUISITION NO: 42669 P.O. NO: 12372 DESCRIPTION: NOVELL NETWORK	NYC CONTRACT	1)\$ -----	2) 98,392.04	3) 98,392.04
AWARDED TO: FULTON COMPUTER PRODUCTS & PROGRAMS ROCKVILLE CENTRE, NY				
REQUISITION NO: 41939 P.O. NO: 12379 DESCRIPTION: DRIVE-AWAY VEHICLE SERVICE 2 YEARS	1*	1)\$ -----	2) 112,379.00	3) 130,000.00
AWARDED TO: GARDEN STATE BUILDING MAINTENANCE PATERSON, NJ				

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 42153 P.O. NO. 12419 DESCRIPTION PROPANE FOR JFKIA	2*	1)\$ 401,400.00 2) 348,000.00 3) 330,000.00
AWARDED TO: PARACO GAS PURCHASE, NY		
REQUISITION NO: 42097 P.O. NO. 12425 DESCRIPTION DENKA ATRIUM 90' LIFT	4*	1)\$ 161,933.00 2) 145,600.00 3) 150,000.00
AWARDED TO: UPRIGHT SCAFFOLDS RIDGEFIELD PARK, NJ		
REQUISITION NO: 42552 P.O. NO. 12480 DESCRIPTION ANCHORS, BOLTS, NUTS & SCREWS - 3 YEARS	NJ STATE CONTRACT	1)\$ ----- 2) 412,345.45 3) 330,000.00
AWARDED TO: G.K. YEDIBALIAN, INC. JERSEY CITY, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 42225	8*	1)\$ 480,000.00
P.O. NO. 12585		2) 282,250.00
DESCRIPTION ELECTRICAL, DATA & TELECOMMUNICATIONS INSTALLATION SERVICES NJ FACILITIES		3) 250,000.00
AWARDED TO: ELECTRO TECH ELECTRIC CO. JERSEY CITY, NJ		
REQUISITION NO: 42539	6*	1)\$ 266,100.00
P.O. NO: 12661	5% SBE PREFERENCE	2) 159,150.00
DESCRIPTION CARPET TILES - WTC		3) 170,000.00
AWARDED TO: TAUB'S FLOOR COVERING CO. STATEN ISLAND, NY	\$159,610.00	

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BID RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
Various Port Authority Facilities Purchase of Gate Mechanisms and Parts Federal APD, Inc. Farmington, MI	Sole source	2) \$ 95,000 3) 90,000

(Board - 2/8/96)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period October 1, 1995 to December 31, 1995.

NAME	FACILITY	AMOUNT COLLECTED
COM-PULSE INC	World Trade Center	\$ 650.00
AUTOMOTIVE RENTALS INC	Off Property	2,162.50
CONTINENTAL CONCESSIONS	Goethals Bridge	2,880.50
DELTA WELL & PUMP CO	John F. Kennedy International Airport	998.05
DINGA CHRISTINA J	Lincoln Tunnel	1,951.89
EVERGREEN AIRLINES	John F. Kennedy International Airport	9,000.00
GENERAL HUDSON	John F. Kennedy International Airport	3,031.49
GSN TRUCKING	George Washington Bridge	7,359.43
HEYD DIANE L	George Washington Bridge	2,827.53
HUDSON GENERAL	John F. Kennedy International Airport	844.44
LEE TAICHANG/COLONIAL ASO	John F. Kennedy International Airport	800.00
MARKETING CO SUN REFINI	Holland Tunnel	5,000.00
MECLINCH EQUIPMENT INC	Port Authority Bus Terminal	1,450.00
NATAL EXCAVATING INC	Holland Tunnel	495.72
OGDEN ALLIED	John F. Kennedy International Airport	614.00
PEREIRA WILLIAM B	George Washington Bridge	708.74
RESTO FREDDIE A	George Washington Bridge	6,750.00
SHATER MOHAMED	Newark International Airport	605.86
TAXI SERVICE HENESSY	Holland Tunnel	2,720.40
VALEZ MARIANA	Lincoln Tunnel	3,011.22
	TOTAL	\$ 53,861.77

TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
AMPCO SYSTEM PARKING	Newark International Airport	\$ 160.00
JAFFE KEITH	Newark International Airport	1,524.30
JAMIESON JEANINE	Newark International Airport	147.34
WATT JAMES	Newark International Airport	91.69
WINSTON AMERICAN TRANSP	Outerbridge Crossing	821.09
BOYD JENNIFER	Off Property	796.36
CALABRESE MARION	George Washington Bridge	1,513.44
CAPACYACHI JOANNE	Lincoln Tunnel	913.09
CASANAS ALEIDA	George Washington Bridge	783.00
HUM SAMSON	Lincoln Tunnel	545.20
MC ENROE JAMES	Newark International Airport	1,463.12
SANTOS-ALFREDO A	Newark International Airport	422.99
VERA LUISA/USF&G ASO	Holland Tunnel	3,191.73
WASHINGTON ROBERT	Holland Tunnel	650.00
CICALE PETER	George Washington Bridge	360.40
COLLINS AURORA	Newark International Airport	60.80
DI DOMENICO BENITO	George Washington Bridge	84.00
HERRING JOAN	Goethals Bridge	89.78
KRULFEIFER GARY	George Washington Bridge	41.28
POLIZZOTTO BARBARA	George Washington Bridge	156.05
CARIDI DORIS	Off Property	730,681.98
HOLLIS RANDOLPH & DORO	John F. Kennedy International Airport	7,500.00
JOHNSON HUBERT	John F. Kennedy International Airport	10,000.00
TURNER MELVIN & WILMA	Holland Tunnel	17,500.00
ARIZMENDI MAXWELL	Port Authority Bus Terminal	40,000.00
WAGENBUCHLER OSCAR	George Washington Bridge	4,500.00
RUDI DENNIS & HELEN	Port Authority Bus Terminal	70,000.00
JAHN RICHARD A	World Trade Center	370.00
MIHALOVICH ALEXANDER	World Trade Center	160.00

TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
AMANO MASAMI	George Washington Bridge	\$ 246.90
BAILON WILLIAM	John F. Kennedy International Airport	687.00
BOND TRANSFER CO	George Washington Bridge	2,081.75
BRANDON-LANE CARRIE	Holland Tunnel	1,038.56
CIRELLI GEORGE	Lincoln Tunnel	2,020.00
CORTAZZO JOHN	Port Authority Bus Terminal	74.04
DE JESUS MIGDALIA	John F. Kennedy International Airport	2,570.75
DEAN WITTER REYNOLDS INC	World Trade Center	7,000.00
DEBBARH KARIM	New York City Passenger Ship Terminal	744.88
DELARY BRUCE	New York City Passenger Ship Terminal	760.43
GELBER PEARL/ALLSTATE ASO	John F. Kennedy International Airport	5,080.98
GHANIME DANIEL	Newark International Airport	785.57
HAMMONDS DAVID	Port Authority Bus Terminal	232.14
HOUSTON GONJA	Port Authority Bus Terminal	1,714.14
ISCARO MARK	Holland Tunnel	677.62
JOHN LEE	Outerbridge Crossing	263.78
KALYBABA TRUCKING/CK INS	Lincoln Tunnel	2,500.00
KESSMAN EILEEN	LaGuardia Airport	119.35
KHEALIE RALPH	George Washington Bridge	639.54
KORBUL WILLIAM	Port Authority Bus Terminal	125.52
LAFFERTY ROSEMARY	George Washington Bridge	275.00
LEARY DEBRA	Off Property	486.94
MYERS F W	World Trade Center	190,220.00
O'BRIEN RAYMOND	Lincoln Tunnel	692.71
PAPADATOS CHRISTOS	LaGuardia Airport	450.86
PARILLO VINCENZO	John F. Kennedy International Airport	449.44
PICCO PATRICIA	LaGuardia Airport	98.52
RAMSOOK CAROL ANN	John F. Kennedy International Airport	633.17
SAMUEL STANLEY	LaGuardia Airport	86.92

(Board - 2/8/96)

TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
SHANNON EDWARD	Port Authority Bus Terminal	\$ 60.00
SHARKEY KEVIN	Port Authority Bus Terminal	158.86
TOPSIDE LEASING CORP	Holland Tunnel	700.00
TORTORICI MICHAEL	John F. Kennedy International Airport	2,991.30
TUKU MIRIAM	LaGuardia Airport	187.79
WALTON CAROL	Port Authority Bus Terminal	200.00
ZIEMAN KURT	LaGuardia Airport	1,674.69
DEL VENTO LENNY	Port Newark	4,500.00
LAPIDOT TAMAR	John F. Kennedy International Airport	22,500.00
HARRIS ANNE	Port Authority Bus Terminal	5,000.00
LASO ANTOINETTE	John F. Kennedy International Airport	25,000.00
MARKS INEZ	World Trade Center	1,250.00
	TOTAL	\$ 938,431.98

**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 Service Contract were authorized or amended, during the period December 1, 1995 to December 31, 1995.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
<p>For the Director, Interstate Transportation, to retain the services of;</p> <p>StreetSmarts, Inc. 3400 McClure Bridge Road Building D- Suite A Duluth, Georgia 30136-3281</p>	<p>Professional advisory services to provide data collection equipment and technology to survey Saturday PATH passengers on June 10, 1995. Survey allows staff to test new low-cost ways of collecting marketing information for various businesses without purchasing the equipment.</p>	<p>\$ 2,000</p>

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, March 7, 1996

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, March 7, 1996, 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. Henry F. Henderson
 Hon. Robert C. Janiszewski
 Hon. Alan G. Philibosian

NEW YORK

Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
 Jeffrey S. Green, General Counsel
 Lysa C. Meduri, Secretary
 Harry M. Agnostak, Attorney, Law
 Karen A. Antion, Chief Technology Officer
 Cynthia Lynn Bacon, Assistant Chief Labor Negotiator, PATH
 Daniel Bergstein, Executive Policy Analyst, Budget
 A. Paul Blanco, Chief Administrative Officer
 William J. Cahill, Principal Information Officer, Office of Press Secretary
 Eugene R. Ceccarelli, Police Captain, World Trade Center Police
 Karen E. Eastman, Assistant Board Secretary
 David F. Feeley, Chief Operating Officer
 Frank V. Fox, Acting Superintendent of Police, Public Safety
 John J. Haley, Jr., Deputy Executive Director
 Mark O. Hatfield, Jr., Deputy Press Secretary
 Gita Kalra, Attorney, Law
 Charles J. Maikish, Director, World Trade
 Raymond P. Mannion, Comptroller
 Charles F. McClafferty, Acting Chief Financial Officer
 James C. Reinish, Principal Policy Analyst, Office of Board Secretary
 Patrick D. Rooney, Chief, Employment and Labor Law Division, Law
 Cruz C. Russell, Acting Director, Corporate Policy and Planning
 Jeff Stein, Executive Assistant to the Chairman
 Joseph A. Tobia, Manager, Corporate Budget and Reporting, Budget
 Peter Yerkes, Acting Press Secretary
 John J. Collura, Honoree
 Matthew Greene, United Transportation Union Representative
 Karen Szczepanski, CWA Union Representative
 Richard Mroz, New Jersey Governor's Authorities Unit

The public meeting was called to order by Chairman Eisenberg at 2:26 p.m. and ended at 2:38 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of February 8, 1996. 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 Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meeting on February 22, 1996, which included discussion of internal audit 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.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on February 22, 1996, related to personnel, lease and 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 Capital Program/Construction

The Committee on Capital Program/Construction submitted a report, for information, of matters discussed in executive session at its meeting on February 22, 1996, which included a discussion of matters relating to Port Authority financing, 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 Finance

The Committee on Finance submitted a report, for information, of action taken in executive session at its meeting on February 8, 1996, to purchase liability insurance, 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.

Matthew Greene, of the United Transportation Union, and Karen Szczepanski of the Communications Workers of America, addressed the Board.

Tribute to John J. Collura

The following resolution was unanimously adopted expressing the appreciation of the Board of Commissioners to John J. Collura.

WHEREAS, during his twenty-five years with the Port Authority, John Collura served with great distinction from his earliest days as an auditor through his tenure as Chief Operating Officer; and

WHEREAS, during his years as the Assistant Executive Director and Director of Management and Budget, John led the agency's business planning efforts toward its goals of increased organizational effectiveness, improved operating efficiency and increased levels of cost-effective public service, and

WHEREAS, through John's efforts, the Port Authority has become nationally recognized as a leader in the field of government finance, having received the prestigious Government Finance Officers Association's Distinguished Budget Presentation Award for the last four years.

Now, therefore be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their appreciation to John J. Collura for his many years of dedicated service to the agency and the region it serves; and it is further

RESOLVED, that the Commissioners do hereby direct that this resolution be suitably engraved and presented to Mr. Collura as a token of their thanks.

**Port Authority Bus Terminal - International Shoppes, Inc. -
Lease Agreement**

It was recommended that the Board authorize the Executive Director to enter into an agreement with International Shoppes, Inc. (International Shoppes) for the early renewal of the term of the letting under its lease, for the relocation of the premises under its lease and for the construction and operation of a card and gift shop located on the Main Concourse, South Wing of the Port Authority Bus Terminal (PABT).

The principals of International Shoppes have been operating in the PABT for over thirty years. In July 1983, the Board authorized the Executive Director to enter into a fifteen year lease agreement with International Shoppes covering the letting of space in the Main Concourse, South Wing of the PABT for the operation of a gift shop.

It is now proposed to enter into an agreement with International Shoppes to relocate its premises to a portion of the former Walgreen space on the Main Concourse, South Wing of the PABT constituting approximately 2500 square feet of space for the sale at retail of greeting cards, gift boxes of cosmetics, imported candy and other giftware items. The term of the letting of the new space will commence approximately May 1, 1996 and will expire approximately ten years from the date payment of rental for the new premises starts. Payment of rental for the new premises will start approximately 240 days following the commencement date of the letting of the new premises or the commencement of business operations, whichever occurs first. International Shoppes will pay a basic rental and a percentage rental for the new premises as provided in the agreement, and will continue to pay a basic rental and a percentage rental for its existing premises as set forth in the existing lease agreement until it surrenders its existing premises when it moves into the new premises. International Shoppes will invest approximately \$500,000 in the construction of the new premises including new walls, ceiling, floors, plumbing, lighting, electrical systems, duct work and signage. The Port Authority will grant International Shoppes a rental credit in an amount up to \$25,000 for the construction by International Shoppes of a demising wall and a corridor leading to its storage area on the second floor. The Port Authority will also be obligated to remove asbestos from the new premises at an estimated cost of \$110,000. The letting of the new premises will be terminable by the Port Authority without cause on thirty days' notice, in which event the Port Authority will reimburse International Shoppes for the unamortized portion of its initial capital investment in the new premises to the extent such initial capital investment does not exceed \$500,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 International Shoppes, Inc. covering the letting of new premises at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**Port Authority Bus Terminal - Surf City Squeeze, Inc. -
Lease Agreement**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Surf City Squeeze, Inc. covering the letting of space at the Port Authority Bus Terminal (PABT) for the construction and operation of a juice bar and to enter into a brokerage agreement with Garrick-Aug Associates Store Leasing, Inc. in connection with the lease agreement.

Surf City Squeeze has sixty-four juice bars throughout the United States. The location in the PABT will be its first in the New York City area. Surf City Squeeze specializes in smoothies, a creamy blended drink made with fresh fruit, juice, and their own non-dairy smooth mix.

The lease will cover the letting of approximately 600 square feet of space on the second floor of the South Wing of the PABT. The term of the letting will commence approximately May 1, 1996 and will expire approximately ten years from the date payment of rental starts. Payment of rental will start approximately 180 days following the commencement date of the letting or commencement of business operations, whichever occurs first. Surf City Squeeze will pay a basic rental and a percentage rental as provided in the lease. Surf City Squeeze will invest approximately \$125,000 in the construction of the juice bar including new walls, ceiling, floors, plumbing, lighting, electrical systems, duct work and signage. The Port Authority will grant Surf City Squeeze a rental credit in an amount up to \$10,000 to cover the cost of construction by Surf City Squeeze of a demising wall. The lease will be terminable by the Port Authority without cause on thirty days' notice, in which event the Port Authority will reimburse Surf City Squeeze for the unamortized portion of its initial capital investment in the premises to the extent its initial capital investment does not exceed \$125,000. A brokerage agreement will be entered into with Garrick-Aug Associates Store Leasing, Inc. and a brokerage commission will be payable in connection with this lease agreement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Surf City Squeeze covering the letting of space at the Port Authority Bus Terminal and to enter into a brokerage agreement with Garrick-Aug Associates Store Leasing, Inc. in connection with such letting, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

**Settlement of Claim - Eliza Bryant v. The Port Authority of
New York and New Jersey**

It was recommended that General Counsel be authorized to enter into a settlement with Eliza Bryant (plaintiff), and her attorneys in the amount of \$175,000 inclusive of attorneys fees, interest, costs and disbursements and any and all liens in exchange for a general release from all claims in this action and a stipulation of discontinuance.

The settlement will fairly resolve plaintiff's claim for damages arising out of an incident on June 22, 1990 at LaGuardia Airport due to a claimed defective step resulting in injuries to her right hand and left hip, the latter requiring surgery and insertion of three permanent metal pins.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that General Counsel be and be hereby is authorized, for and on behalf of the Port Authority, to settle the pending Supreme Court, Queens County action entitled Eliza Bryant v. The Port Authority of New York and New Jersey for the total amount of \$175,000, inclusive of attorneys fees, interest, costs, and disbursements and any and all liens, by a general release and stipulation of discontinuance with prejudice in full settlement of the claim.

Reallocation of Manhattan Central Business District Funds to the Miller Highway Project

It was recommended that the Board authorize the Executive Director to provide to the Empire State Development Corporation, pursuant to an appropriate agreement, \$560,000 that is currently allocated for traffic distribution improvements in the Manhattan Central Business District, to be used instead as additional funding for engineering design and environmental analysis for the relocation of Miller Highway between West 59th and West 72nd Streets in Manhattan.

Governor Pataki has requested this action, which will provide additional funds needed to fulfill New York State's financial obligation as required pursuant to the state's receipt of a \$4.7 million federal grant for the Miller Highway project.

At the request of Governor Pataki, the Board, at its meeting of January 7, 1992, authorized the allocation of \$1 million for planning the Miller Highway project. Such funds were allocated against monies to be made available for projects in the New York State portion of the Regional Economic Development Program, and have been fully expended.

Following this authorization, \$812,000 will remain available for expenditures related to traffic distribution improvements in the Central Business District in Manhattan.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 provide to the Empire State Development Corporation or other appropriate public entity pursuant to an appropriate agreement, \$560,000 that is currently allocated for traffic distribution improvements in the Manhattan Central Business District, to be used instead as additional funding for engineering design and environmental analysis for the relocation of Miller Highway between West 59th and West 72nd Streets in Manhattan; and it is further

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

The World Trade Center - Dow Jones & Company, Inc. - Lease Agreement

It was recommended that the Board authorize the Executive Director to enter into an agreement of lease with Dow Jones & Company, Inc. (Dow Jones) covering the letting of the entire 58th floor and a portion of the 57th floor in Two World Trade Center constituting approximately 65,000 rentable square feet of space, and to enter into a brokerage agreement with Cushman & Wakefield Inc. in connection with such lease agreement, such agreements to be substantially in accordance with the terms and conditions outlined below, the final terms of the lease agreement to be subject to review by the Committee on Operations.

Dow Jones is a highly regarded firm involved in the creation and communication of financial data. The proposed agreement of lease will commence on or about October 1, 1996 and will be for a term of approximately ten years. Dow Jones will pay an aggregate rental over the term of approximately \$17 million with basic rental commencing with the second year of the term. A brokerage commission will be payable to Cushman & Wakefield, Inc. in connection with this transaction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Dow Jones & Company, Inc. covering the letting of the entire 58th floor and a portion of the 57th floor of Two World Trade Center and to enter into a brokerage agreement with Cushman & Wakefield, Inc. in connection with such letting, such agreements shall be substantially in accordance with the terms outlined above, the final terms and conditions of the lease agreement shall be subject to review by the Committee on Operations; the form of each agreement shall be subject to the approval of General Counsel or his authorized representative.

ard - 3/7/96)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period January 1, 1996 to January 31, 1996.

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>Purch 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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
01/04/96	\$ 5,000,000	US T-BILL	---	07/05/96	97.46	4.985%	5.185%	\$ 4,873,297.92	Daiwa Securities America
01/04/96	10,000,000	US T-BILL	---	07/05/96	97.46	4.985	5.185	9,746,595.83	Dean Witter Reynolds
01/04/96	10,000,000	US T-BILL	---	07/05/96	97.46	4.985	5.185	9,746,595.83	PaineWebber
01/04/96	10,000,000	US T-BILL	---	09/19/96	96.44	4.940	5.154	9,644,594.44	SBC Capital Markets, Inc.
01/04/96	15,000,000	US T-BILL	---	04/04/96	98.72	5.045	5.176	14,808,900.00	Goldman, Sachs & Co
01/04/96	20,000,000*	US T-BILL	---	03/07/96	99.13	4.950	5.063	19,826,750.00	Nikko Securities Co Intl
01/08/96	5,000,000	US T-BILL	---	09/19/96	96.49	4.955	5.169	4,824,510.42	Goldman, Sachs & Co
01/08/96	10,000,000	US T-BILL	---	09/19/96	96.48	4.960	5.174	9,648,666.67	SBC Capital Markets, Inc.
01/08/96	25,000,000	US T-BILL	---	05/30/96	98.01	5.000	5.172	24,503,472.23	PaineWebber
01/10/96	297,000	USTB (103DS)	---	06/13/96	97.86	4.970	5.149	290,644.61	First Chicago Capital Mkt
01/11/96	10,000,000	US T-NOTE	5.125%	04/30/98	99.71	---	5.253	9,971,875.00	PaineWebber
01/11/96	10,000,000	US T-NOTE	5.125	06/30/98	99.67	---	5.264	9,967,968.75	Daiwa Securities America
01/11/96	15,000,000	US T-NOTE	5.125	03/31/98	99.76	---	5.234	14,964,843.75	SBC Capital Markets, Inc.
01/12/96	5,000,000	US T-NOTE	5.500	12/31/00	100.04	---	5.489	5,002,343.75	Daiwa Securities America

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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
01/23/96	\$ 5,000,000	US T-NOTE	5.500%	12/31/00	100.67	---	5.343%	\$ 5,033,593.75	Daiwa Securities America
01/23/96	5,000,000	US T-NOTE	5.500	12/31/00	100.65	---	5.346	5,032,812.50	PaineWebber
01/24/96	5,000,000	US T-NOTE	5.500	12/31/00	100.51	---	5.379	5,025,781.25	Goldman, Sachs & Co
01/24/96	10,000,000	US T-NOTE	5.250	12/31/97	100.26	---	5.102	10,026,562.50	Daiwa Securities America
01/25/96	10,000,000	US T-NOTE	5.500	12/31/00	100.65	---	5.346	10,065,625.00	PaineWebber
01/25/96	10,000,000	US T-NOTE	5.500	11/15/98	100.85	---	5.165	10,085,937.50	Daiwa Securities America
01/26/96	10,000,000	US T-NOTE	5.500	12/31/00	100.42	---	5.400	10,042,187.50	PaineWebber
01/26/96	10,000,000	US T-NOTE	5.500	11/15/98	100.82	---	5.179	10,082,031.25	Goldman, Sachs & Co
01/26/96	10,000,000	US T-NOTE	5.500	11/15/98	100.79	---	5.188	10,079,687.50	Daiwa Securities America
01/26/96	25,000,000*	US T-BILL	---	04/11/96	98.94	4.980%	5.103	24,737,166.68	Nikko Securities Co Intl
01/31/96	10,000,000	US T-NOTE	5.250	01/31/01	99.06	---	5.467	9,906,250.00	SBC Capital Markets, Inc.
01/31/96	10,000,000	US T-NOTE	5.250	01/31/01	99.47	---	5.371	9,947,656.25	Daiwa Securities America
01/31/96	10,000,000	US T-NOTE	5.250	01/31/01	99.39	---	5.389	9,939,843.75	Daiwa Securities America
01/31/96	<u>10,000,000</u>	US T-NOTE	5.000	01/31/98	99.83	---	5.090	<u>9,983,100.00</u>	Daiwa Securities America
	<u>\$290,297,000</u>							<u>\$287,809,294.63</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

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
01/04/96	\$ 15,000,000	US T-BILL	---	03/21/96	98.95	4.895%	5.015%	5.89%	\$14,842,952.09	Goldman, Sachs & Co
01/04/96	20,000,000*	US T-BILL	---	02/29/96	99.25	4.820	4.924	6.29	19,850,044.44	Nikko Securities Co Intl
01/12/96	5,000,000	US T-NOTE	5.500%	12/31/00	100.17	---	5.460	45.53	5,008,593.75	Daiwa Securities America
01/24/96	10,000,000	US T-NOTE	5.250	12/31/97	100.33	---	5.064	25.52	10,033,593.75	Daiwa Securities America
01/24/96	5,000,000	US T-NOTE	5.500	12/31/00	100.71	---	5.333	70.69	5,035,546.88	Goldman, Sachs & Co
01/25/96	10,000,000	US T-NOTE	5.500	11/15/98	100.92	---	5.140	22.41	10,092,187.50	Daiwa Securities America
01/25/96	10,000,000	US T-NOTE	5.500	12/31/00	100.82	---	5.306	62.11	10,082,812.50	PaineWebber
01/26/96	25,000,000*	US T-BILL	---	02/22/96	99.65	4.550	4.629	5.85	24,914,687.50	Nikko Securities Co Intl
01/31/96	10,000,000	US T-NOTE	5.250	01/31/01	99.57	---	5.347	37.27	9,957,812.50	Daiwa Securities America
01/31/96	10,000,000	US T-NOTE	5.000	01/31/98	99.89	---	5.054	24.66	9,989,843.75	Daiwa Securities America
01/31/96	<u>10,000,000</u>	US T-NOTE	5.250	01/31/01	99.32	---	5.405	97.8	<u>9,932,812.50</u>	SBC Capital Markets, Inc.
	<u>\$130,000,000</u>								<u>\$129,740,887.16</u>	

BEY - Bond Equivalent Yield

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

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

Repurchase Transactions

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	01/02/96	01/03/96	\$10,883,000	5.720%	\$ 1,729.19
Daiwa Securities America	01/02/96	01/03/96	11,998,000	5.700	1,899.68
Yamaichi Intl (America)	01/02/96	01/03/96	12,003,000	5.720	1,907.14
Yamaichi Intl (America)	01/02/96	01/03/96	17,114,000	5.720	2,719.22
Nomura Securities Intl	01/02/96	01/03/96	18,170,000	5.650	2,851.68
Eastbridge Capital	01/02/96	01/03/96	24,660,000	5.700	3,904.50
Eastbridge Capital	01/02/96	01/03/96	25,340,000	5.700	4,012.17
First Chicago Capital Mkt	01/02/96	01/03/96	37,800,000	5.680	5,964.00
Daiwa Securities America	01/02/96	01/03/96	38,002,000	5.700	6,016.98
Dean Witter Reynolds	01/02/96	01/03/96	44,975,000	5.700	7,121.04
Nikko Securities Co Intl	01/03/96	01/04/96	15,000,000	5.900	2,458.33
Nikko Securities Co Intl	01/03/96	01/04/96	17,570,000	5.900	2,879.53
Yamaichi Intl (America)	01/03/96	01/04/96	21,949,000	5.950	3,627.68
Daiwa Securities America	01/03/96	01/04/96	22,274,000	5.900	3,650.46

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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>
Eastbridge Capital	01/03/96	01/04/96	\$24,660,000	5.950%	\$ 4,075.75
Eastbridge Capital	01/03/96	01/04/96	25,340,000	5.950	4,188.14
Daiwa Securities America	01/03/96	01/04/96	27,726,000	5.900	4,543.98
Yamaichi Intl (America)	01/03/96	01/04/96	28,051,000	5.950	4,636.21
Dean Witter Reynolds	01/03/96	01/04/96	37,725,000	5.900	6,182.71
Nomura Securities Intl	01/03/96	01/04/96	44,940,000	5.900	7,365.17
Dean Witter Reynolds	01/04/96	01/05/96	14,440,000	5.700	2,286.33
Nikko Securities Co Intl	01/04/96	01/05/96	17,570,000	5.700	2,781.92
Eastbridge Capital	01/04/96	01/05/96	20,375,000	5.720	3,237.36
Dean Witter Reynolds	01/04/96	01/05/96	23,290,000	5.700	3,687.58
Yamaichi Intl (America)	01/04/96	01/05/96	24,891,000	5.730	3,961.82
Yamaichi Intl (America)	01/04/96	01/05/96	25,109,000	5.730	3,996.52
Eastbridge Capital	01/04/96	01/05/96	29,625,000	5.720	4,707.08
Nikko Securities Co Intl	01/04/96	01/05/96	32,000,000	5.700	5,066.67

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	01/04/96	01/05/96	\$44,950,000	5.700%	\$ 7,117.08
Dean Witter Reynolds	01/05/96	01/09/96	11,920,000	5.500	7,284.44
Nikko Securities Co Intl	01/05/96	01/08/96	15,060,000	5.510	6,915.05
Eastbridge Capital	01/05/96	01/08/96	20,360,000	5.520	9,365.60
Eastbridge Capital	01/05/96	01/08/96	29,640,000	5.520	13,634.40
Dean Witter Reynolds	01/05/96	01/09/96	32,960,000	5.500	20,142.22
Nikko Securities Co Intl	01/05/96	01/08/96	35,000,000	5.510	16,070.83
Nomura Securities Intl	01/05/96	01/08/96	37,710,000	5.500	17,283.75
Yamaichi Intl (America)	01/05/96	01/08/96	50,000,000	5.530	23,041.67
Yamaichi Intl (America)	01/08/96	01/09/96	9,688,000	5.625	1,513.75
First Chicago Capital Mkt	01/08/96	01/09/96	15,065,000	5.550	2,322.52
Yamaichi Intl (America)	01/08/96	01/09/96	19,520,000	5.625	3,050.00
Eastbridge Capital	01/08/96	01/09/96	20,360,000	5.520	3,121.87
Yamaichi Intl (America)	01/08/96	01/09/96	20,792,000	5.625	3,248.75

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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>
Eastbridge Capital	01/08/96	01/09/96	\$29,640,000	5.520%	\$ 4,544.80
Nomura Securities Intl	01/08/96	01/09/96	36,260,000	5.700	5,741.17
Dean Witter Reynolds	01/09/96	Open	635,000*	Variable**	0.00
Daiwa Securities America	01/09/96	01/10/96	900,950	5.570	139.40
Nomura Securities Intl	01/09/96	01/10/96	4,702,000	5.550	724.89
Citicorp Securities Mkts	01/09/96	01/10/96	15,065,000	5.580	2,335.08
Eastbridge Capital	01/09/96	01/10/96	20,360,000	5.600	3,167.11
First Chicago Capital Mkt	01/09/96	01/26/96	24,850,000*	5.450	64,006.01
Eastbridge Capital	01/09/96	01/10/96	29,640,000	5.600	4,610.67
Nomura Securities Intl	01/09/96	01/10/96	31,558,000	5.550	4,865.19
Daiwa Securities America	01/09/96	01/10/96	44,900,000	5.570	6,947.03
Nikko Securities Co Intl	01/09/96	01/10/96	47,000,000	5.600	7,311.11
Dean Witter Reynolds	01/09/96	Open	49,165,000*	Variable**	0.00
Nikko Securities Co Intl	01/10/96	01/11/96	139,000	5.430	20.97

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
First Chicago Capital Mkt	01/10/96	01/11/96	\$15,070,000	5.400%	\$ 2,260.50
Yamaichi Intl (America)	01/10/96	01/11/96	19,165,000	5.430	2,890.72
Eastbridge Capital	01/10/96	01/11/96	20,345,000	5.430	3,068.70
Daiwa Securities America	01/10/96	01/11/96	24,846,000	5.430	3,747.61
Daiwa Securities America	01/10/96	01/11/96	25,154,000	5.430	3,794.06
Yamaichi Intl (America)	01/10/96	01/11/96	25,750,000	5.430	3,883.96
Eastbridge Capital	01/10/96	01/11/96	29,655,000	5.430	4,472.96
SBC Capital Markets, Inc.	01/10/96	01/11/96	35,525,000	5.430	5,358.35
Fuji Securities	01/10/96	01/11/96	36,260,000	5.430	5,469.22
Nikko Securities Co Intl	01/10/96	01/11/96	49,861,000	5.430	7,520.70
First Chicago Capital Mkt	01/11/96	01/12/96	15,070,000	5.400	2,260.50
Yamaichi Intl (America)	01/11/96	01/16/96	24,268,000	5.410	18,234.71
Yamaichi Intl (America)	01/11/96	01/16/96	25,732,000	5.410	19,334.74
Nikko Securities Co Intl	01/11/96	01/16/96	35,540,000	5.400	26,655.00

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 Intl	01/11/96	01/12/96	\$36,270,000	5.375%	\$ 5,415.31
Daiwa Securities America	01/11/96	01/12/96	40,000,000	5.400	6,000.00
Eastbridge Capital	01/11/96	01/12/96	44,920,000	5.420	6,762.96
SBC Capital Markets, Inc.	01/11/96	01/12/96	50,000,000	5.400	7,500.00
Nomura Securities Intl	01/12/96	01/16/96	9,782,000	5.380	5,847.46
Daiwa Securities America	01/12/96	01/16/96	14,650,000	5.380	8,757.44
Eastbridge Capital	01/12/96	01/16/96	22,680,000	5.400	13,608.00
First Chicago Capital Mkt	01/12/96	01/19/96	24,787,500*	5.550	26,577.71
Eastbridge Capital	01/12/96	01/16/96	27,320,000	5.400	16,392.00
Daiwa Securities America	01/12/96	01/16/96	33,000,000	5.380	19,726.67
Nomura Securities Intl	01/12/96	01/16/96	33,383,000	5.380	19,955.62
Fuji Securities	01/12/96	01/16/96	35,620,000	5.375	21,273.06
SBC Capital Markets, Inc.	01/16/96	01/17/96	14,630,000	5.630	2,287.97
Yamaichi Intl (America)	01/16/96	01/17/96	24,918,000	5.650	3,910.74

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Yamaichi Intl (America)	01/16/96	01/17/96	\$25,082,000	5.650%	\$ 3,936.48
Citicorp Securities Mkts	01/16/96	01/17/96	35,605,000	5.625	5,563.28
Nikko Securities Co Intl	01/16/96	01/17/96	35,635,000	5.625	5,567.97
Daiwa Securities America	01/16/96	01/17/96	43,195,000	5.650	6,779.22
Eastbridge Capital	01/16/96	01/17/96	50,000,000	5.650	7,847.22
Yamaichi Intl (America)	01/17/96	01/18/96	12,663,000	5.920	2,082.36
Nikko Securities Co Intl	01/17/96	01/18/96	14,435,000	5.900	2,365.74
Yamaichi Intl (America)	01/17/96	01/18/96	15,438,000	5.920	2,538.69
Yamaichi Intl (America)	01/17/96	01/18/96	21,899,000	5.920	3,601.17
Nikko Securities Co Intl	01/17/96	01/18/96	23,000,000	5.900	3,769.44
Eastbridge Capital	01/17/96	01/18/96	24,825,000	5.900	4,068.54
Eastbridge Capital	01/17/96	01/18/96	25,175,000	5.900	4,125.90
Daiwa Securities America	01/17/96	01/18/96	35,615,000	5.900	5,836.90
Citicorp Securities Mkts	01/17/96	01/18/96	35,640,000	5.900	5,841.00

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>
SBC Capital Markets, Inc.	01/17/96	01/18/96	\$43,200,000	5.900%	\$ 7,080.00
Fuji Securities	01/18/96	01/19/96	14,360,000	5.570	2,221.81
Fuji Securities	01/18/96	01/19/96	20,000,000	5.570	3,094.44
Eastbridge Capital	01/18/96	01/19/96	24,835,000	5.570	3,842.53
Eastbridge Capital	01/18/96	01/19/96	25,165,000	5.570	3,893.58
SBC Capital Markets, Inc.	01/18/96	01/24/96	34,363,000*	5.400	30,969.65
Nikko Securities Co Intl	01/18/96	01/19/96	35,590,000	5.500	5,437.36
Nomura Securities Intl	01/18/96	01/19/96	35,630,000	5.560	5,502.86
Daiwa Securities America	01/18/96	01/19/96	42,155,000	5.570	6,522.32
Yamaichi Intl (America)	01/18/96	01/19/96	50,000,000	5.580	7,750.00
Nomura Securities Intl	01/19/96	01/22/96	12,551,000	5.375	5,621.80
Daiwa Securities America	01/19/96	01/22/96	14,360,000	5.400	6,462.00
Nikko Securities Co Intl	01/19/96	01/22/96	15,000,000	5.375	6,718.75
Yamaichi Intl (America)	01/19/96	01/22/96	20,007,000	5.410	9,019.82

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
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Nomura Securities Intl	01/19/96	01/22/96	\$23,094,000	5.375%	\$10,344.19
Eastbridge Capital	01/19/96	01/22/96	24,835,000	5.400	11,175.75
First Chicago Capital Mkt	01/19/96	Open	24,910,323*	Variable**	0.00
Eastbridge Capital	01/19/96	01/22/96	25,165,000	5.400	11,324.25
Yamaichi Intl (America)	01/19/96	01/22/96	29,993,000	5.410	13,521.84
Daiwa Securities America	01/19/96	01/22/96	35,595,000	5.400	16,017.75
Citicorp Securities Mkts	01/19/96	01/22/96	42,160,000	5.375	18,884.17
Nikko Securities Co Intl	01/22/96	01/23/96	5,878,000	5.430	886.60
Fuji Securities	01/22/96	01/23/96	14,075,000	5.430	2,122.98
Yamaichi Intl (America)	01/22/96	01/23/96	15,378,000	5.440	2,323.79
Nomura Securities Intl	01/22/96	01/23/96	16,000,000	5.420	2,408.89
Eastbridge Capital	01/22/96	01/23/96	16,965,000	5.450	2,568.31
Yamaichi Intl (America)	01/22/96	01/23/96	20,307,000	5.440	3,068.61
Eastbridge Capital	01/22/96	01/23/96	33,035,000	5.450	5,001.13

(Board - 3/7/96)

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	01/22/96	01/23/96	\$35,585,000	5.430%	\$ 5,367.40
Daiwa Securities America	01/22/96	01/23/96	42,180,000	5.430	6,362.15
Nikko Securities Co Intl	01/22/96	01/23/96	44,122,000	5.430	6,655.07
Daiwa Securities America	01/23/96	01/24/96	14,075,000	5.410	2,115.16
Eastbridge Capital	01/23/96	01/24/96	17,950,000	5.420	2,702.47
Citicorp Securities Mkts	01/23/96	01/24/96	18,000,000	5.410	2,705.00
Yamaichi Intl (America)	01/23/96	01/24/96	24,046,000	5.430	3,626.94
Yamaichi Intl (America)	01/23/96	01/24/96	25,954,000	5.430	3,914.73
Eastbridge Capital	01/23/96	01/24/96	32,050,000	5.420	4,825.31
Daiwa Securities America	01/23/96	01/24/96	35,590,000	5.410	5,348.39
Nikko Securities Co Intl	01/23/96	01/24/96	35,695,000	5.430	5,384.00
Nomura Securities Intl	01/23/96	01/24/96	42,185,000	5.410	6,339.47
Fuji Securities	01/24/96	01/31/96	9,875,000*	5.550	10,492.19
SBC Capital Markets, Inc.	01/24/96	Open	10,100,000*	Variable**	0.00

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	01/24/96	01/25/96	\$14,055,000	5.420%	\$ 2,116.06
Eastbridge Capital	01/24/96	01/25/96	20,210,000	5.420	3,042.73
Yamaichi Intl (America)	01/24/96	01/25/96	21,506,000	5.430	3,243.82
Nomura Securities Intl	01/24/96	01/25/96	25,000,000	5.400	3,750.00
Yamaichi Intl (America)	01/24/96	01/25/96	28,494,000	5.430	4,297.85
Eastbridge Capital	01/24/96	01/25/96	29,790,000	5.420	4,485.05
Daiwa Securities America	01/24/96	01/25/96	35,585,000	5.420	5,357.52
Harris-Nesbitt Thomson	01/24/96	01/25/96	35,710,000	5.400	5,356.50
Nikko Securities Co Intl	01/24/96	01/25/96	39,970,000	5.410	6,006.60
Yamaichi Intl (America)	01/25/96	01/26/96	13,762,000	5.450	2,083.41
Yamaichi Intl (America)	01/25/96	01/26/96	14,060,000	5.450	2,128.53
Nomura Securities Intl	01/25/96	01/26/96	15,000,000	5.440	2,266.67
Yamaichi Intl (America)	01/25/96	01/26/96	21,958,000	5.450	3,324.20
Daiwa Securities America	01/25/96	01/26/96	22,306,000	5.450	3,376.88

(Board - 3/7/96)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	01/25/96	01/26/96	\$24,850,000	5.450%	\$ 3,762.01
Eastbridge Capital	01/25/96	01/26/96	25,150,000	5.450	3,807.43
Daiwa Securities America	01/25/96	01/26/96	27,694,000	5.450	4,192.56
SBC Capital Markets, Inc.	01/25/96	01/26/96	35,595,000	5.440	5,378.80
Fuji Securities	01/25/96	01/26/96	39,975,000	5.440	6,040.67
Nikko Securities Co Intl	01/25/96	01/26/96	50,000,000	5.450	7,569.44
Nikko Securities Co Intl	01/26/96	01/29/96	11,800,000	5.450	5,359.17
Citicorp Securities Mkts	01/26/96	01/29/96	14,530,000	5.450	6,599.04
Yamaichi Intl (America)	01/26/96	01/29/96	15,060,000	5.460	6,852.30
Citicorp Securities Mkts	01/26/96	01/29/96	15,470,000	5.450	7,025.96
Eastbridge Capital	01/26/96	01/29/96	24,860,000	5.460	11,311.30
Eastbridge Capital	01/26/96	01/29/96	25,140,000	5.460	11,438.70
Yamaichi Intl (America)	01/26/96	01/29/96	34,940,000	5.460	15,897.70
Nikko Securities Co Intl	01/26/96	01/29/96	35,265,000	5.450	16,016.19

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>
SBC Capital Markets, Inc.	01/26/96	01/29/96	\$35,735,000	5.450%	\$16,229.65
Daiwa Securities America	01/26/96	01/29/96	39,060,000	5.450	17,739.75
Nomura Securities Intl	01/29/96	01/30/96	11,805,000	5.550	1,819.94
Yamaichi Intl (America)	01/29/96	01/30/96	21,717,000	5.600	3,378.20
Eastbridge Capital	01/29/96	01/30/96	24,860,000	5.570	3,846.39
Eastbridge Capital	01/29/96	01/30/96	25,140,000	5.570	3,889.72
Nomura Securities Intl	01/29/96	01/30/96	28,000,000	5.550	4,316.67
Yamaichi Intl (America)	01/29/96	01/30/96	28,283,000	5.600	4,399.58
Citicorp Securities Mkts	01/29/96	01/30/96	35,280,000	5.550	5,439.00
Fuji Securities	01/29/96	01/30/96	35,775,000	5.580	5,545.13
Daiwa Securities America	01/29/96	01/30/96	39,080,000	5.560	6,035.69
Nikko Securities Co Intl	01/30/96	01/31/96	11,655,000	5.550	1,796.81
Eastbridge Capital	01/30/96	01/31/96	24,875,000	5.560	3,841.81
Eastbridge Capital	01/30/96	01/31/96	25,125,000	5.560	3,880.42

(Board - 3/7/96)

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>
Citicorp Securities Mkts	01/30/96	01/31/96	\$26,000,000	5.550%	\$ 4,008.33
Nomura Securities Intl	01/30/96	01/31/96	34,630,000	5.550	5,338.79
Nikko Securities Co Intl	01/30/96	01/31/96	35,785,000	5.550	5,516.85
Daiwa Securities America	01/30/96	01/31/96	38,395,000	5.550	5,919.23
Yamaichi Intl (America)	01/30/96	01/31/96	50,000,000	5.560	7,722.22
Yamaichi Intl (America)	01/31/96	02/01/96	517,000	5.900	84.73
Nikko Securities Co Intl	01/31/96	02/01/96	2,802,000	5.900	459.22
Nomura Securities Intl	01/31/96	02/01/96	11,655,000	5.900	1,910.13
First Chicago Capital Mkt	01/31/96	02/01/96	16,000,000	5.625	2,500.00
Daiwa Securities America	01/31/96	02/01/96	24,541,000	5.900	4,022.00
Daiwa Securities America	01/31/96	02/01/96	25,459,000	5.900	4,172.45
SBC Capital Markets, Inc.	01/31/96	02/01/96	34,635,000	5.900	5,676.29
Nomura Securities Intl	01/31/96	02/01/96	35,800,000	5.900	5,867.22
Fuji Securities	01/31/96	02/01/96	38,400,000	5.900	6,293.33

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>
Nikko Securities Co Intl	01/31/96	02/01/96	\$47,198,000	5.900%	\$ 7,735.23
Yamaichi Intl (America)	01/31/96	02/01/96	49,483,000	5.900	8,109.71

* This transaction was executed simultaneously with a like reverse repurchase agreement transaction.
**This rate is subject to change daily.

(Board - 3/7/96)

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

Reverse Repurchase Transactions

Dealer -----	Sale Date -----	Purchase Date -----	Par Value -----	Interest Rate -----	Total Interest Paid -----
Dean Witter Reynolds	01/09/96	Open	\$49,800,000*	Variable**	\$ 0.00
First Chicago Capital Mkt	01/09/96	01/26/96	24,850,000*	5.000%	61,055.07
First Chicago Capital Mkt	01/12/96	01/19/96	24,787,500*	5.500	25,682.60
SBC Capital Markets, Inc.	01/18/96	01/24/96	34,363,000*	5.300	28,922.19
First Chicago Capital Mkt	01/19/96	Open	24,910,323*	Variable**	0.00
Fuji Securities	01/24/96	01/31/96	9,875,000*	5.500	10,094.44
SBC Capital Markets, Inc.	01/24/96	Open	10,100,000*	Variable**	0.00

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

**This rate is subject to change daily.

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

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 January 1, 1996 through January 31, 1996, 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

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>
01/17/96	\$15,000,000	OTC European Call on US Treasury Notes 5 1/8% due 3/31/98	5 1/8/32	100 2+/32	01/31/96 for 02/01/96	Goldman, Sachs & Co.	\$24,023.44

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 January 1, 1996 through January 31, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of January 31, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 January 1, 1996 through January 31, 1996 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.

**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 Service Contract were authorized or amended, during the period January 1, 1996 to January 31, 1996.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Human Resources, to retain the services of: Desimone Rehabilitation Services, Inc. 80 Eighth Avenue New York, New York 10011	Professional advisory services for a one-year pilot program to provide third party medical evaluations and second opinion evaluations.	\$ 10,000

**REPORT OF CONTRACT EXPENDITURES MADE UNDER THE 1995 BUDGET -
JANUARY 1, 1995 TO DECEMBER 31, 1995**

	<u>Amount Provided in the 1995 Budget</u>	<u>Amount Spent in 1995</u>
	(dollars, in millions)	
<u>Professional, Technical & Advisory Services</u>		
Architectural & Engineering	\$57.0	\$51.9
Job Shoppers	\$34.0	\$38.1 *
Consultants	\$50.5	\$41.6
Advertising	\$7.2	\$5.0
Professional Technical & Advisory Services Total:	\$148.7	\$136.6
 <u>Contracts</u>		
Purchase of Commodities	\$78.2	\$62.6
Maintenance & Services	\$473.8	\$438.0
Construction	\$362.2	\$381.4 **
Contracts Total:	\$914.2	\$882.0
<u>Total:</u>	\$1,062.9	\$1,018.6

* The overrun in job shopper expenditures was more than offset by underruns in architectural & engineering and consultant expenditures.

** The overrun in construction expenditures is part of a \$32 million capital expenditures increase authorized by the Board in connection with the 1996 Budget.

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 January 1, 1996 to January 31, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK133014	International Arrivals Building Loading Bridges Additional Ground Power JFK International Airport Jetway Systems Inc.	367,303(A) 37,000(D) 404,303	363,503(A)(H) -0- (D) 363,503
LGA546	Rehabilitation of Taxiways PANDG LaGuardia Airport Grace Industries Inc.	239,900(A) 573,100(B) 5,478(E) 23,000(C) 82,000(D) 57,310(F) -0-(L) 923,478	239,900(A) 573,100(B) 5,478(E) 7,731(C) -0-(D) 57,310(F) 22,073(L) 905,593
LGA100525	Immediate Repairs LaGuardia Airport Hallen Construction Co.	1,000,000(C) 1,000,000	136,472(C) 136,472
LGA700156	Reconstruction of Pump Station No. 3 LaGuardia Airport Centrum Construction Co.	868,500(A) 5,620(C) 87,000(D) 250,000(I) 80,000(J) 1,291,120	868,500(A) 5,620(C) 87,000(D) 250,000(I) 16,851(J) 1,227,971
LGA551	Concrete Deck and Pile Cap Rehabilitation LaGuardia Airport MVN Associates Inc.	105,236(A) 2,318,763(B) 16,359(E) 243,000(D) 2,716,999	82,736(A)(G) 508,200(B) 16,359(E) 10,348(D) 617,643
AKG184	Rehabilitation of a portion of the NJ approach span over the Conrail tracks Goethals Bridge Conasco Inc.	128,100(A) 46,900(B) 5,000(C) 18,000(D) 198,000	41,420(A)(G) -0- -0- -0- 41,420

MFP195	Pavement and Railroad Rehabilitation Port Newark & Elizabeth Port Authority Marine Terminal Marsellis-Warner Corp.	1,025,095(B) 500,000(K) 60,000(C) 103,000(D) 1,688,095	1,025,095(B) 500,000(K) 13,657(C) 81,917(D) 1,620,669
WTC203	Relocation of Steam Trap and Condensate Piping World Trade Center General Marine Service Co.	18,923(A) 18,923	18,923(A) 18,923
EWR605	Repair of Concrete Foscia Panel Newark International Airport Rogers Construction Co.	24,200(A) 2,420(D) 26,620	24,200(A) -0-(D) 24,200
EWR594A	Re-roofing of Main Terminal and B-1 and B-2 satellites and connectors Newark International Airport Advanced Construction Management Corporation	1,967,105(A) 200,000(C) 197,000(D) 2,364,105	1,967,105(A) 8,253(C) 88,584(D) 2,063,942
LT312A	Rehabilitation of Expressway Bridge between 31st and 33rd Street Lincoln Tunnel Bellezza Company, Inc.	1,733,080(A) 65,910(B) 70,921(C) 180,000(D) 2,049,911	1,733,080(A) 54,598(B) 70,921(C) 155,821(D) 2,014,419
TP563001	Tele-Center Building Re-roofing Teleport F. Valerio General Contracting Inc.	195,077(A) 5,000(C) 10,000(D) 210,077	195,077(A) -0-(C) 6,483(D) 201,560
AK133	Rehabilitation of Pier Protection Cells Arthur Kill River Pile & Foundation Co., Inc.	1,119,000(A) 14,690(E) 65,000(C) 112,000(D) 1,296,000	435,250(A)(H) 14,690(E) -0-(C) -0-(D) 449,940
BT269	Automatic Ramp Closing Gates Port Authority Bus Terminal United Steel Products Inc.	558,520(A) 56,000(D) 614,520	558,520(A) 20,209(D) 578,729

AKB110016	Rehab of Approach Viaducts	249,570(A)	242,592(A)(G)
	Bayonne Bridge	479,750(B)	456,650(B)
	Bellezza Company, Inc.	138,053(C)	138,053(C)
		82,330(D)	73,621(D)
		949,703	910,915

- (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 Payment" column is the authorized net cost amount
- (D) Extra Work
- (E) Premium for furnishing Performance and Payment Bond as provided in the Contract
- (F) Per PAI 45-1.01.05, Classified work may exceed authorized amount limited to 10% or 250,000 (whichever is less) without further authorization
- (G) Contract mutually terminated
- (H) The difference between the "Total Authorized" and the "Total Payments" represents credit change orders for omitted work
- (I) Memorandum of Authorization dated 9/14/93, increasing extra work in the amount of \$250,000
- (J) Memorandum of Justification dated 8/22/94, increasing extra work in the amount of \$80,000
- (K) Memorandum of Justification dated 9/16/94 increasing classified work in the amount of \$500,000
- (L) Per PAI 45-1.01.05, uncommitted funds in extra work are permitted to be utilized against cost in classified work not covered under (F)

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, April 11, 1996

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PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
Hon. Kathleen A. Donovan
Hon. Henry F. Henderson
Hon. Robert C. Janiszewski
Hon. Alan G. Philibosian
Hon. Frank J. Wilson

George J. Marlin, Executive Director
Jeffrey S. Green, General Counsel
Lysa C. Meduri, Secretary
Barry A. Abramowitz, Program Director, JFK Redevelopment, Aviation
Karen A. Antion, Chief Technology Officer
Daniel Bergstein, Executive Policy Analyst, Office of the Deputy Executive Director
A. Paul Blanco, Chief Administrative Officer
Frank Bruno, Special Assistant to the Executive Director
William J. Cahill, Principal Information Officer, Office of Press Secretary
Karen E. Eastman, Assistant Board Secretary
David F. Feeley, Chief Operating Officer
Gerald P. FitzGerald, Director, Aviation
Frank V. Fox, Acting Superintendent of Police, Public Safety
John J. Haley, Jr., Deputy Executive Director
Mark O. Hatfield, Jr., Deputy Press Secretary
Gita Kalra, Attorney, Law
John M. Kampfe, Senior Information Officer, Office of the Press Secretary
Charles F. McClafferty, Acting Chief Financial Officer
James C. Reinish, Manager, Policy Analysis and Communication, Office of Board Secretary
Cruz C. Russell, Acting Director, Corporate Policy and Planning
Jeff Stein, Executive Assistant to the Chairman
Peter Yerkes, Press Secretary
Karen Kennedy, Office of the Governor of New Jersey

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. James G. Hellmuth
Hon. Peter S. Kalikow
Hon. George D. O'Neill
Hon. Melvin L. Schweitzer
Hon. Madelon DeVoe Talley

The public meeting was called to order by Chairman Eisenberg at 2:42 p.m. and ended at 2:54 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of March 7, 1996. 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.

The Secretary reported that the minutes of September 7, 1995 contained typographical errors on page 340. The second paragraph of the minute is correctly set forth below:

"In the event that the highest offer received by the Port Authority for the purchase of Cranes 299 and 300 is less than \$2.75 million, UMS will have the right to cancel the arrangement described above. Alternatively, the contemplated arrangement will automatically be cancelled if the Port Authority does not sell Cranes 299 and 300 by December 31, 1995. If the arrangement is cancelled on either basis, UMS will continue to lease Cranes 299 and 300 under the present terms of the Lease, will surrender Crane 282 and Crane 569 effective on the date of cancellation, with the surrender of Crane 282 to be deemed effective for rental purposes on June 30, 1995, will be granted a rental abatement for rent paid for Crane 282 from July 1, 1995 through the actual date of surrender (which abatement, however, shall in no event exceed \$154,500), will be relieved of its obligation to buy a new crane to replace Cranes 299 and 300, and will not receive any credit against rental based on the contemplated arrangement."

Report of Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meeting on March 7, 1996, which included discussion of internal audit 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.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on April 9, 1996, related to lease and 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 Construction

The Committee on Construction submitted a report, for information, of matters discussed at its meeting on April 9, 1996, which included a discussion of matters relating to improvements to Terminal B 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.

Report of Nominating Committee

During the course of the meeting, the Nominating Committee submitted its report, and the report was received and is included with these minutes.

Commissioners Gargano and Wilson, with Chairman Eisenberg concurring, commended the Executive Director, George J. Marlin, for his dedicated service during the last year.

Audit Committee Annual Report

Commissioner Henderson submitted the following report:

In accordance with the Port Authority By-Laws, the Chair of the Audit Committee reports periodically on the activities of the Committee.

Since the last report, the Audit Committee has met seven times. Our Committee meetings are regularly attended by the Acting Chief Financial Officer, the Acting Director of the Audit Department, the Comptroller, the Acting Inspector General, General Counsel, Chief Technology Officer, and the Director of the Information Services Department.

Representatives of Deloitte & Touche LLP, the Port Authority's independent auditors, have attended three of our meetings. We also held executive sessions with only the outside auditors present. This is consistent with our policy that the auditors and members of the Audit Committee have direct and unrestricted access to each other.

Each quarter, the Audit Committee reviews the status of Port Authority accounts receivable and discusses the quarterly reports prepared by the Comptroller. In this context, the Committee monitors staff efforts to collect revenues due to the Authority, and also reviews the trends in receivable collections. The challenge of collecting outstanding revenues is significant, and the fact that bad debts have continued to decline, and the ratio of recoverables to billings has been well within target, indicate that staff has performed well in this regard.

Also on a quarterly basis, the Committee reviews detailed reports of audit findings prepared by the Audit Department and a report of the Inspector General with respect to investigations undertaken by that Office.

The information contained in these three quarterly reports is a valuable source of information and essentially keeps our Committee informed of relevant matters on a current basis.

The major function of the Inspector General's Office is to investigate situations or allegations of inappropriate, unethical or illegal activities of individuals within the Port Authority and of persons with whom the Port Authority has a business relationship.

The Audit Department submits to the Audit Committee an annual audit plan which is based on a schedule of specific audits established after performing a risk assessment. The assessment takes into consideration the potential of financial loss, major changes in operations or programs, and the dates and results of previous audits. The audit plan is prepared in accordance with Committee and also with our independent auditors.

In addition to providing quarterly reports to the Audit Committee, between meetings, Charles McClafferty and John Brill have kept me informed of special situations, audits and investigations, as appropriate. Al Jackson had done the same while in the Inspector General position.

Our Committee continued its practice of reviewing, in detail, the Authority's audited financial statements prior to their release. We are concerned not only with the control systems which assure the accuracy and completeness of the statements, but also with the presentation, the format, and, in the context of full and fair disclosure, the substance and language of the footnotes.

The 1995 financial statements reflect the appropriate accounting treatment for several non-recurring items such as the sale of the Vista Hotel and land at the Industrial Park at Elizabeth. In the opinion of the auditors, these statements present fairly, in all material respects, the combined financial position of the Port Authority and the combined results of its operations in conformity with Generally Accepted Accounting Principles. We were pleased to hear that the Government Finance Officers Association recognized the Port Authority's 1994 Comprehensive Annual Financial Report with its Certificate of Excellence in financial reporting; an award which the Port Authority has received for each of the past eleven years. This is a remarkable achievement for staff of the Comptroller's Department.

Also, as the Chair of the Audit Committee, I review the expense reports of the Executive Director and of the members of the Board.

This annual report to the Board provides the Audit Committee the opportunity to acknowledge the dedication and professionalism of our staff. The Committee recognizes the strengths, talent and commitment of our financial professionals, all of whom make an important contribution to the Authority and also to the Region.

The Committee believes that reasonable controls and procedures are in place, and that there is a reasonable basis for this Board to have a high level of confidence in the professional and ethical conduct of our personnel.

Election of Officers

Chairman Eisenberg announced that in accordance with the provisions of the By-Laws, the election of officers was in order.

Commissioner Hellmuth, as Chair of the Nominating Committee, submitted the following report:

"On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article XIa. of the By-Laws, the Committee, by unanimous action, submits the nomination for election to the offices of Chairman and Vice-Chairman of The Port Authority of New York and New Jersey of Commissioners Lewis M. Eisenberg and Charles A. Gargano, respectively. By unanimous action, the Committee also submits the nomination of George J. Marlin as Executive Director of the Port Authority and of Jeffrey S. Green as General Counsel of the Port Authority. By unanimous action, the Committee also submits the nominations of Lysa C. Meduri as Secretary and Raymond P. Mannion as Comptroller."

Pursuant to the foregoing report, Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson voting in favor, the following were unanimously elected as officers of the Port Authority: Commissioner Lewis M. Eisenberg as Chairman, Commissioner Charles A. Gargano as Vice-Chairman, George J. Marlin as Executive Director, Jeffrey S. Green as General Counsel, Raymond P. Mannion as Comptroller and Lysa C. Meduri as Secretary.

Confidential Item

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

The World Trade Center - Evaluation and Assistance in Effectuation of Options for Maximizing the Value of The World Trade Center to the Port Authority

In June 1995, the Port Authority retained Chemical Securities, Inc. to evaluate The World Trade Center and the market in which it operates, identify potential disposition options for some or all of the complex, identify potential operational options under continued Port Authority ownership, and determine the feasibility of the various options for maximizing the value of The World Trade Center to the Port Authority.

The Board has now decided that it is time to test the reaction of the marketplace to three specific options - sale of the complex, net lease of the complex, or private asset management. To accomplish this, the Board directed staff to seek advisory services to help address the issues associated with each of the options, to establish a process whereby the three options are tested in the marketplace, and to assist the Port Authority in effectuating any option decided on by the Board.

Therefore, proposals were solicited from thirteen firms based on their expertise and ability to undertake the required scope of work. Proposals were received from the following six firms:

J.P. Morgan - (with Cushman & Wakefield and Douglas Elliman Realty Investors)
PaineWebber
Salomon Brothers
Lehman Brothers
Morgan Stanley & Co. - (with Edward S. Gordon and E&Y/Kenneth Leventhal)
Merrill Lynch & Co.

The six firms were interviewed by a selection committee consisting of the Assistant Director of Finance, the Chief Financial Officer and the Director of Information Services with General Counsel serving in an advisory capacity. Three of the firms were then interviewed by The World Trade Center Sub-Committee of the Board. J.P. Morgan (with Cushman & Wakefield and Douglas Elliman Realty Investors) was selected based on their capability, overall approach and proposed fee.

J.P. Morgan (with Cushman & Wakefield and Douglas Elliman Realty Investors) will assist the Port Authority in addressing issues related to a sale, net lease or privatized management of The World Trade Center; advise and assist the Port Authority in identifying and retaining other expertise necessary to proceed; establish and implement a process to ascertain the market reaction to a sale, net lease, or privatized management; and assist the Port Authority in effectuating any option decided on by the Board.

The proposed fee arrangement with J.P. Morgan (with Cushman & Wakefield and Douglas Elliman Realty Investors) provides for a monthly retainer not to exceed a total of \$2,600,000 for eighteen months. In addition, the team would be compensated for reasonable out of pocket expenses. The monthly retainer for up to eighteen months

would be credited against a transaction execution fee payable upon the successful execution of any sale, lease or privatization transaction which is decided on by the Board. The transaction fee for a sale or lease would be the greater of .75% of the net transaction value or \$9 million. The fee for a management privatization transaction would be no more than \$5 million. The fees proposed by J.P. Morgan do not include fees related to any securities or financing that may be arranged in connection with the various transactions.

Based upon the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, Philibosian, Schweitzer and Talley voting in favor, Commissioner O'Neill abstaining; 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 J.P. Morgan (with Cushman & Wakefield and Douglas Elliman Realty Investors) to evaluate options for maximizing the value of The World Trade Center to the Port Authority and to assist the Port Authority in effectuating any option decided on by the Board and to enter into agreements with accounting and other firms, to provide additional professional services in connection with the foregoing, the form of the agreements to be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to enter into agreements with law firms to provide additional legal services in connection with the foregoing.

**Newark International Airport - Terminal B - Rehabilitation
Phase V and Capacity Enhancements to Accommodate
International Traffic Authority to Award Contracts - Project
Authorization, Authority to Award Contracts and
Amendments of Airline Leases**

It was recommended that the Board authorize:

- a) a project at Terminal B at Newark International Airport (EWR) at a total estimated project cost of \$75 million, including payments to contractors, allowances for extra and net cost work, planning, engineering, financial and administrative expenses, and contingencies, comprised of (1) Phase V of the rehabilitation of systems, equipment and finishes in the main building portion of the Terminal, the second phase of the replacement of outbound baggage systems, the construction of a VIP/press facility and concession improvements, the rehabilitation of utility systems in the three satellites and connectors and restoration of the exterior of the terminal, and other ancillary improvements, at an estimated project cost of approximately \$66.7 million; and (2) capacity enhancements consisting of the construction of offices and an in-transit lounge and provision for mobile passenger lounge operations at an estimated project cost of approximately \$8.3 million;
- b) the Director of Aviation or Chief Engineer to negotiate and enter into agreements with Delta Air Lines, Inc. or other program management and construction management firms, for their services as program and/or construction managers for certain components of the aforesaid project;
- c) except as set forth in paragraph (b) above, the Executive Director to award Port Authority contracts to the lowest bidder(s), who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work at a bid price the Executive Director deems reasonable, and to order extra work up to 8% of the amount of the bid accepted and to order net cost work, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors, and to execute other 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 and net cost work in connection with each contract and agreement if necessary; and
- d) the Executive Director to enter into agreements or supplemental agreements with (1) manufacturers and service contractors to provide for the rehabilitation and operation of the aforesaid mobile passenger lounges; and (2) Delta Air Lines, Inc. (Delta), and Northwest Airlines, Inc. (Northwest) to make construction advances to Delta, as the Project Manager for the rehabilitation of the public areas, for (i) final design and construction costs related to the rehabilitation of the publicly used exclusive and non-exclusive areas in the main terminal portion of Terminal B, in an amount not to exceed \$30 million, less any financial expense associated with these advances, and (ii) the Port Authority's pro rata share of a 5% administrative fee covering Delta's management and administrative costs in an amount not to exceed \$1.2 million, and to provide for Northwest's payment of its pro rata share of the 5% administrative fee covering Delta's management and

administrative costs and for additional monthly rental payments by Delta and Northwest, for which they would be jointly and severally responsible, to recover their respective pro rata shares of the funds advanced for terminal relifing (less the Port Authority's share of the 5% administrative fee to Delta), plus a construction charge factor amortized on a financially self-sustaining basis over a term to the year 2018.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson voting in favor; none against:

RESOLVED, that a project be and it hereby is authorized to provide Phase V of the rehabilitation of, and capacity enhancements and other ancillary improvements to, Terminal B at Newark International Airport at a total estimated project cost of \$75 million, including administrative, engineering, financial expenses and project contingencies; and be it further

RESOLVED, that the Director of the Aviation Department or Chief Engineer be and he hereby is authorized, for and on behalf of the Port Authority, to negotiate and enter into agreements substantially in accordance with the terms and conditions set forth above; and be it further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to bid, solicit or enter into one or more contracts to perform the aforesaid rehabilitation work and agreements and supplemental agreements with manufacturers and service contractors and with Delta Air Lines, Inc. and Northwest Airlines, Inc., substantially in accordance with the terms and conditions set forth above; and be it further

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

Newark International Airport - Budget Rent A Car Corporation
and Dollar Systems, Inc. - Revisions to March 10, 1994
Board Authorization

It was recommended that the Board amend and supplement its March 10, 1994 resolution with respect to proposed lease agreements with Budget Rent A Car Corporation (Budget) and Dollar Rent A Car Systems, Inc., an Oklahoma corporation, (Dollar) (successor by mesne mergers to Dollar Rent A Car Systems, Inc., a California corporation) covering the leasing of approximately 3.9 acres to Budget and 4.4 acres to Dollar at Newark International Airport on which each company will construct customer service facilities to interface with Monorail Station D-2. The Port Authority will now be authorized to pay Dollar up to \$5 million for construction costs which will become the basis for an additional rental under the lease. The amortization period for the repayment of construction advances for both Dollar and Budget will better reflect the useful life of the facilities and the Port Authority will be obligated to pay Budget and Dollar (with the Port Authority's obligations increased to \$5 million for Dollar) its unamortized investment only if the company has prepaid the unpaid balance of its construction payments and if the Port Authority terminates the company's lease or portions of the premises for airport purposes, does not offer to extend the company's lease on the same terms and conditions, or revokes the company's operating permit without cause. It was further recommended that the Board authorize the Executive Director to enter into such other amendments to Budget's and Dollar's existing agreements at John F. Kennedy International and LaGuardia Airports as may be appropriate or necessary to conform them to the foregoing amended arrangement.

Under the proposed agreements, Budget and Dollar will be permitted to prepay its construction advances without penalty. Budget's and Dollar's obligation to repay the construction advances will cease upon lease expiration, termination of a company's lease by the Port Authority for airport purposes, revocation of a company's operating agreement without cause by the Port Authority, or termination of the lease by the lessee should the Airport become impaired for use by scheduled aircraft operators for more than 90 days. If the Port Authority offers to extend a company's lease on the same terms and conditions as its existing lease and the offer is rejected, the unpaid balance of the company's construction advances will become due and payable upon lease expiration.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philiposian, Schweitzer, Talley and Wilson voting in favor; none against:

RESOLVED, that the resolution of the Board adopted at its meeting on March 10, 1994 covering proposed lease agreements with Budget Rent A Car Corporation and Dollar Rent A Car Systems, Inc. at Newark International Airport is hereby supplemented and amended so that the Executive Director be, and he hereby is, authorized, for and on behalf of the Port Authority, to enter into the proposed lease agreements with Budget Rent A Car Corporation and Dollar Rent A Car Systems, Inc., substantially in accordance with the terms of the

March 10, 1994 resolution as hereby supplemented and amended and to enter into such other amendments to Budget's and Dollar's existing agreements at John F. Kennedy International and LaGuardia Airports as may be appropriate or necessary to conform them to the foregoing amended arrangement; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

Port Authority Auto Marine Terminal - Carco, Inc. - Lease
Amendment

It was recommended that the Board authorize the Executive Director to enter into an agreement with Carco, Inc. (Carco) amending Carco's lease at the Auto Marine Terminal (Terminal) to provide for (1) the application of the berth rental provisions in the lease to cargo discharged from the Terminal; (2) a minimum rental based on the guarantee number of 77,500 motor vehicles discharged to or from the Terminal per year; and (3) the deletion of the mutual right of the Port Authority and Carco to terminate the letting of the berthing area and associated open area at the Terminal. The application of the berth rental to out-going cargo will be effective retroactively from the commencement of the term of the letting. The minimum rental based on the guarantee number will be effective from the annual period under the lease commencing on December 1, 1995. Motor vehicles which count toward the guarantee number of vehicles set forth in BMW of North America Inc.'s lease at the Terminal will not count toward Carco's guarantee number of 77,500 vehicles. Carco's guarantee number will be subject to reduction in the event of the passage of federal laws whose purpose is to reduce the number of motor vehicles imported to or exported from the United States.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson 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 Carco, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**Brooklyn - Port Authority Marine Terminal - Continental
Terminals, Inc. - Lease BP-267 - Settlement of Account**

It was recommended that the Executive Director be authorized to enter into an agreement with Continental Terminals, Inc. (CTI), issuing CTI a rent credit in the amount of \$258,000 to reimburse CTI for extraordinary costs incurred during the severe winter storms of 1993-1994. The rental credit will be applied to CTI's outstanding arrearage of \$315,000 and CTI will pay to the Port Authority the remaining arrearage of \$57,000. CTI will also discontinue litigation now pending against the Port Authority and will supply a general release and stipulation of discontinuance with prejudice in that pending action.

CTI has been a tenant at the Brooklyn-Port Authority Marine Terminal at various times over the past twenty years. During its last tenancy, CTI experienced snow and ice damage to cargo (coffee) as a result of the severe 1993-1994 winter storms. CTI incurred extraordinary operating costs in mitigating the damage. Thereafter, CTI instituted suit against the Port Authority, ultimately demanding \$398,221.27, alleging negligent maintenance of the roof and began to withhold rent due under the lease.

In its claim against the Port Authority, CTI asserted it had incurred costs for reconditioning, reworking, rebagging and transporting coffee beans damaged as a result of water leaking through the roof. While CTI was required, under the lease, to obtain General Liability Insurance and Warehouseman's Liability Insurance, naming the Port Authority as additional insured, the actual policies produced do not provide coverage as required under the lease. Since CTI never informed the owners of the cargo of the damage (but rather undertook to recondition or rework the coffee), no claims were made, yet CTI's claim against the Port Authority would have been covered by such insurance.

CTI has withheld approximately \$315,000 in rent since 1994. The Port Authority denied CTI's claim for damages and filed a counterclaim for the rent arrearages. It is the opinion of counsel that there is a high likelihood of Port Authority success in the pending litigation, since CTI agreed to take the premises in an "as is" condition and had responsibility for maintaining the roof. The damage in this case, however, was allegedly caused when the heaters, placed in the gutters by the Port Authority to melt snow and ice, malfunctioned due to the great amount of precipitation occurring during the winter season. Port Commerce staff was aware of the problem with the gutters and attempted to cooperate with CTI in mitigating the damages. However, because of the age and condition of the roof, staff had directed CTI not to access it, thereby making it impossible for CTI to maintain the roof in accordance with its lease obligations. The lease provided that the Port Authority would not be liable to CTI for damages to property caused by rain, snow, etc., even if it leaked onto the facility.

Notwithstanding purported statements made by a principal of CTI, which caused concern among staff, an investigation disclosed no proof of any statutory or regulatory violation. Port Authority staff, and that of an independent damage assessment consultant, did identify ice and water damage to cargo in Piers 6 and 7 at the time of the storms. Port Authority auditors reviewed the backup material supplied by CTI and, while not being able to verify all aspects of the claim, they were able

to verify certain aspects of the costs involved. The auditors were also able to provide some information regarding the maximum amount of coffee which could be allowed by Port Commerce staff in their efforts to resolve this matter. Using the verifications that Audit was able to make, and after further discussions, it was determined by Port Commerce staff that it was reasonable to find that CTI incurred \$258,000 in unanticipated costs.

CTI is contemplating a new lease with the Port Authority for the warehousing of cocoa at the Brooklyn-Port Authority Marine Terminal. CTI remains one of the best warehousing concerns in the region and the new lease can contribute to the revitalization of the maritime activity at the Brooklyn sheds, especially given the attractive nature of the cocoa industry. Consequently, notwithstanding outstanding questions regarding the claim asserted, Port Commerce staff believes that business considerations justify entering into an agreement with CTI with respect to these extraordinary costs.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson 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 Continental Terminals, Inc., issuing Continental Terminals Inc. a rent credit in the amount of \$258,000 to be applied against outstanding arrears in the amount of \$315,000, in consideration for Continental Terminals, Inc.'s paying the arrearage balance of \$57,000 to the Port Authority, discontinuing litigation now pending and supplying a general release and stipulation of discontinuance with prejudice in that pending action.

Green Lights Program - Memoranda of Understanding with the United States Environmental Protection Agency

The Green Lights Program (Program) sponsored by the United States Environmental Protection Agency (EPA) is a non-regulatory, voluntary program designed to encourage companies to install energy efficient lighting as a means to reduce air pollution, save energy and reduce lighting costs.

The Program was established by the EPA in 1991 and currently has more than 2,000 corporate participants. Participants in the Program sign a Memorandum of Understanding (MOU) with the EPA which includes the member's commitment to survey its facilities, upgrade its lighting, where profitable, and complete the lighting upgrades within five years. In turn, the EPA agrees to provide technical assistance and to publicize the accomplishments of Program participants.

The Port Authority has already embarked on an ambitious program to install energy efficient lighting which is expected to result in energy cost savings in excess of \$2 million per year. Since certain facilities are more advanced than others in their relighting efforts, the EPA has agreed that the Port Authority may sign MOUs on a facility-by-facility basis. The MOU will not obligate the Port Authority with respect to tenant areas. Participation in the Program will complement our relighting program efforts and serve to publicize Port Authority accomplishments in this area.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson 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 execute Memoranda of Understanding with the United States Environmental Protection Agency to enable participation of selected Port Authority facilities in the Environmental Protection Agency's Green Lights Program; the form of any documents necessary to effectuate such shall be subject to the approval of General Counsel or his authorized representative.

Special Project Bonds, Series 4 and Series 5 - Amendments to Resolutions

On November 8, 1990, the Board authorized the Executive Director to enter into agreements required to effectuate the construction and operation of a cogeneration project at John F. Kennedy International Airport by a private developer. The private developer, KIAC Partners, is a New York general partnership between subsidiaries of The Brooklyn Union Gas Company and Public Service Enterprise Group Incorporated, the parent of Public Service Electric and Gas Company. The cogeneration project was to integrate a new installation for the generation of electrical energy with the Airport's existing central heating and refrigeration plant (which was also to be upgraded and expanded) and with a rehabilitated thermal distribution system.

Additionally, on November 14, 1991, the Board authorized the Executive Director to include in the agreements pertaining to the cogeneration project, provision for the issuance of the Port Authority's Special Project Bonds in an aggregate principal amount not to exceed \$250 million to finance a portion of the cogeneration project, including any costs or reserves related to the project or in connection with the issuance of Special Project Bonds. On such basis, on June 11, 1992, the Board established and authorized the issuance of, and authorized the sale of Special Project Bonds, Series 3, Series 4 and Series 5, for purposes of this project.

In April 1993, in connection with the execution of the agreements pertaining to the effectuation of the project, KIAC Partners and the Port Authority agreed that KIAC Partners would provide at least \$51 million of project equity. The plan of financing for the project also included provision of the balance of project costs (up to \$250 million) from the issuance of Series 3, Series 4, and Series 5, upon KIAC Partners' request. On the basis of such request, \$175 million in principal amount of Series 3 variable rate tender bonds were issued on May 4, 1993, backed by a direct draw bank letter of credit.

Now that the project is operational, consistent with that plan of financing, KIAC Partners' has requested, in view of favorable long-term interest rates and because the direct draw bank letter of credit would not now be required for long-term financing for an operational project, that the Port Authority issue Series 4 to refund Series 3 and to provide for the financing of certain of the eligible project costs not previously financed through the issuance of Special Project Bonds, not exceeding the \$250 million limit previously established for such bonds for this project. Additionally, KIAC Partners would represent, in connection with the issuance of Series 4 for such purposes, that any such financing would not cause the amount of KIAC Partners' project equity to be reduced below the agreed to amount of \$51 million.

To facilitate the issuance of Series 4 and/or Series 5 consistent with the continuing plan of financing for this project and with current practices of the Authority, it was recommended that the resolutions adopted June 11, 1992, establishing and authorizing the issuance of, and authorizing the sale of, Special Project Bonds, Series 4, KIAC Partners Project, and Special Project Bonds, Series 5, KIAC Partners Project, be amended to delete maturity date restrictions; to rescind provisions pertaining to bank payment agreements and issuing banks; to provide for the issuance of additional bonds on a parity basis with Series 4 and Series 5, to the

extent authorized in the future by the Port Authority; to make the authorizations for the preparation and distribution of disclosure documents consistent with certain rules recently adopted by the Securities and Exchange Commission; to provide additional events which would require a mandatory redemption of bonds; and to provide, consistent with current authorization practices, for actions which may be taken under the resolutions by the Executive Director (or his designee) to also be taken by the Chief Financial Officer, the Treasurer and the Assistant Treasurer.

A public hearing, consistent with and to the extent provided by the public approval provisions of the Internal Revenue Code of 1986, with respect to the continuing plan of financing for this project, was held on April 10, 1996, after public notice published on March 25, 1996, in The New York Times and The Star-Ledger.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson voting in favor; none against:

RESOLVED, that the resolutions adopted June 11, 1992, entitled "Special Project Bonds, Series 4, KIAC Partners Project - Establishment and Authorization of Issuance" and "Special Project Bonds, Series 5, KIAC Partners Project - Establishment and Issuance", are each amended in the following respects:

- a) all references in each of such resolutions to the "Bank Payment Agreement" and the "Issuing Bank" are deleted and the provisions related thereto in each of such resolutions are rescinded and are of no further force or effect;
- b) all references to the "Series 3 Bonds" and the "Series 3 Resolution" in each of such resolutions are deleted;
- c) Section 2 in each of such resolutions is amended to add a new paragraph (c) as follows: "(c) Additional Series of Special Project Bonds for the Project. The Authority may, from time to time, establish and authorize the issuance of additional series of Special Project Bonds for purposes of the Project on a parity basis with the Series 4 Bonds and the Series 5 Bonds, and the same pledges, mortgages, security interests and assignments applicable to the Series 4 Bonds and the Series 5 Bonds may be extended to each of such additional series in the Special Project Bond Series Resolution pertaining to such series.";
- d) Section 3(a)(iii) in each of such resolutions is amended to read as follows: "(iii) to establish the date or dates (in the event such installment is comprised in whole or in part of serial maturities) at which any of such installment shall mature;"
- e) Section 3(a)(x) in each of such resolutions is amended to read as follows: "(x) to establish events, in addition to those set forth in Section 5 of this Resolution, the occurrence of which shall require the mandatory redemption, in whole or in part, of such installment;" and

- f) Section 11 in each of such resolutions is amended to read as follows: "Section 11. Actions by Certain Officers of the Authority. The Executive Director, Chief Financial Officer, Treasurer and Assistant Treasurer of the Authority are hereby authorized to take any and all action which the Committee on Finance has been authorized to take under this Resolution (without further action by the Committee on Finance).";

and it is further

RESOLVED, that the resolutions adopted June 11, 1992, entitled "Special Project Bonds, Series 4, KIAC Partners Project - Authorization of Sale" and "Special Project Bonds, Series 5, KIAC Partners Project - Authorization of Sale", are each amended in the following respects:

- a) all references to the "Series 3 Bonds" in each of such resolutions are deleted;
- b) Section 5 in each of such resolutions is amended to read as follows: "Section 5. The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of official statements and/or offering memoranda in connection with this series and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority."; and
- c) Section 7 in each of such resolutions is amended to read as follows: "Section 7. The Executive Director, Chief Financial Officer, Treasurer and Assistant Treasurer of the Authority are hereby authorized to take any and all action which the Committee on Finance has been authorized to take under this Resolution (without further action by the Committee on Finance).";

and it is further

RESOLVED, that the amendments set forth in this resolution shall not have any force or effect unless and until The Port Authority of New York and New Jersey Special Project Bonds, Series 3, KIAC Partners Project, are discharged in accordance with Section 10 of the resolution adopted June 11, 1992, entitled "Special Project Bonds, Series 3, KIAC Partners Project - Establishment and Authorization of Issuance."

**Settlement of Claim - Tice v. The Port Authority of New York
and New Jersey**

It was recommended that General Counsel be authorized to enter into a settlement with Jessie Tice and Robert Tice (plaintiffs), and their attorneys, in the amount of \$600,000, inclusive of attorneys' fees, interest, costs and disbursements in exchange for a general release.

The settlement will satisfy a judgment of \$900,000 plus interest which was entered against the Port Authority after a jury returned a verdict in favor of plaintiffs. Plaintiffs' claims for damages arise from an accident which occurred on April 25, 1990 at LaGuardia Airport when Mrs. Tice tripped over an allegedly defectively designed expansion joint cover located in Finger No. 2. Mrs. Tice fractured her right hip and may need a right hip replacement in the future.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson voting in favor; none against:

RESOLVED, that General Counsel be and hereby is authorized, for and on behalf of the Port Authority, to settle the judgment entered in Tice v. The Authority of New York and New Jersey, for the total amount of \$600,000 inclusive of attorneys' fees, interest, costs and disbursements in return for a general release.

Presentation of the Robert F. Wagner Distinguished Public Service Medal

The Robert F. Wagner Distinguished Public Service Medal, by resolution adopted by the Board on March 2, 1944 and amended on May 14, 1992, is awarded to those individuals who have rendered outstanding distinguished public service in their fields of endeavor or in the community, demonstrating an exceptional degree of dedication, good judgment, initiative and competence, and who have sustained this record of service over a number of years. Normally, it is awarded to those who have at least fifteen years of Port Authority service.

It was reported that the Executive Director is to present the Robert F. Wagner Distinguished Public Service Medal to six individuals. These individuals have had exemplary careers in toll collection, skilled trades, public safety, management, law and engineering. Through their dedication and commitment to public service and the Port Authority, they have brought credit to themselves and the agency.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson voting in favor; none against:

RESOLVED, that the Robert F. Wagner Distinguished Public Service Medal be awarded to six individuals who have given truly outstanding service to the Port Authority and the public over many years.

**Presentation of the Meritorious Service Award of
Commendation Medal**

The Commendation Medal, by resolution adopted by the Board on March 2, 1944, as amended, is to be awarded only for outstanding service or exceptionally meritorious performance.

It was reported that the Executive Director is to present the Commendation Medal to twelve individuals who participated with dedication and bravery in five incidents.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson voting in favor; none against:

RESOLVED, that the Commendation Medal be awarded to twelve individuals who have performed outstanding service for the Port Authority and the public.

**Presentation of the Meritorious Service Award of Police
Commendation Medal**

The Police Commendation Medal, by resolution of the Board on March 2, 1944, as amended, is to be awarded to a police officer only in those cases where the officer has performed outstanding service or has shown exceptionally meritorious performance in the duty assigned to him or her.

It was reported that the Executive Director is to present the Police Commendation Medal to twelve individuals who participated in four incidents. These individuals demonstrated heroism, dedication and bravery in the performance of their duties.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer, Talley and Wilson voting in favor; none against:

RESOLVED, that the Police Commendation Medal be awarded to twelve individuals who have performed outstanding service or exceptionally meritorious performance of their duties.

Presentation of the Executive Director's Award of Achievement

The Executive Director's Award of Achievement, established in 1961, is given to individuals who, in the course of carrying out a project or extended assignment as part of the normal work of their positions, extend themselves beyond required limits and achieve results which are of such a nature that they clearly deserve special recognition. Characteristics of performance which are considered in determining the award include ingenuity, resourcefulness, risk taking in decision making and job performance, unusual insight into problems, exceptional diligence and thoroughness in producing completed staff work, and above-standard degrees of proficiency, craftsmanship or professional competence. Among the kinds of results recognized by the award are improved revenues, better service to or relations with tenants, patrons or the community in general; and actions taken on behalf of the Port Authority which are clearly beyond the usual limitations of job responsibility.

It was reported that the Executive Director is to present the Executive Director's Award of Achievement to two individuals. One of these individuals demonstrated outstanding leadership in the agency's organizational restructuring, and was instrumental in achieving our downsizing goals by implementing a severance policy and outplacement program. He also accomplished several significant projects, including putting in place the Hoboken South Waterfront Agreement and initiating the disposition of the Yonkers Industrial Park. The other individual successfully dealt with the transition of the World Trade Center Observation Deck, which she supervised, to Ogden Allied Entertainment Services. As the result of the work of these individuals, several programs of high priority to the Port Authority were implemented successfully.

Presentation of the Executive Director's Unit Citation Award

The Executive Director's Unit Citation was established in 1966 and is to be awarded to the members of a unit, section, division or special task force whose performance in carrying out a project, extended assignment, or during an unusual operating situation was so outstanding as to warrant special recognition.

It was reported that the Executive Director is to present the Executive Director's Unit Citation to 93 individuals for their work on seven teams. These seven units responded to disasters that occurred in 1994 and 1995; investigated a PATH train accident; coordinated and carried out logistically complex and sensitive operations at the airports; and successfully executed programs of high priority and benefit to the Port Authority and the region.

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 February 1, 1996 to February 29, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
LGA543	East Wing Interim Code Compliance LaGuardia Airport Signature Construction Group, Inc.	98,300(A) 9,800(D) 108,100	98,300(A) 5,027(D) 103,327
JFK736	Rehabilitation of Runway 13r-311 JFK International Aripport The Halmar Corporation	2,228,000(A) 6,221,675(B) 368,650(C) 845,000(D) 9,663,325	2,133,067(A)(E) 5,656,942(B) 368,650(C) 605,394(D) 8,764,053
JFK665	IAB Toilet Rehabilitation Phase III JFK International Airport Acme Skillman Construction Co., Inc.	1,737,000(A) 174,000(D) 1,911,000	1,548,225(A)(E) 132,191(D) 1,680,416
JFK754	Disposal of Non-Hazardous Contaminated Soil JFK International Airport IEM/Sealand Corporation	537,150(B) 32,000(C) 54,000(D) 623,150	496,066(B) -0-(C) -0-(D) 496,066
JFK758	Bulk Fuel Farm Flood Lighting JFK International Aripport Correa Electrical Contractors Corp.	214,820(A) 22,000(D) 236,820	214,820(A) 4,684(D) 219,504
JFK777	Boiler Room Control Bldgs. 80, 110, 161 and 254 JFK International Airport Windsor Electrical Contracting Co.	37,450(A) 4,000(D) 41,450	37,450(A) 1,573(D) 39023
JFK320005	Air Traffic Control Tower Superstructure JFK International Airport Koren-Diresta Construction Co., Inc.	26,640,000(A) 44,508(C) 2,664,000(D) 776,500(L) 30,125,008	26,505,536(A,E,M) 44,508(C) 2,395,571(D) 776,500(L) 29,722,115

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
EWR110097	Rehabilitation of Courtyard Shelters Newark International Airport Malik Brothers Inc.	100,786(A) 11,000(D) 111,786	100,786(A) 5,585(D) 106,371
GWB327	Upper Level Roadway Paving, Expansion Joint Repairs George Washington Bridge Trevus Construction Corp.	585,280(B) 50,000(C) 59,000(D) 694,280	238,236(B) 20,468(C) -0-(D) 258,704
GWB341	Maintenance Pavement Repairs George Washington Bridge Trevus Construction Co.	552,100(B) 80,000(C) 56,000(D) 688,100	138,098(B) 49,535(C) -0-(D) 187,633
BT180071	Alterations and Renovations of Niches and Corners Port Authority Bus Terminal R.J.T. Contracting Co.	1,090,523(C) 1,090,523	1,090,523(C) 1,090,523
WTC164	Exhaust System For Pumps and Ejectors World Trade Center Harbour Mechanical Corp.	177,000(A) 57,700(D) 234,700	177,000(A) 49,607(D) 226,607
PN216B	Replacement of Sanitary Ejector Pumps Port Newark Kevtar Inc. D/B/A Tufaro Plumbing and Heating	320,000(A) 5,525(C) 32,000(D) 53,000(G) 410,525	320,000(A) 5,525(C) 32,000(D) 3,777(G) 361,302
PN110061	Rehabilitation of Berths 6,8,14,16,18,20,22,24 and 3 Port Newark Spearin, Preston & Burrows Inc.	622,980(A) 960,110(B) 969,890(H) 185,968(C) 159,000(D) 181,000(I) 250,000(J) 3,328,948	622,980(A) 960,110(B) 927,370(H) 185,968(C) 159,000(D) 181,000(I) 26,000(J) 3,062,428
BP156	Replacement of HVAC System Administration Building Brooklyn PA Marine Terminal D.A.F. Welding & Piping Systems, Inc.	343,000(A) 35,000(D) 40,000(K) 418,000	343,000(A) 35,000(D) 27,934(K) 405,934
PST165	Roof Level Pavement and Expansion Joint Replacement Passenger Ship Terminal Anjac Enterprises Inc.	1,043,050(A) 532,185(B) 150,000(F) 64,209(C) 158,000(D) 1,947,444	1,043,050(A) 532,185(B) 125,624(F) 64,209(C) 138,822(D) 1,903,890

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
EP133	Re-Roofing of Bldg. 1400	424,927(A)	424,927(A)
	Elizabeth-Port Marine Terminal	10,000(C)	-0-(C)
	Chris Anderson Roofing and Erecting Co., Inc.	43,000(D)	9,180(D)
		477,927	434,107
HH104	Re-Roofing Administration Building	177,000(A)	177,000(A)
	Howland Hook Marine Terminal	10,000(C)	1,737(C)
	GT & JT Construction Corp.	18,000(D)	11,041(D)
		205,000	189,778
YIP121	Steam Pipe Saddle Rehabilitation	113,500(A)	113,500(A)
	Yonkers Industrial Park	11,350(D)	4,550(D)
	Pyro Installations Corp.	124,850	118,050

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders for omitted work.
- (F) Memorandum of Authorization dated 6/9/95, increasing Classified work in the amount of \$150,000
- (G) Memorandum of Authorization dated 10/26/93, increasing extra work in the amount of \$53,000
- (H) Memorandum of Justification dated 8/10/93, increasing Classified work in the amount of \$969,890
- (I) Memorandum of Justification dated 8/10/93, increasing extra work in the amount of \$181,000
- (J) Memorandum of Authorization dated 4/11/94, increasing extra work in the amount of \$250,000
- (K) Memorandum of Authorization dated 2/6/95, increasing extra work in the amount of \$40,000
- (L) Board Resolution dated 11/14/91, authorizing a claim settlement in the amount of \$776,500
- (M) As per the clause of the contract entitled "Time for Completion and Damages for Delay," \$75,000 in liquidated damages was deducted from the Contractor's compensation

Board - 4/11/96)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period February 1, 1996 to February 29, 1996.

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>Purch 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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
02/01/96	\$10,000,000	USTBILL(100S)	0.000	06/27/96	98.02	4.840%	5.006%	\$ 9,802,366.67	First Boston
02/01/96	10,000,000	UST-BILL(93S)	0.000	06/27/96	98.02	4.840	5.006	9,802,366.67	Fuji Securities
02/05/96	10,000,000	UST-NOTE(OPT)	5.250%	01/31/01	100.21	--	5.199	10,021,875.00	Daiwa Securities America
02/08/96	10,000,000	US T-BILL	0.000	05/09/96	98.78	4.800	4.926	9,878,666.67	Goldman, Sachs & Co
02/08/96	10,000,000	US T-BILL	0.000	05/09/96	98.78	4.805	4.932	9,878,540.28	PaineWebber
02/13/96	10,000,000	US T-BILL	0.000	05/09/96	98.85	4.795	4.918	9,885,452.78	Daiwa Securities America
02/13/96	25,000,000	US T-BILL	0.000	06/13/96	98.40	4.745	4.889	24,601,288.20	PaineWebber
02/14/96	616,000	USTB (104DS)	0.000	07/11/96	98.06	4.695	4.854	604,110.17	First Boston
02/15/96	25,000,000	US T-BILL	0.000	02/22/96	99.90	5.090	5.166	24,975,256.95	First Boston
02/15/96	25,000,000	US T-BILL	0.000	02/22/96	99.90	5.090	5.166	24,975,256.95	SBC Capital Markets, Inc.
02/15/96	50,000,000	USTBILL(104S)	0.000	02/22/96	99.90	5.100	5.176	49,950,416.65	First Boston
02/16/96	25,000,000	FMCDN	0.000	03/20/96	99.53	5.120	5.216	24,882,666.67	First Chicago Capital Mkt
02/16/96	25,000,000	FNDN	0.000	03/01/96	99.79	5.160	5.242	24,949,833.33	PaineWebber
02/20/96	10,000,000	UST-NOTE(OPT)	5.250	01/31/01	99.83	--	5.287	9,983,593.75	Goldman, Sachs

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
02/20/96	\$ 10,000,000	US T-NOTE	5.000%	02/15/99	99.92	--	5.028%	\$ 9,992,187.50	PaineWebber
02/21/96	10,000,000	US T-NOTE	5.500	12/31/00	100.32	--	5.421	10,032,812.50	PaineWebber
02/21/96	10,000,000	UST-NOTE(OPT)	5.250	01/31/01	99.40	--	5.388	9,940,625.00	Goldman, Sachs & Co
02/21/96	10,000,000	US T-NOTE	5.000	01/31/98	99.62	--	5.204	9,962,500.00	PaineWebber
02/21/96	10,000,000	US T-NOTE	5.000	01/31/98	100.01	--	4.990	10,001,562.50	Oppenheimer Gov Sec
02/21/96	10,000,000	US T-NOTE	5.000	02/15/99	99.37	--	5.229	9,937,500.00	Goldman, Sachs & Co
02/21/96	10,000,000	US T-NOTE	5.000	02/15/99	99.65	--	5.125	9,965,625.00	PaineWebber
02/22/96	10,000,000	GECC CP	0.000	03/01/96	99.88	5.150%	5.228	9,988,555.56	General Electric Capital
02/23/96	*10,000,000	US T-BILL	0.000	05/02/96	99.07	4.810	4.922	9,907,808.33	Dean Witter Reynolds
02/23/96	10,000,000	USTBILL(100S)	0.000	04/18/96	99.23	4.975	5.083	9,923,993.06	First Boston
02/23/96	25,000,000	US T-BILL	0.000	04/18/96	99.23	5.000	5.108	24,809,027.78	Dean Witter Reynolds
02/23/96	25,000,000	US T-BILL	0.000	04/18/96	99.24	4.970	5.078	24,810,173.60	Nikko Securities Co Intl
02/28/96	10,000,000	US T-NOTE	5.625	11/30/00	99.95	--	5.634	9,995,312.50	Daiwa Securities America

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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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
02/29/96	\$ 5,000,000	US T-NOTE	5.500%	11/15/98	100.05	--	5.475%	\$ 5,002,734.38	PaineWebber
02/29/96	10,000,000	US T-NOTE	5.250	12/31/97	99.94	--	5.278	9,994,531.25	Daiwa Securities America
02/29/96	<u>38,000,000</u>	GECC CP	0.000	03/01/96	99.98	5.200%	5.273	<u>37,994,511.13</u>	General Electric Capital
	<u>\$ 458,616,000</u>							<u>\$456,451,150.83</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>BEY @Sale</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
02/01/96	\$ 10,000,000	US T-NOTE	5.500%	12/31/00	100.86	--	5.296%	13.93%	\$10,086,718.75	Daiwa Securities America
02/01/96	15,000,000	US T-NOTE	5.125	03/31/98	100.07	--	5.083	10.42	15,011,718.75	Goldman, Sachs & Co
02/05/96	10,000,000	US T-NOTE	5.250	01/31/01	100.37	--	5.164	56.87	10,037,500.00	Daiwa Securities America
02/15/96	10,000,000	US T-NOTE	5.125	03/31/96	99.99	--	5.059	5.14	9,999,609.38	PaineWebber
02/23/96	*10,000,000	US T-BILL	0.000	04/25/96	99.19	4.670%	4.773	5.88	9,919,572.22	Dean Witter Reynolds
02/23/96	10,000,000	USTBILL(100S)	0.000	04/11/96	99.36	4.760	4.857	5.37	9,936,533.33	First Boston
02/23/96	<u>35,000,000</u>	US T-BILL	0.000	03/07/96	99.83	4.600	4.672	6.72	<u>34,941,861.12</u>	Goldman, Sachs & Co
	<u>\$100,000,000</u>								<u>\$99,933,513.57</u>	

BEY - Bond Equivalent Yield

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

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

Repurchase Transactions

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	02/01/96	02/02/96	\$ 734,000	5.280%	\$ 107.65
Lehman Brothers	02/01/96	02/08/96	1,670,000*	5.200	1,688.56
Nikko Securities Co Intl	02/01/96	02/02/96	2,809,000	5.270	411.21
Daiwa Securities America	02/01/96	02/02/96	11,315,000	5.250	1,650.10
Lehman Brothers	02/01/96	02/08/96	13,555,000*	5.200	13,705.61
SBC Capital Markets, Inc.	02/01/96	02/02/96	20,000,000	5.250	2,916.67
Fuji Securities	02/01/96	02/02/96	24,435,000	5.250	3,563.44
Eastbridge Capital	02/01/96	02/02/96	24,900,000	5.280	3,652.00
Eastbridge Capital	02/01/96	02/02/96	25,100,000	5.280	3,681.33
Citicorp Securities Mkts	02/01/96	02/02/96	28,285,000	5.260	4,132.75
Daiwa Securities America	02/01/96	02/02/96	35,815,000	5.250	5,223.02
Nikko Securities Co Intl	02/01/96	02/02/96	47,191,000	5.270	6,908.24
Yamaichi Intl (America)	02/01/96	02/02/96	49,266,000	5.280	7,225.68

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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	02/02/96	02/21/96	\$ 9,887,500*	5.130%	\$ 26,932.45
Daiwa Securities America	02/02/96	02/05/96	9,920,000	5.170	4,273.87
Citicorp Securities Mkts	02/02/96	02/05/96	20,000,000	5.170	8,616.67
First Chicago Capital Mkt	02/02/96	02/05/96	23,300,000	5.160	10,019.00
Eastbridge Capital	02/02/96	02/05/96	24,900,000	5.180	10,748.50
Eastbridge Capital	02/02/96	02/05/96	25,100,000	5.180	10,834.83
SBC Capital Markets, Inc.	02/02/96	02/05/96	28,050,000	5.170	12,084.88
Daiwa Securities America	02/02/96	02/05/96	35,825,000	5.170	15,434.60
Nomura Securities Intl	02/02/96	02/16/96	50,000,000	5.230	101,694.44
Yamaichi Intl (America)	02/02/96	02/05/96	50,000,000	5.180	21,583.33
Daiwa Securities America	02/05/96	02/06/96	9,925,000	5.180	1,428.10
Yamaichi Intl (America)	02/05/96	02/06/96	12,885,000	5.180	1,854.01
Yamaichi Intl (America)	02/05/96	02/06/96	13,397,000	5.180	1,927.68
First Chicago Capital Mkt	02/05/96	02/06/96	23,310,000	5.170	3,347.58

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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>
Yamaichi Intl (America)	02/05/96	02/06/96	\$ 23,718,000	5.180%	\$ 3,412.76
Eastbridge Capital	02/05/96	02/06/96	24,910,000	5.180	3,584.27
Eastbridge Capital	02/05/96	02/06/96	25,090,000	5.180	3,610.17
SBC Capital Markets, Inc.	02/05/96	02/06/96	28,000,000	5.150	4,005.56
Fuji Securities	02/05/96	02/06/96	28,060,000	5.180	4,037.52
Daiwa Securities America	02/05/96	02/06/96	35,840,000	5.180	5,156.98
Daiwa Securities America	02/06/96	02/07/96	9,910,000	5.150	1,417.68
Yamaichi Intl (America)	02/06/96	02/07/96	17,196,000	5.170	2,469.54
First Chicago Capital Mkt	02/06/96	02/07/96	23,290,000	5.140	3,325.29
Eastbridge Capital	02/06/96	02/07/96	24,910,000	5.160	3,570.43
Eastbridge Capital	02/06/96	02/07/96	25,090,000	5.160	3,596.23
Fuji Securities	02/06/96	02/07/96	28,055,000	5.150	4,013.42
Yamaichi Intl (America)	02/06/96	02/07/96	32,804,000	5.170	4,711.02
Daiwa Securities America	02/06/96	02/07/96	35,845,000	5.150	5,127.83

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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>
SBC Capital Markets, Inc.	02/06/96	02/07/96	\$ 40,000,000	5.150%	\$ 5,722.22
Daiwa Securities America	02/07/96	02/08/96	9,905,000	5.150	1,416.97
Yamaichi Intl (America)	02/07/96	02/08/96	16,156,000	5.160	2,315.69
Yamaichi Intl (America)	02/07/96	02/08/96	16,888,000	5.160	2,420.61
Yamaichi Intl (America)	02/07/96	02/08/96	16,956,000	5.160	2,430.36
Citicorp Securities Mkts	02/07/96	02/08/96	23,290,000	5.150	3,331.76
Eastbridge Capital	02/07/96	02/08/96	24,910,000	5.150	3,563.51
Eastbridge Capital	02/07/96	02/08/96	25,090,000	5.150	3,589.26
Fuji Securities	02/07/96	02/08/96	27,905,000	5.150	3,991.97
Daiwa Securities America	02/07/96	02/08/96	35,850,000	5.150	5,128.54
SBC Capital Markets, Inc.	02/07/96	02/08/96	40,000,000	5.150	5,722.22
Daiwa Securities America	02/08/96	02/09/96	9,905,000	5.130	1,411.46
Fuji Securities	02/08/96	02/09/96	10,000,000	5.130	1,425.00
SBC Capital Markets, Inc.	02/08/96	02/09/96	15,000,000	5.130	2,137.50

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
SBC Capital Markets, Inc.	02/08/96	02/09/96	\$ 23,290,000	5.130%	\$ 3,318.83
Eastbridge Capital	02/08/96	02/09/96	24,925,000	5.140	3,558.74
Citicorp Securities Mkts	02/08/96	02/09/96	25,000,000	5.130	3,562.50
Citicorp Securities Mkts	02/08/96	02/09/96	25,000,000	5.130	3,562.50
Eastbridge Capital	02/08/96	02/09/96	25,075,000	5.140	3,580.15
Fuji Securities	02/08/96	02/09/96	27,910,000	5.130	3,977.18
Daiwa Securities America	02/08/96	02/09/96	35,855,000	5.130	5,109.34
Yamaichi Intl (America)	02/08/96	02/09/96	50,000,000	5.140	7,138.89
Daiwa Securities America	02/09/96	02/12/96	9,485,000	5.130	4,054.84
Daiwa Securities America	02/09/96	02/12/96	12,000,000	5.100	5,100.00
Yamaichi Intl (America)	02/09/96	02/12/96	12,802,000	5.150	5,494.19
Yamaichi Intl (America)	02/09/96	02/12/96	16,175,000	5.150	6,941.77
Yamaichi Intl (America)	02/09/96	02/12/96	21,023,000	5.150	9,022.37
Daiwa Securities America	02/09/96	02/12/96	23,290,000	5.130	9,956.48

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	02/09/96	02/12/96	\$ 24,925,000	5.150%	\$ 10,696.98
Citicorp Securities Mkts	02/09/96	02/12/96	25,000,000	5.130	10,687.50
Citicorp Securities Mkts	02/09/96	02/12/96	25,000,000	5.130	10,687.50
Eastbridge Capital	02/09/96	02/12/96	25,075,000	5.150	10,761.35
Fuji Securities	02/09/96	02/12/96	27,475,000	5.130	11,745.56
Nikko Securities Co Intl	02/09/96	02/12/96	35,860,000	5.130	15,330.15
Nikko Securities Co Intl	02/12/96	02/13/96	8,655,000	5.200	1,250.17
Citicorp Securities Mkts	02/12/96	02/13/96	10,000,000	5.200	1,444.44
SBC Capital Markets, Inc.	02/12/96	Open	10,025,000*	Variable**	0.00
Yamaichi Intl (America)	02/12/96	02/13/96	12,396,000	5.210	1,793.98
Yamaichi Intl (America)	02/12/96	02/13/96	13,192,000	5.210	1,909.18
First Chicago Capital Mkt	02/12/96	02/13/96	23,280,000	5.200	3,362.67
Yamaichi Intl (America)	02/12/96	02/13/96	24,412,000	5.210	3,532.96
Eastbridge Capital	02/12/96	02/13/96	24,935,000	5.200	3,601.72

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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>
Eastbridge Capital	02/12/96	02/13/96	\$ 25,065,000	5.200%	\$ 3,620.50
Citicorp Securities Mkts	02/12/96	02/13/96	27,435,000	5.200	3,962.83
Nikko Securities Co Intl	02/12/96	02/13/96	35,880,000	5.200	5,182.67
Daiwa Securities America	02/12/96	02/13/96	50,000,000	5.200	7,222.22
Yamaichi Intl (America)	02/13/96	02/14/96	8,518,000	5.180	1,225.65
Daiwa Securities America	02/13/96	02/14/96	8,640,000	5.170	1,240.80
Yamaichi Intl (America)	02/13/96	02/14/96	15,251,000	5.180	2,194.45
First Chicago Capital Mkt	02/13/96	02/14/96	23,265,000	5.180	3,347.58
Eastbridge Capital	02/13/96	02/14/96	24,935,000	5.180	3,587.87
Eastbridge Capital	02/13/96	02/14/96	25,065,000	5.180	3,606.58
Yamaichi Intl (America)	02/13/96	02/14/96	26,231,000	5.180	3,774.35
SBC Capital Markets, Inc.	02/13/96	02/14/96	27,435,000	5.180	3,947.59
Citicorp Securities Mkts	02/13/96	02/14/96	31,000,000	5.170	4,451.94
Daiwa Securities America	02/13/96	02/14/96	35,885,000	5.170	5,153.48

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Dean Witter Reynolds	02/14/96	02/15/96	\$ 625,000	5.300%	\$ 92.01
Yamaichi Intl (America)	02/14/96	02/15/96	8,262,000	5.350	1,227.83
Harris-Nesbitt Thomson	02/14/96	02/15/96	8,595,000	5.260	1,255.83
Yamaichi Intl (America)	02/14/96	02/15/96	19,810,000	5.350	2,943.99
Yamaichi Intl (America)	02/14/96	02/15/96	21,928,000	5.350	3,258.74
First Chicago Capital Mkt	02/14/96	02/15/96	23,265,000	5.250	3,392.81
Eastbridge Capital	02/14/96	02/15/96	24,950,000	5.300	3,673.19
Eastbridge Capital	02/14/96	02/15/96	25,050,000	5.300	3,687.92
Fuji Securities	02/14/96	02/15/96	27,310,000	5.350	4,058.57
SBC Capital Markets, Inc.	02/14/96	02/15/96	29,875,000	5.300	4,398.26
Harris-Nesbitt Thomson	02/14/96	02/15/96	35,890,000	5.260	5,243.93
Daiwa Securities America	02/14/96	02/15/96	42,500,000	5.300	6,256.94
Dean Witter Reynolds	02/14/96	02/15/96	49,375,000	5.300	7,269.10
Citicorp Securities Mkts	02/14/96	02/15/96	50,000,000	5.300	7,361.11

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
First Chicago Capital Mkt	02/15/96	02/16/96	\$ 7,510,000	5.350%	\$ 1,116.07
Yamaichi Intl (America)	02/15/96	02/16/96	12,748,000	5.400	1,912.20
Yamaichi Intl (America)	02/15/96	02/16/96	14,747,000	5.400	2,212.05
Yamaichi Intl (America)	02/15/96	02/16/96	15,075,000	5.400	2,261.25
First Chicago Capital Mkt	02/15/96	02/16/96	23,160,000	5.350	3,441.83
Eastbridge Capital	02/15/96	02/16/96	24,950,000	5.420	3,756.36
Eastbridge Capital	02/15/96	02/16/96	25,050,000	5.420	3,771.42
SBC Capital Markets, Inc.	02/15/96	02/16/96	27,315,000	5.360	4,066.90
Lehman Brothers	02/15/96	02/22/96	30,262,500*	5.180	30,481.06
Fuji Securities	02/15/96	02/16/96	35,895,000	5.400	5,384.25
Nikko Securities Co Intl	02/15/96	02/16/96	46,000,000	5.375	6,868.06
Daiwa Securities America	02/15/96	02/16/96	50,000,000	5.400	7,500.00
Citicorp Securities Mkts	02/15/96	02/16/96	50,000,000	5.350	7,430.56
First Chicago Capital Mkt	02/16/96	02/20/96	7,425,000	5.120	4,224.00

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>
SBC Capital Markets, Inc.	02/16/96	02/20/96	\$ 23,075,000	5.110%	\$ 13,101.47
Yamaichi Intl (America)	02/16/96	02/20/96	24,948,000	5.130	14,220.36
Eastbridge Capital	02/16/96	02/20/96	24,950,000	5.130	14,221.50
Eastbridge Capital	02/16/96	02/20/96	25,050,000	5.130	14,278.50
Yamaichi Intl (America)	02/16/96	02/20/96	25,052,000	5.130	14,279.64
Nikko Securities Co Intl	02/16/96	02/20/96	26,950,000	5.125	15,346.53
First Chicago Capital Mkt	02/16/96	02/20/96	36,000,000	5.120	20,480.00
Citicorp Securities Mkts	02/16/96	02/20/96	42,580,000	5.125	24,246.94
PaineWebber	02/16/96	02/20/96	45,000,000	5.050	25,250.00
Daiwa Securities America	02/16/96	02/20/96	50,000,000	5.130	28,500.00
First Chicago Capital Mkt	02/20/96	02/21/96	5,686,000	5.150	813.41
Dean Witter Reynolds	02/20/96	02/21/96	7,425,000	5.120	1,056.00
Dean Witter Reynolds	02/20/96	02/21/96	23,085,000	5.120	3,283.20

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Yamaichi Intl (America)	02/20/96	02/21/96	\$ 24,446,000	5.150%	\$ 3,497.14
Eastbridge Capital	02/20/96	02/21/96	24,965,000	5.170	3,585.25
SBC Capital Markets, Inc.	02/20/96	02/21/96	25,000,000	5.150	3,576.39
Eastbridge Capital	02/20/96	02/21/96	25,035,000	5.170	3,595.30
Yamaichi Intl (America)	02/20/96	02/21/96	25,554,000	5.150	3,655.64
Fuji Securities	02/20/96	02/21/96	26,965,000	5.130	3,842.51
Nomura Securities Intl	02/20/96	02/21/96	36,050,000	5.150	5,157.15
Daiwa Securities America	02/20/96	02/21/96	42,635,000	5.120	6,063.64
First Chicago Capital Mkt	02/20/96	02/21/96	44,314,000	5.150	6,339.36
First Chicago Capital Mkt	02/21/96	02/22/96	7,430,000	5.110	1,054.65
SBC Capital Markets, Inc.	02/21/96	Open	9,925,000*	Variable**	0.00
Yamaichi Intl (America)	02/21/96	02/22/96	20,057,000	5.150	2,869.27
First Chicago Capital Mkt	02/21/96	02/22/96	23,090,000	5.110	3,277.50
Eastbridge Capital	02/21/96	02/22/96	24,960,000	5.150	3,570.67
Nomura Securities Intl	02/21/96	02/22/96	25,000,000	5.100	3,541.67

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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>
Eastbridge Capital	02/21/96	02/22/96	\$ 25,040,000	5.150%	\$ 3,582.11
Fuji Securities	02/21/96	02/22/96	26,970,000	5.130	3,843.23
Yamaichi Intl (America)	02/21/96	02/22/96	29,943,000	5.150	4,283.51
Citicorp Securities Mkts	02/21/96	02/22/96	36,060,000	5.140	5,148.57
Daiwa Securities America	02/21/96	02/22/96	42,650,000	5.130	6,077.63
Yamaichi Intl (America)	02/22/96	02/23/96	1,193,000	5.120	169.67
Daiwa Securities America	02/22/96	02/23/96	7,200,000	5.080	1,016.00
First Chicago Capital Mkt	02/22/96	Open	9,925,000*	Variable**	0.00
First Chicago Capital Mkt	02/22/96	Open	10,075,000*	Variable**	0.00
Citicorp Securities Mkts	02/22/96	02/23/96	16,305,000	5.100	2,309.88
Fuji Securities	02/22/96	03/01/96	20,025,000	5.400	23,106.63
First Chicago Capital Mkt	02/22/96	02/23/96	21,000,000	5.080	2,963.33
Nomura Securities Intl	02/22/96	02/23/96	22,290,000	5.100	3,157.75
Citicorp Securities Mkts	02/22/96	02/23/96	26,310,000	5.100	3,727.25

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nomura Securities Intl	02/22/96	02/23/96	\$ 26,715,000	5.100%	\$ 3,784.63
Daiwa Securities America	02/22/96	02/23/96	36,075,000	5.080	5,090.58
Yamaichi Intl (America)	02/22/96	02/23/96	48,807,000	5.120	6,941.44
Eastbridge Capital	02/22/96	02/23/96	50,000,000	5.100	7,083.33
Lehman Brothers	02/22/96	02/29/96	50,000,000	5.150	50,069.44
Harris-Nesbitt Thomson	02/22/96	02/29/96	50,000,000	5.140	49,972.22
Citicorp Securities Mkts	02/23/96	02/26/96	6,375,000	5.130	2,725.31
Nomura Securities Intl	02/23/96	02/26/96	21,310,000	5.130	9,110.03
Nomura Securities Intl	02/23/96	02/26/96	26,235,000	5.130	11,215.46
Citicorp Securities Mkts	02/23/96	02/26/96	36,080,000	5.130	15,424.20
Daiwa Securities America	02/23/96	02/26/96	42,610,000	5.140	18,251.28
Eastbridge Capital	02/23/96	02/26/96	50,000,000	5.150	21,458.33
Nikko Securities Co Intl	02/23/96	02/26/96	50,000,000	5.150	21,458.33
Eastbridge Capital	02/26/96	02/27/96	5,865,000	5.160	840.65

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nomura Securities Intl	02/26/96	02/27/96	\$ 6,355,000	5.150%	\$ 909.12
Yamaichi Intl (America)	02/26/96	02/27/96	13,282,000	5.170	1,907.44
Nikko Securities Co Intl	02/26/96	02/27/96	21,315,000	5.150	3,049.23
Nikko Securities Co Intl	02/26/96	02/27/96	26,250,000	5.150	3,755.21
Yamaichi Intl (America)	02/26/96	02/27/96	28,718,000	5.170	4,124.22
Nomura Securities Intl	02/26/96	02/27/96	36,095,000	5.150	5,163.59
Daiwa Securities America	02/26/96	02/27/96	42,640,000	5.160	6,111.73
Eastbridge Capital	02/26/96	02/27/96	44,135,000	5.160	6,326.02
Daiwa Securities America	02/27/96	02/28/96	1,349,000	5.150	192.98
Nikko Securities Co Intl	02/27/96	02/28/96	6,355,000	5.150	909.12
Citicorp Securities Mkts	02/27/96	02/28/96	21,310,000	5.150	3,048.51
Yamaichi Intl (America)	02/27/96	02/28/96	24,593,000	5.160	3,525.00
Yamaichi Intl (America)	02/27/96	02/28/96	25,407,000	5.160	3,641.67
Citicorp Securities Mkts	02/27/96	02/28/96	26,250,000	5.150	3,755.21

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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	02/27/96	03/01/96	\$ 29,512,500*	5.400%	\$ 13,034.69
Nikko Securities Co Intl	02/27/96	02/28/96	36,100,000	5.150	5,164.31
Eastbridge Capital	02/27/96	02/28/96	42,650,000	5.160	6,113.17
Daiwa Securities America	02/27/96	02/28/96	48,651,000	5.150	6,959.80
Nikko Securities Co Intl	02/28/96	02/29/96	1,012,000	5.340	150.11
Eastbridge Capital	02/28/96	02/29/96	1,425,000	5.350	211.77
Nomura Securities Intl	02/28/96	02/29/96	6,355,000	5.350	944.42
Yamaichi Intl (America)	02/28/96	02/29/96	21,310,000	5.360	3,172.82
Yamaichi Intl (America)	02/28/96	02/29/96	25,855,000	5.360	3,849.52
Daiwa Securities America	02/28/96	02/29/96	36,000,000	5.330	5,330.00
Nomura Securities Intl	02/28/96	02/29/96	36,105,000	5.350	5,365.60
Nikko Securities Co Intl	02/28/96	02/29/96	41,648,000	5.340	6,177.79
Eastbridge Capital	02/28/96	02/29/96	48,575,000	5.350	7,218.78
Dean Witter Reynolds	02/29/96	03/01/96	437,500	5.380	65.38

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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 Intl	02/29/96	03/01/96	\$ 5,845,000	5.360%	\$ 870.26
Citicorp Securities Mkts	02/29/96	03/01/96	11,710,000	5.400	1,756.50
Daiwa Securities America	02/29/96	03/01/96	20,730,000	5.420	3,121.02
Yamaichi Intl (America)	02/29/96	03/01/96	24,288,000	5.430	3,663.44
Yamaichi Intl (America)	02/29/96	03/01/96	25,712,000	5.430	3,878.23
Daiwa Securities America	02/29/96	03/01/96	25,795,000	5.420	3,883.58
Nomura Securities Intl	02/29/96	03/01/96	36,160,000	5.360	5,383.82
Citicorp Securities Mkts	02/29/96	03/01/96	38,290,000	5.400	5,743.50
Nikko Securities Co Intl	02/29/96	03/01/96	42,650,000	5.375	6,367.88
Dean Witter Reynolds	02/29/96	03/01/96	49,562,500	5.380	7,406.84

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

**This rate is subject to change daily.

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

Reverse Repurchase Transactions

<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	02/01/96	02/08/96	\$15,225,000*	5.000%	\$14,802.08
Fuji Securities	02/02/96	02/21/96	9,887,500*	5.100	25,226.86
SBC Capital Markets, Inc.	02/12/96	Open	10,025,000*	Variable**	0.00
Lehman Brothers	02/15/96	02/22/96	30,262,500*	4.980	29,304.19
SBC Capital Markets, Inc.	02/21/96	Open	9,925,000*	Variable**	0.00
Fuji Securities	02/22/96	03/01/96	20,025,000*	5.300	14,768.44
First Chicago Capital Mkt	02/22/96	Open	9,925,000*	Variable**	0.00
First Chicago Capital Mkt	02/22/96	Open	10,075,000*	Variable**	0.00
Fuji Securities	02/27/96	03/01/96	29,512,500*	5.200	12,009.95

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

**This rate is subject to change daily.

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

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 February 1, 1996 through February 29, 1996, 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

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>
02/13/96	\$5,000,000	OTC European Call on US Treasury Notes 5 1/4% due 1/31/01	7.6/32	100.15 1/4/32	02/27/96 for 02/28/96	Swiss Bank	\$11,875.00
02/27/96	\$10,000,000	OTC European Put on US Treasury Notes 5 1/4% due 1/31/01	14/32	98.15+	03/12/96 for 03/13/96	Goldman Sachs	\$43,750.00

(Board - 4/11/96)

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 February 1, 1996 through February 29, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of February 29, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 February 1, 1996 through February 29, 1996 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.

**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 Service Contract were authorized or amended, during the period February 1, 1996 to February 29, 1996.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
<p>For the Director, Port Commerce, to retain the services of:</p> <p>Benjamin Miller 500 West 111th St., #5A New York, N.Y. 10025</p>	<p>Professional consulting services in connection with a Port Authority study of the projected (2000-2050) market for new regional waste disposal capacity.</p>	<p>\$ 10,000</p>
<p>For the Director, Human Resources, to retain the services of:</p> <p>Lee Hecht Harrison 200 Park Avenue New York, N.Y. 10166</p>	<p>Individual outplacement assistance for William Goldstein as part of the severance package for Senior Executive staff impacted by the reduction in force.</p>	<p>\$ 5,000</p>
<p>For the Director, Human Resources, to retain the services of:</p> <p>Lee Hecht Harrison 200 Park Avenue New York, N.Y. 10166</p>	<p>Individual outplacement assistance for Richard R. Kelly as part of the severance package for Senior Executive staff impacted by the reduction in force.</p>	<p>\$ 5,000</p>
<p>For the Director, Human Resources, to retain the services of:</p> <p>Lee Hecht Harrison 200 Park Avenue New York, N.Y. 10166</p>	<p>Individual outplacement assistance for Katy MacKay as part of the severance package for Senior Executive staff impacted by the reduction in force.</p>	<p>\$ 5,000</p>

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Human Resources, to retain the services of: Lee Hecht Harrison 200 Park Avenue New York, N.Y. 10166	Individual outplacement assistance for Alice Herman as part of the severance package for Senior Executive staff impacted by the reduction in force.	\$ 5,000

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES OF SPECIAL BOARD MEETING

Thursday, April 25, 1996

Page

✓ John F. Kennedy International Airport - LCOR Incorporated/Schiphol USA
Incorporated - Lease for the International Arrivals and Wing Buildings -
Redevelopment and Operation and Special Project Bond Inducement Resolution

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FILE COPY

MINUTES of a special meeting of The Port Authority of New York and New Jersey held Thursday, April 25, 1996, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. Henry F. Henderson
 Hon. Robert C. Janiszewski
 Hon. Alan G. Philiposian
 Hon. Frank J. Wilson

NEW YORK

Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
 Jeffrey S. Green, General Counsel
 Lysa C. Meduri, Secretary
 Barry A. Abramowitz, Program Director, JFK Redevelopment, Aviation
 Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Gerald P. FitzGerald, Director, Aviation
 John J. Haley, Jr., Deputy Executive Director
 Charles F. McClafferty, Acting Chief Financial Officer
 Cruz C. Russell, Acting Director, Corporate Policy and Planning
 Jeff Stein, Executive Assistant to the Chairman
 Doreen Frasca, Cambridge Partners

The Secretary reported that the meeting was duly called in accordance with the By-Laws.

The meeting was called to order in executive session by Chairman Eisenberg at 3:50 p.m. and ended at 4:00 p.m.

**John F. Kennedy International Airport - LCOR Incorporated/
Schiphol USA Incorporated - Lease for the International
Arrivals and Wing Buildings - Redevelopment and
Operation and Special Project Bond Inducement Resolution**

It was recommended that the Board authorize the Executive Director to enter into a lease with an entity to be formed and controlled by the principals of LCOR Incorporated and Schiphol USA Incorporated (LCOR/Schiphol) for the redevelopment and operation of the International Arrivals and Wing Buildings (IAB) at John F. Kennedy International Airport (JFK). The lease would provide for the construction by LCOR/Schiphol of a terminal having approximately 1.4 million square feet on a site of approximately 165 acres at specified rentals. Subject to an extension of the New York City Airports Lease, the term of the lease would include a construction and transition period and twenty-five years following the date of beneficial occupancy. It was also recommended that the Board authorize the Executive Director to: 1) provide as part of the lease that the Port Authority will be obligated to reimburse LCOR/Schiphol for roadway and utility construction expenses up to \$82 million for work performed on behalf of the Port Authority in areas connected and adjacent to the IAB frontage roads (these funds having been previously authorized by the Board for the reconstruction of the Central Terminal Area roadway and utility network); 2) provide for subsurface environmental remediation on the IAB ramp at a cost to the Port Authority of approximately \$10 million, and bid or negotiate and then award a contract or supplemental agreement therefor; 3) take action or enter into agreements to make provision for the disposition of the current staff of the IAB through placement, attrition, vacancies, incentives or otherwise as he may deem necessary or appropriate; 4) enter into a letter agreement with LCOR/Schiphol effective on or about June 1, 1996, or such other agreed upon date, which will permit LCOR/Schiphol to proceed with certain development of the IAB prior to lease execution, with the Port Authority being obligated to pay an amount up to \$5 million towards the costs of such development in the event a lease is not entered into, provided that LCOR/Schiphol shall be responsible for the initial \$15 million of such development costs, and further provided that no such development costs will be payable by the Port Authority if the New York City Airports Lease has not been extended or LCOR/Schiphol and the City of New York have not entered into a non-disturbance or similar agreement, with such agreement to be subject to the approval of the Port Authority; 5) enter into a management agreement effective on or about August 1, 1996, or such other agreed upon date, under which LCOR/Schiphol would assume day to day management responsibilities for the IAB, including supervision of Port Authority employees; and 6) enter into such other agreements with such entities as may be necessary or appropriate to effectuate the above-described matters. To the extent that delay is experienced in obtaining an extension to the New York City Airports Lease or another mutually acceptable arrangement with the City is not reached in a timely manner, the dates set forth herein would be adjusted.

The lease would also provide that at the lessee's request, the Port Authority would consider the issuance of Special Project Bonds in a principal amount not to exceed \$1.2 billion to provide, in whole or in part, for project costs under and pursuant to the Port Authority Special Project Bond Resolution adopted June 9, 1983; with debt service on such bonds being a special obligation of the Port Authority payable from the sources and to the extent generally as provided in such resolution and with the Port Authority's full faith and credit not being pledged to any such bonds. It is anticipated that the lessee would include in the construction

costs, to be provided with the proceeds of any such bonds, certain costs incurred prior to the execution of the lease and the issuance of any such bonds.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Eisenberg, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer, Talley and Wilson 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 an entity to be formed and controlled by the principals of LCOR Incorporated and Schiphol USA Incorporated at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to reimburse LCOR/Schiphol for roadway and utility construction expenses up to \$82 million for work performed on behalf of the Port Authority in areas connected and adjacent to the IAB frontage roads; and it is further

RESOLVED, that a project is hereby authorized to perform certain subsurface remediation at a cost of approximately \$10 million, including administrative, engineering, financial expenses and a project contingency; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to bid, solicit or enter into one or more contracts to perform the aforesaid remediation work, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized to take action or enter into agreements to make provision for the disposition of the current staff of the IAB through placement, attrition, vacancies, incentives or otherwise as he may deem necessary or appropriate; 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 letter agreement with LCOR/Schiphol effective on or about June 1, 1996, or such other agreed upon date, under which LCOR/Schiphol would proceed with certain development of the IAB prior to lease execution, with the Port Authority being obligated to pay an amount up to \$5 million towards the costs of such development in the event a lease is not entered into, provided that LCOR/Schiphol shall be responsible for the initial \$15 million of such development costs, and further provided that no such development costs will be payable by the Port Authority if the New York City Airports Lease has not been extended or LCOR/Schiphol and the City of New York have not entered into a non-disturbance or similar agreement, with such agreement to be subject to the approval of the Port Authority, and further provided that such development costs will only be reimbursable to the extent

that a lease is not entered into because of factors within the Port Authority's control; 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 management agreement effective on or about August 1, 1996, or such other agreed upon date, under which LCOR/Schiphol would assume day to day management responsibilities for the IAB, including supervision of Port Authority employees; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into such other agreements with such entities as may be necessary or appropriate to effectuate the above described matters; and it is further

RESOLVED, that the final terms of the lease and other agreements entered into hereunder shall be subject to the approval of the Committee on Operations; and it is further

RESOLVED, that an Authorized Officer (as such term is used in connection with Port Authority bonds and notes) be and is hereby authorized, for and on behalf of the Port Authority, to execute a declaration of official intent under Section 1.150-2 of the regulations issued by the United States Department of the Treasury, to provide for the reimbursement of certain project costs incurred prior to the execution of the lease and the issuance of special project bonds for purposes of the above-described arrangement; and it is further

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

Whereupon, the meeting was adjourned.

Secretary

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Human Resources, to retain the services of: Lee Hecht Harrison 200 Park Avenue New York, N.Y. 10166	Individual outplacement assistance for Alice Herman as part of the severance package for Senior Executive staff impacted by the reduction in force.	\$ 5,000

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES
Thursday, May 9, 1996

Handwritten: MAY 10 1996

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, May 9, 1996, 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. Henry F. Henderson
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
 Jeffrey S. Green, General Counsel
 Lysa C. Meduri, Secretary
 Karen A. Antion, Chief Technology Officer
 Daniel Bergstein, Executive Policy Analyst, Office of the Deputy Executive Director
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port/Commerce
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 John J. Haley, Jr., Deputy Executive Director
 Mark O. Hatfield, Jr., Deputy Press Secretary
 Gita Kalra, Attorney, Law
 Francis J. Lombardi, Acting Chief Engineer
 Charles F. McClafferty, Acting Chief Financial Officer
 James C. Reinish, Manager, Policy Analysis and Communication, Office of Board Secretary
 Cruz C. Russell, Acting Director, Corporate Policy and Planning
 Jeff Stein, Executive Assistant to the Chairman
 Louis P. Venech, Transportation Development, Corporate Policy and Planning
 Hugh H. Welsh, Deputy General Counsel
 Peter Yerkes, Press Secretary
 Richard T. Anderson, President, New York Building Congress
 Michael C. Finnegan, Counsel to the Governor of the State of New York
 Richard Mroz, New Jersey Governor's Authorities Unit
 Tom Prendergast, President, Long Island Railroad
 H. Claude Shostal, President, Regional Plan Association
 Hon. Archie Spigner, New York City Council, Southeast Queens
 Peter Verniero, Chief of Staff to the Governor of the State of New Jersey

The public meeting was called to order by Chairman Eisenberg at 2:18 p.m. and ended at 2:57 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of April 11, 1996. 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 Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meeting on May 9, 1996, which included discussion of internal audit 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.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on April 25, 1996, which included discussion of lease 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 Finance

The Committee on Finance submitted a report, for information, of matters discussed in executive session at its meeting on April 25, 1996, which included discussion of internal financial 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 Construction

The Committee on Construction submitted a report, for information, of matters discussed in executive session at its meeting on April 25, 1996, which included a 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 Capital Programs and Port Planning

Recognizing the importance of the capital program and the need for rigorous review of the risks associated with major capital projects, it was decided that this activity should now be undertaken by the Committee on Port Planning (of the Port Authority and its subsidiary corporations) henceforth to be referred to as the Committee on Capital Programs and Port Planning.

The Committee on Capital Programs and Port Planning submitted a report, for information, of matters discussed at its meeting on April 25, 1996, which included a discussion of Access to the Region's Core. The Committee also met in executive session on April 11, 1996 to discuss matters which could affect the competitive economic position of the Port Authority, the port district and businesses with whom we deal, and the report was received.

Michael C. Finnegan, Counsel to the Governor of the State of New York, and Peter Verniero, Chief of Staff to the Governor of the State of New Jersey, expressed support on behalf of both Governors for the Comprehensive Dredging and Disposal Plan.

Richard T. Anderson, President of New York Building Congress; Tom Prendergast, President of Long Island Railroad; H. Claude Shostal, President of Regional Plan Association; and Hon. Archie Spigner of New York City Council, Southeast Queens, expressed support, on behalf of the entities they represent, for the John F. Kennedy International Airport - Airport Access Project.

Retention of Independent Auditors

Under the By-Laws, the Audit Committee has the responsibility to recommend retention of independent auditors for designation by the Board to audit the accounts and financial statements of the Port Authority and its subsidiaries. The Audit Committee monitors the independent auditing function and decides annually the question of which firm to recommend to the Board for retention by the Port Authority and for what period of time in light of then-current circumstances.

Consistent with long-standing policy and after a full review and discussion of the performance of Deloitte & Touche LLP, the Audit Committee recommended that the Board designate Deloitte & Touche LLP as independent auditors to audit the accounts and financial statements of the Port Authority and its wholly-owned subsidiaries for the year ending December 31, 1996, to perform an evaluation of the system of internal accounting controls, to perform a review of the Passenger Facility Charge Program, to provide other audit services, and to provide services requested in the disclosure process in connection with the issuance from time to time of Port Authority obligations.

The Audit Committee was authorized, by Board action on March 9, 1995, to seek proposals relating to the independent auditing function for the 1996 annual audit. However, because of a number of factors related to the ongoing reorganization and redirection of the Port Authority begun in the summer of 1995, it was decided not to seek proposals at this time.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that Deloitte & Touche LLP be and it hereby is designated as independent auditors to audit the accounts and financial statements of The Port Authority of New York and New Jersey and its wholly-owned subsidiaries for the year ending December 31, 1996; and it is further

RESOLVED, that, for the year ending December 31, 1996, Deloitte & Touche LLP be and it hereby is designated to perform an evaluation of the system of internal accounting controls, and to provide other audit services, including a review of revenue and cost computations relating to and under the terms of the various lease agreements, such as those with the cities of New York and Newark, financial and statistical data reports submitted to the Federal Transit Administration, field work and financial disclosure requirements of the Single Audit Act of 1984 for recipients of Federal financial assistance, and to participate as requested in the disclosure process in connection with the issuance from time to time of Port Authority obligations; and it is further

RESOLVED, that, for the year ending December 31, 1996, Deloitte & Touche LLP be and it hereby is designated to perform a review of the Passenger Facility Charge Program pursuant to the Aviation Safety and Capacity Expansion Act of 1990; and it is further

RESOLVED, that, in accordance with the By-Laws of the Port Authority, the matters of arranging for such services by the above-designated auditors, for monitoring the auditors' performance, and for evaluating proposals for 1997 be and each hereby is referred to the Audit Committee.

**Comprehensive Dredging and Disposal Plan - Bi-State
Cooperation**

WHEREAS, representatives of the States of New York and New Jersey (the States) and The Port Authority of New York and New Jersey (the Port Authority) have been involved in extensive discussions with the goal of developing a comprehensive dredging and disposal plan (the Plan) for the Port of New York and New Jersey (Port); and

WHEREAS, the Port produces 166,500 jobs in the regional community and is responsible for close to \$20 billion in annual regional sales, \$6.2 billion in regional wages, \$500 million in regional income and sales taxes; and

WHEREAS, the New York and New Jersey region provides an immediate customer base of 17 million consumers within 250 miles of the Port; and

WHEREAS, the States and the Port Authority realize the vital importance to the region that the Port's status as the largest hub port on the Eastern seaboard be maintained; and

WHEREAS, the States and the Port Authority have committed to the development of the Plan as a top priority and toward that end will work with the Environmental Protection Agency, the Army Corps of Engineers, the Federal government, the City of New York, affected community groups and the environmental community to develop an economically sound and environmentally responsible Plan.

NOW, THEREFORE, BE IT

RESOLVED, that the Plan will extend through the year 2025 and will address the immediate, short-term, mid-term and long-term needs of the Port, including the creation of deep water channels containing adequate depth for 48-foot draft vessels; and it is further

RESOLVED, that in developing the Plan, several options for dredging and the development of disposal and other management techniques shall be considered by the States and the Port Authority, including but not limited to, the construction of the Newark Bay Subaqueous Confined Disposal Facility, the research and development of containment islands and other disposal options, pollution reduction strategies, decontamination technologies, and the implementation of upland, near-shore, and in-water disposal solutions; and it is further

RESOLVED, that the cost to implement the Plan should be equitably apportioned among all affected parties, including but not limited to the State of New York, the State of New Jersey, the Port Authority, the City of New York and the Federal government and that the Port Authority will commit to spend up to one hundred thirty million dollars (\$130,000,000) on dredging projects during the 1996 fiscal year; and it is further

RESOLVED, that the Plan will include a streamlining of the permitting process for dredging and disposal, including more direct lines of responsibility and clarification of the regulations and testing procedures and interpretation of their results, and it is further

RESOLVED, that the Port Authority is committed to gaining input from the various affected constituencies, including port businesses, fishing, tourism and environmental groups, and will seek support for the Plan from all interested parties.

The foregoing resolution was unanimously adopted.

**John F. Kennedy International Airport - Airport Access
Project - Project Authorization - Applications to Impose
and Use Additional Passenger Facility Charge**

It was recommended that the Board:

- 1) authorize a project for the implementation of an automated Light Rail Transit (LRT) system including a link between Jamaica and John F. Kennedy International Airport (JFK), a link between Howard Beach and JFK, and an LRT circulating the Central Terminal Area (CTA) for an estimated cost of \$1.081 billion in current dollars, including payments to contractors, allowances for extra work and net cost work, engineering and administrative and a provision for an additional estimated \$187 million for escalation, insurance and construction bonding, interest cost during construction and a project contingency. Such authorization is subject to any necessary or appropriate certifications or approvals;
- 2) authorize the Executive Director to apply to the Federal Aviation Administration (FAA) for authority to continue to impose and use a Passenger Facility Charge (PFC) of \$3 per enplaned passenger at JFK, Newark International Airport (EWR) and LaGuardia Airport (LGA). The applications would include:
 - a) additional PFC collection authority of \$823 million for the proposed Airport Access LRT. This amount would include \$598 million for the portion of the LRT system between JFK and Jamaica, \$131 million for the Howard Beach link, and \$94 million for the CTA component. This \$823 million would be in addition to the \$100 million collection authority previously approved for the CTA component and the \$325 million previously approved for the Howard Beach link; and
 - b) additional PFC use authority of \$1.248 billion. This amount would include \$598 million for implementing the portion of the LRT system between JFK and Jamaica, \$456 million for implementing the Howard Beach link, and \$194 million for implementing the CTA component;
- 3) authorize expenditures of an additional approximately \$25 million for the LRT project for a total Airport Access project budget of \$56 million, to provide for the following items prior to further PFC approvals from the FAA:
 - a) early action items for the Jamaica-JFK LRT project implementation, which might include the remediation of any contaminants on the project right-of-way, construction of roadway relocation and related work action items;
 - b) professional, technical, and advisory services as might be appropriate for the project; and
 - c) costs preliminary to acquisition of property interests, including but not limited to costs associated with securing rights of entry, title searches, title insurance and surveys, real estate appraisals, incidental mitigation of impacted wetlands and remediation of contaminants on the properties, if required; and

- 4) authorize the Executive Director with regard to the LRT project to:
 - a) obtain permits and approvals and to negotiate and enter into any agreements or supplements to existing agreements with such entities as may be required to effectuate the LRT project and to execute documents in connection therewith, and
 - b) to take such actions with respect to the award of purchase and construction contracts and agreements for professional, technical, and advisory services as he deems in the best interest of the Port Authority, including, without limitation, award to the lowest qualified bidder or proposer, who in his opinion, is best qualified by reason of responsibility, experience and capacity to perform the work and whose bid or proposal price the Executive Director deems reasonable; rejection of all bids or proposals; solicitation of new bids or proposals on revised or same requirements; or negotiations with one or more bidders or proposers or other contractors, and execute contracts and supplemental agreements with such bidders or proposers or contractors as he deems in the best interest of the Port Authority, and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto.

Extensive analyses over the past four years have shown that the implementation of the airport access project would preserve and enhance the capacity of the regional airport system, maintain and strengthen the airports' competitiveness, and preserve and enhance the regional economic benefits generated by the airports.

It is projected that a significant number of air passengers, airport visitors and airport employees will utilize the proposed airport access system. The ridership analyses of the airport access project show that the LRT system will be used by over 34,000 ground-access passengers and employees daily for trips to, from and on the airport.

In addition to the air capacity, competition, and airport-generated economic benefits, the proposed project will provide a significant boost to the regional economy during construction and operation. The airport access project is anticipated to generate 4,800 construction jobs during its construction. The total direct and indirect economic benefits from construction, including those from wages and income taxes, are expected to exceed \$1.7 billion in current dollars. Subsequent to the construction of the project, the operations of the system will generate over 195 permanent positions, and contribute in excess of \$824 million in annual economic activity to the region. These annual benefits are a result of passenger time savings, air quality improvements, income earnings, and regional income taxes.

The requested additional PFC authority would bring total requested authority to collect, including any interest earned thereon, to \$1.768 billion for projects in both states, and total requested authority to use to \$1.707 billion on projects in both states. We currently have authority to collect \$846 million for projects in both states and spend \$171 million on projects in both states (a request for authority to spend \$250 million for the Monorail-Northeast Corridor was submitted this month and is pending). The new applications would cover the collection and use of PFC funds for the proposed Airport Access LRT project, including CTA and Howard Beach Components, for which the FAA has previously approved the imposition of \$100 million and \$325 million in PFCs. The proposed project would connect JFK with the Long Island Rail Road and the subway station at Jamaica and with the Howard Beach Subway Station. Due to limitations on available funding, for the foreseeable future the Port Authority has no other plans to provide airport rail access in New York beyond the connections to the New York City Transit Authority facilities at Howard Beach and the Long Island Rail Road and the New York City Transit Authority facilities at Jamaica. If at some time in the future, additional rail access is planned by the Port Authority or others, it could be substantially different than the rail airport access plan previously considered by the Port Authority.

Submission of the PFC use application to the FAA is contingent upon the requisite environmental and Airport Layout Plan processing by the FAA. To-date the FAA has approved the use of \$14 million in PFCs for projects in New York.

Due to the small number of passengers carried in air taxis and difficulty of collection, it is proposed for administrative reasons that air taxis, except commuter air carriers, continue to be exempted from PFC collection.

The new PFC applications also would request permission to reimburse the Port Authority with PFCs for the advance funds requested herein for the LRT project. The authorizations requested would continue to advance the project during the interim until further FAA approval to spend the PFCs being collected for the project is obtained. The approximately \$25 million in expenditures requested for the project would provide for engineering, materials procurement, and various environmental and property acquisition planning efforts, including expenses of Special Counsels. This includes early action items for the project.

The agreements involved to effectuate the project may include, for example, those with Federal, state, and municipal entities such as the City of New York relative to adding acquired property interests to the Air Terminal premises leased to the Port Authority. At the appropriate time, staff will ask the Board to make the necessary findings and authorize acquisition of specific property interests by condemnation or negotiation.

As required by the PFC regulations, the Port Authority will consult with the airlines before filing PFC applications with the FAA to collect and/or use PFC funds for the project.

Pursuant to Sections 9110 and 9111 of the Aviation Safety and Capacity Expansion Act of 1990 (Act), public agencies that control commercial airports may apply to the FAA for approval to impose and use a PFC of \$1, \$2 or \$3 per enplaned passenger. The proceeds may be used for eligible airport-related projects that preserve or enhance safety, capacity or security of the national air transportation system, reduce noise from an airport that is part of such system, or furnish opportunities for enhanced competition between or among air carriers.

PFC revenues may be used to pay allowable costs of FAA-approved projects, including payments for debt service on bonds and other indebtedness incurred to carry out such projects and bond financing costs.

It is anticipated that PFC revenues would be used on a direct basis to pay project costs and to pay bond-associated debt service and financing costs on that portion of bonds issued to carry out FAA-approved PFC funded projects. Subsequent authorization will be sought for any bonds to be issued for the PFC projects.

The aggregate PFC revenues at the three airports are estimated to be approximately \$90-\$115 million annually. This represents the net proceeds from authorized PFC collection less a service charge paid to the airlines of \$0.08 per passenger for handling the PFC. Under provisions of the Act, the Port Authority loses up to half of its apportioned Airport Improvement Program (AIP) funds in years when PFCs are collected. The reduction in anticipated AIP apportionments for 1996 is estimated at \$15 million.

Along with the usual required assurances regarding compliance with the applicable Federal, state and local laws and regulations, the following assurances would be required in PFC applications to the FAA: the Port Authority has the legal authority to impose a PFC and to finance and carry out the proposed project; that a resolution, motion or similar action has been duly adopted or passed as an official act of the Port Authority's governing body authorizing the filing of an application, including all understandings and assurances contained therein, and directing and authorizing the person identified as the official representative of the Port Authority to act in connection with the application; the Port Authority will not enter into exclusive long-term (five years or longer) leases or use agreements with any carrier for PFC-funded projects; leases or agreements for such facilities will not preclude the Port Authority from funding, developing, or assigning new capacity at the airports with PFCs; the Port Authority will not enter into lease or use agreements for facilities financed with PFCs, if they contain carry-over provisions regarding a renewal option that would automatically extend the term of the agreements in preference to potentially competing carriers trying to negotiate for the use of those facilities; any lease or use agreements for PFC-funded facilities will contain a provision that permits the Port Authority to terminate the lease or use agreement if the carrier has an exclusive lease or use agreement for existing facilities at the airports, and any portion of its existing exclusive use facilities is not fully used and is not made available for use by potentially competing carriers; and the Port Authority will not treat PFCs as airport revenue for the purposes of establishing rates, fees and charges for carriers based on that portion of capital costs paid for by PFCs.

The provisions of the Airport Noise and Capacity Expansion Act of 1990 require that the authority to impose a PFC be terminated if the Administrator determines that the Port Authority has failed to comply with the Act or its implementing regulations.

Pursuant to the foregoing report presented by staff, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project for the implementation of an automated Light Rail Transit (LRT) system including a link between Jamaica and John F. Kennedy International Airport (JFK), a link between Howard Beach and JFK, and an LRT circulating the Central Terminal Area (CTA) for an estimated cost of \$1.081 billion in current dollars, including payments to contractors, allowances for extra work and net cost work, engineering and administrative and a provision for an additional estimated \$187 million for escalation, insurance and construction bonding, interest cost during construction and a project contingency be and it hereby is authorized; such authorization to be subject to any necessary or appropriate certifications or approvals; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority to apply to the Federal Aviation Administration (FAA) for authority to continue to impose and use a Passenger Facility Charge (PFC) of \$3 per enplaned passenger at JFK, Newark International Airport (EWR) and LaGuardia Airport (LGA). The applications would include:

- a) additional PFC collection authority of \$823 million for the proposed Airport Access LRT. This amount would include \$598 million for the portion of the LRT system between JFK and Jamaica, \$131 million for the Howard Beach link, and \$94 million for the CTA component. This \$823 million would be in addition to the \$100 million collection authority previously approved for the CTA component and the \$325 million previously approved for the Howard Beach link; and
- b) additional PFC use authority of \$1.248 billion. This amount would include \$598 million for implementing the portion of the LRT system between JFK and Jamaica, \$456 million for implementing the Howard Beach link, and \$194 million for implementing the CTA component; and it is further

RESOLVED, that the advancement of Port Authority funds in the additional amount of \$25 million for the LRT project is hereby authorized, (for a total Airport Access project budget of \$56 million), said expenditures to provide for the following items prior to further PFC approvals from the FAA:

- a) early action items for the Jamaica-JFK LRT project implementation, which might include the remediation of any contaminants on the project right-of-way, construction of roadway relocation and related work action items;
- b) professional, technical, and advisory services as might be appropriate for the project; and
- c) costs preliminary to acquisition of property interests, including but not limited to costs associated with securing rights of entry, title searches, title insurance and surveys, real estate appraisals, incidental mitigation of impacted wetlands and remediation of contaminants on the properties, if required; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized with regard to the LRT project to:

- a) obtain permits and approvals and to negotiate and enter into any agreements or supplements to existing agreements with such entities as may be required to effectuate the LRT project and to execute documents in connection therewith; and
- b) to take such actions with respect to the award of purchase and construction contracts and agreements for professional, technical, and advisory services as he deems in the best interest of the Port Authority, including, without limitation, award to the lowest qualified bidder or proposer, who in his opinion, is best qualified by reason of responsibility, experience and capacity to perform the work and whose bid or proposal price the Executive Director deems reasonable; rejection of all bids or proposals; solicitation of new bids or proposals on revised or same requirements; or negotiations with one or more bidders or proposers or other contractors, and execute contracts and supplemental agreements with such bidders or proposers or contractors as he deems in the best interest of the Port Authority, and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto; and it is further

RESOLVED, that the form of all documents to effectuate the aforesaid shall be subject to the approval of General Counsel or his authorized representative.

**John F. Kennedy International Airport Research and
Development Project for Foam Arrestor Bed -
Authorization to Award Design Build Contract to
Engineered Systems Inc. and Edwards & Kelcey, Inc., A
Joint Venture**

Many of the runways at Port Authority airports, and airports around the U.S., have less than the recommended 1,000 ft. runway safety overrun area since they were constructed before the Federal Aviation Administration (FAA) instituted the 1,000 foot guideline. While such runways are exempt from the FAA 1,000 foot criteria, mathematical simulation and live tests conducted at the FAA Technical Center have proven that, using foam arrestor technology, all types of aircraft can be stopped in less than 600 feet when entering the overrun with speeds of up to 80 knots. Overrun incidents are the most common form of serious aircraft operational mishaps.

Therefore, On March 9, 1995, the Board authorized entering into a four-year Cooperative Research and Development Agreement with the FAA for professional services and technical research leading to the installation of arrestor beds at Port Authority airports. The Board also authorized negotiating a sole-source contract with Engineered Systems Inc. for the design, construction and installation of one Foam Arrestor Bed at John F. Kennedy International Airport within the Runway 4R existing overrun area at an estimated cost of \$750,000. In total, the Board authorized up to \$4.5 million for the installation of five foam arrestor beds. Engineered Systems is the world leader in active aircraft arresting systems and designed, built, and installed the only existing foam arrestor bed at the FAA Technical Center.

Since the 1995 Board action, extensive refinement and realistic assessment of costs by the contractor, FAA and Port Authority resulted in a construction cost of \$2,610,000, a figure that has been confirmed by an independent engineering firm, Stone & Webster. As is common with research and development projects, initial implementation costs for first generation or prototype systems are generally the highest. It is therefore proposed to complete the JFK installation and after evaluation, present a new project proposal to the Board for future installations. All costs for the arrestor are fully recoverable through the flight fee formula.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that the Executive Director, for and on behalf of the Port Authority, be and he hereby is authorized to award a contract to Engineered Systems Inc. and Edwards & Kelcey, Inc., a joint venture, for the design, construction, and installation of one foam arrestor bed at John F. Kennedy International Airport (JFK) in the existing Runway 4R/22L overrun area, at an estimated cost of \$2,610,000 and it was further;

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

All Airports - Aircraft Noise Abatement Project - School
Soundproofing Program at Five Schools - 1996

The Port Authority's School Soundproofing Program has been in existence since 1983. This 1996 initiative would bring the total number of individual schools in the program to 54 (33 in New York and 21 in New Jersey). The total estimated project cost, including the amount requested in this authorization, is \$88.5 million, of which an estimated \$68.9 million is the federal share and an estimated \$19.6 million is the Port Authority share. Soundproofing work has been completed at 26 schools. The work is intended to reduce the impact of aircraft noise within the instructional areas of affected schools and generally reduces perceived noise levels by about half within such areas. Based on Federal Aviation Administration (FAA) guidelines, eligibility for school soundproofing under the Airport Improvement Program (AIP) is limited to schools located within the 65Ldn contour of the most current noise exposure map.

This authorization will provide funds for soundproofing: P.S. 146Q - Phase II (Howard Beach, NY) estimated at \$1.6 million; P.S. 146B - Phase III (Bronx, NY) estimated at \$1.5 million; St. Michael's School (Flushing, NY) estimated at \$1.5 million; East Side High School - Phase III (Newark, NJ) estimated at \$1.5 million; and Cleveland/Holmes Middle School Complex - Phase II (Elizabeth, NJ) estimated at \$1.5 million. Work at the larger schools, such as East Side High School, is broken into a number of phases because of their large size and yearly funding limitations.

The agreements with the responsible school entities will stipulate that the project is premised on the expectation that both federal grant funds and Port Authority appropriated funds will be available. In the event the Port Authority fails to obtain sufficient funds to complete all of the proposed soundproofing, it may terminate the agreement entirely before construction starts or agree to complete only a defined portion of work for which Port Authority and federal funds are made available.

Although the Port Authority provides the funds to soundproof a school, the responsible school entity assumes all liabilities, retains the consultant and contractor, and assumes responsibility for the supervision of construction. Approximately 80% of the costs are recovered through federal grants under the Airport Improvement Program and the remaining 20% is recoverable through the Flight Fee Formula. Since the work to be performed is eligible for AIP grant money and is subject to U.S. Department of Transportation regulations, the consultants and contractors retained must make a good faith effort to meet a 17% goal for participation by Disadvantaged Business Enterprises.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that the 1996 School Soundproofing Program, consisting of five schools located in the proximity of the Port Authority airports, at a total estimated cost of \$7.6 million, of which an estimated \$6.08 million will be provided by Federal Aviation Administration funding and \$1.52 million by the Port Authority, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with St. Michael's School (Flushing, New York), to provide funds to reduce the impact of aircraft noise levels within that school; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

Port Authority Bus Terminal - PABS 96, Inc. d/b/a Broadway Sneakers - Lease Agreement

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with PABS 96, Inc. (the Lessee) covering the letting of approximately 2,695 square feet of retail space on the main floor of the North Wing of the Port Authority Bus Terminal, and approximately 1,827 square feet of storage space on the second floor of the North Wing, for a term commencing on or about June 1, 1996 and expiring on the day preceding the tenth anniversary of the date payment of rental commences under the Lease. The retail space will be used for the operation of a store selling sporting goods, sportswear, sneakers, athletic shoes, and related accessories. The Lessee will pay a graduated basic rental for the retail space at an annual rate ranging from approximately \$170,000 to approximately \$237,000 over the term of the Lease, and a graduated basic rental for the storage space at an annual rate ranging from approximately \$14,000 to approximately \$20,000 over the term of the Lease. In the event that a hotel is constructed on Eighth Avenue, between 42nd and 43rd Streets, the Lessee will pay an additional rental at an annual rate set forth in the Lease. Payment of rental under the Lease will commence no later than 270 days from the commencement date of the term of the letting under the Lease or 30 days from the commencement of business operations in the premises, whichever occurs first. The Lessee will install all improvements, fixtures and equipment required at its cost and expense, and the Port Authority will grant the Lessee a rental credit in an amount not to exceed \$50,000 towards the cost of demolishing the mezzanine separating the two areas of the premises. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event the Lessee would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$400,000.

The Port Authority will pay a brokerage commission to Nation Real Estate Corp. in connection with the letting.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 PABS 96, Inc. at the Port Authority Bus Terminal and a brokerage agreement with Nation Real Estate Corp., substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

Port Authority Bus Terminal - Bonini 1, Inc. d/b/a Mrs.
Fields Cookies - Lease Agreement

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with Bonini 1, Inc. (Bonini) covering the construction and operation of a Mrs. Fields Cookie Shop on the second floor of the South Wing of the Port Authority Bus Terminal for a term commencing on or about June 1, 1996 and expiring on the day preceding the twelfth anniversary of the date payment of rental commences under the Lease. The premises will be used for the operation of a retail store selling cookies and related products. Bonini will pay a graduated basic rental for the premises at an annual rate ranging from approximately \$69,000 to approximately \$86,000 over the term of the Lease, plus a percentage rental equivalent to 8% of Bonini's annual gross receipts which are in excess of an annual exemption amount as provided in the Lease. Payment of rental under the Lease will commence no later than 240 days from the commencement date of the term of the letting under the Lease or upon the commencement of business operations in the premises, whichever occurs first. Bonini will install all improvements, fixtures and equipment required at its cost and expense. The Port Authority previously removed asbestos from the premises at an estimated cost of \$10,000. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event Bonini would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$200,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Bonini 1, Inc. at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

Port Authority Bus Terminal - Tandy Corporation d/b/a Radio
Shack - Lease Agreement

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with Tandy Corporation (Tandy) covering the construction and operation of a Radio Shack store on the main floor of the South Wing of the Port Authority Bus Terminal for a term commencing on or about July 1, 1996 and expiring on the day preceding the tenth anniversary of the date payment of rental commences under the Lease, subject to earlier termination by Tandy at the end of the fifth year and at the end of the seventh year of the term, in each case measured from the date payment of rental commences under the Lease, upon payment to the Port Authority of the sum of \$10,000, if sales do not exceed an amount designated in the Lease. Tandy will have the right to extend the term of the letting for an additional five-year period, and if Tandy exercises this option it will be required to invest a minimum of \$40,000 to modernize the store. The premises will be used for the operation of a consumer electronics and personal computer retail store. Tandy will pay a graduated basic rental for the premises at an annual rate ranging from \$102,000 to \$114,000 over the initial term of the Lease, and at the annual rate of \$138,000 if it exercises the option to extend the term of the Lease, plus a percentage rental equivalent to 3% of Tandy's annual gross receipts which are in excess of an annual exemption amount as provided in the Lease. Payment of rental under the Lease will commence no later than 240 days from the commencement date of the term of the letting under the Lease or 60 days from the commencement of business operations in the premises, whichever occurs first. Tandy will install all improvements, fixtures and equipment required at its cost and expense, and the Port Authority will grant Tandy a rental credit in an amount not to exceed \$50,000 towards the cost of constructing a demising wall separating the premises from the adjoining area, and bringing utilities to the premises. The Port Authority will also remove asbestos from the premises at an estimated cost of \$80,000. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event Tandy would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$200,000. As part of the transaction, Tandy will be provided with approximately 400 square feet of storage space in the Port Authority Bus Terminal at no additional rental.

The Port Authority will pay a brokerage commission to Richard Kusack and Jack Valensi in connection with the firm portion of the letting and an additional commission if Tandy exercises its option to extend the term of the letting under the Lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Tandy Corporation at the Port Authority Bus Terminal and a brokerage agreement with Richard Kusack and Jack Valensi, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

The World Trade Center - RAS Securities Corp. - Lease Agreement

It was recommended that the Board authorize the Executive Director to enter into (1) a lease agreement with RAS Securities Corp. (RAS) covering the letting of office space at Two World Trade Center; and (2) a brokerage agreement with Newmark & Company Real Estate, Inc. in connection with the lease, each agreement to be substantially in accordance with the terms and conditions outlined below.

The proposed lease agreement with RAS will have a term of approximately ten years commencing on or about June 1, 1996 and will cover the letting of approximately 18,500 rentable square feet of office space on the 29th floor of Two World Trade Center. RAS will pay a total aggregate basic rental which is expected to be in excess of \$3.4 million.

A brokerage agreement will be entered into with Newmark & Company Real Estate, Inc., the brokers involved in this Lease providing for payment of a commission calculated in accordance with the rates authorized by the Board at its August 11, 1977 meeting.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 (1) a lease agreement with RAS Securities Corp. covering the letting of space at The World Trade Center; and (2) a brokerage agreement with Newmark & Company Real Estate, Inc. in connection with the lease, substantially in accordance with the terms and conditions outlined above; the form of the agreements in each instance shall be subject to the approval of General Counsel or his authorized representative.

Holland Tunnel - Purchase of Real Property and Interests in Real Property from Newport Associates Development Company and Seaport East Development Corp. and Settlement of All Pending Actions between Such Parties and the Port Authority (and PATH)

It was recommended that the Board authorize the Executive Director to:

- I. acquire from Newport Associates Development Company, a New Jersey general partnership (Newport Associates), and Seaport East Development Corp., an Indiana corporation (Seaport), as indicated below, and accept title or a perpetual easement, as specified below, to, real property located in the City of Jersey City, County of Hudson and State of New Jersey as follows:

From Newport Associates: (A) Title to approximately 1.350 acres, being Lot 2.20 and part of Lot 2.19 of Block 20 per plat entitled "Final Subdivision Plat Southeast Quadrant at Newport" dated November 12, 1990 and recorded February 8, 1991 in the Office of the Register of Hudson County, New Jersey as Map Number 3464, Newport Associates to reserve a perpetual, non-exclusive easement as to a part thereof for subsurface sanitary and storm sewer conduits and appurtenances; and (B)(1) a perpetual, non-exclusive surface easement for access to, and a perpetual, exclusive surface and above-surface easement for maintenance, repair and construction work on, the Port Authority's landside New Jersey Holland Tunnel Ventilation Building or successor building or structure, over approximately 0.054 acres, being part of Lot 5.13 of Block 20 per the same plat above-mentioned; and (2) a temporary easement for construction staging and material and equipment storage with respect to contemplated maintenance on both the landside and in-river New Jersey Holland Tunnel Ventilation Buildings over approximately 0.643 acres, being part of Lot 3.06 of Block 20 per the same plat above-mentioned;

From Seaport: Title to approximately 4.204 acres, being Lot 2.15 (known as the Pier9/204 parcel) of Block 20 per the same plat as above-mentioned, together with all riparian rights related thereto; and

- II. effectuate, simultaneously with the closing of the foregoing acquisitions, the mutual dismissal of record with prejudice and release of all claims related to the subject matter, of all pending lawsuits between the Port Authority/PATH, on the one hand, and Newport Associates/Seaport on the other; and
- III. in consideration of the conveyance to it of good title to the above-described real property and interests, the mutual dismissal with prejudice of, and releases of claims related to, all present lawsuits between the Port Authority/PATH, on the one hand, and Newport Associates/Seaport, on the other hand, and the payment by Newport Associates to PATH of the \$1 million sum referred to below, pay \$7 million jointly to Newport Associates and Seaport simultaneously with the closing of the foregoing acquisitions and against Newport Associates' payment to PATH of \$1 million;

it being intended and understood that all of the matters recited above are interdependent and to be effective simultaneously.

It was reported that although General Counsel viewed the Port Authority's case in such lawsuits to be a strong one, if the lawsuits are not settled and the outcome is unfavorable to the Port Authority, the costs to it could be considerable. The lawsuits by the Port Authority and PATH were based, in part, on provisions in a December 7, 1921 agreement, and as thereafter amended, between predecessors to the current parties, expressly obligating the owner of Pier 9/204, at its sole expense, to maintain, repair and make replacements to such Pier and, in part, on a written contract providing for Newport to reimburse PATH \$1 Million upon PATH's completion, since acknowledged, of certain rehabilitation and construction at PATH's Pavonia-Newport Station. It was also reported that prior to the closing Newport Associates/Seaport will obtain soil samples and laboratory testing results to characterize the general soils within the properties and also will perform and pay for excavation and disposal of any soil and appropriate replacement as required by law, and, further with respect to the properties, will be responsible for corrective action.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor, Commissioner Eisenberg abstaining; none against:

RESOLVED, that it is hereby found and determined that the acquisition of the real property and interests described above is for Bridge and Tunnel purposes; 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) acquire the real property and interests described above, (b) effectuate the dismissal with prejudice of, and release of all claims related to, all pending lawsuits by and against the Port Authority/PATH, on the one hand, and Newport Associates/Seaport, on the other hand, (c) pay \$7 million jointly to Newport Associates and Seaport at the closing of such real property and interests therein and delivery to the Port Authority of the deeds conveying the same and against the payment by Newport Associates to PATH of \$1 million and (d) to do all other things necessary or appropriate in implementation or furtherance of the foregoing, the execution of each of the elements of which shall be dependent on the simultaneous effective execution of all other of such elements; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

Settlement of Claim - Susan Glasburgh as Guardian of James Glasburgh, an Infant, and Susan Glasburgh, individually, v. Otis Elevator Company and The Port Authority of New York and New Jersey, and Otis Elevator Company v. Ogden Allied

It was recommended that General Counsel be authorized to enter into a settlement with Susan Glasburgh, as guardian of James Glasburgh, and individually (plaintiffs) and their attorney, in the amount of \$490,000 inclusive of attorney fees, interest, costs, disbursements and any and all liens, in exchange for a general release and stipulation of discontinuance of both actions with prejudice. The total settlement is in the amount of \$1,000,000 with Otis Elevator Company contributing \$490,000 and Ogden Allied contributing \$20,000.

This settlement will fully resolve plaintiffs' claims for damages arising out of an incident that took place on July 13, 1987 on the down escalator from the 110th floor to the 107th floor at the Observation Deck in Two World Trade Center in which the infant plaintiff claims he was injured due to the negligence of the Port Authority, among others, in the ownership, operation, maintenance and control of said escalator. As a result of the incident, infant plaintiff suffered amputation of the big toe of his right foot extending to the distal metatarsal. He underwent two surgeries to reattach the toe, which failed, and skin graftings.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized to settle the pending actions, entitled Susan Glasburgh, as guardian of James Glasburgh, an infant, and Susan Glasburgh, individually v. Otis Elevator Company and The Port Authority of New York and New Jersey, and Otis Elevator Company v. Ogden Allied, for a total contribution on behalf of the Port Authority of \$490,000 inclusive of attorneys' fees, costs, disbursements and any and all liens, by paying said amount to plaintiffs and their attorney in exchange for a general release and stipulation of discontinuance of these actions with prejudice, in full settlement of the claim.

**Settlement of Claim - Christopher Boru v. The Port Authority
of New York and New Jersey**

It was recommended that General Counsel be authorized to enter into a settlement with Christopher Boru (plaintiff), and his attorney, in the amount of \$2,000,000, in exchange for a general release.

Plaintiff Christopher Boru, 23 years old, was involved in a motorcycle accident on Hudson Ramp 7 of the George Washington Bridge on September 12, 1993 when the front wheel of his motorcycle hit a hole in the pavement in the center of the two-lane ramp while he was changing lanes. This caused him to lose control of the motorcycle and crash. When he was thrown from the motorcycle he fractured/dislocated his C-5 vertebrae. This injury resulted in a C-4-5 ASIA A quadriplegia resulting in paralysis from the neck down.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that General Counsel be and hereby is authorized, for and on behalf of the Port Authority, to settle the claim entitled Boru v. The Port Authority of New York and New Jersey for \$2,000,000 in exchange for a general release.

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 March 1, 1996 to March 31, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
LGA533	Installation of Concrete Pads LaGuardia Airport Trevus Construction Corp.	17,024(A) 776,976(B) 50,000(C) 80,000(D) 924,000	10,000(A)(O) 501,500(B) 5,804(C) -0-(D) 517,304
LGA532	Pavement Repairs Taxiways P and G LaGuardia Airport Trevus Construction Corp.	127,397(A) 201,603(B) 5,000(C) 33,000(D) 367,000	127,397(A) 199,817(B)(O) -0-(C) 27,108(D) 354,322
JFK100503	Immediate Repairs JFK International Airport Carlin Construction Development Corp.	1,000,000(C) 1,000,000	448,855(C) 448,855
EWR110101	Terminal B/Satellite B-3 Plb at Gates Newark International Airport Austin Helle Company Inc.	993,000(A) 503(C) 100,000(D) 50,000(E) 1,143,503	993,000(A) 503(C) 100,000(D) 33,154(E) 1,126,657
EWR568	Rehabilitation of Runway 4L-22R Newark International Aripport Wimpey Minerals USA Inc. T/A Tri County Asphalt Corp.	1,699,925(A) 339,445(F) 3,185,680(B) 107,077(C) 489,000(D) 500,000(G) 6,321,127	1,699,925(A) 339,445(F) 3,112,370(B) 107,077(C) 489,000(D) 328,487(G) 6,076,304
EWR598	Disposition of Contaminated Soil Newark International Airport Brocon Petroleum Inc.	442,800(B) 44,280(H) -0-(I) 31,000(C) 45,000(D) 563,080	442,800(B) 44,280(H) 44,280(I) 8,933(C) -0-(D) 540,293

EWR215920	Asbestos Removal Newark International Airport DKP Environmental Services Corp.	2,000,000(C) 2,000,000	283,145(C)(O) 283,145
GWB318A	Rehabilitation of Stairs George Washington Bridge G&N Construction	95,000(A) 9,500(D) 104,500	95,000(A) -0-(D) 95,000
GWB346	Upper Level Toll Booths Rehabilitation George Washington Bridge Attri Enterprises, Inc.	486,000(A) 8,290(J) 49,000(D) 543,290	486,000(A) 8,290(J) 37,588(D) 531,878
BT304A	Repair of Damaged Terrazzo Flooring Port Authority Bus Terminal Aduana Construction Corp.	95,000(A) 9,500(D) 104,500	87,420(A)(K) -0-(D) 87,420
WTC899805A	Restoration of Locker Rooms and Classrooms World Trade Center A&C Construction Inc. of NY	718,000(A) 15,360(J) 71,800(D) 805,160	717,438(A)(K) 15,360(J) 69,623(D) 802,421
PN110071	Rehabilitation of Berths Port Newark Linde-Griffith Construction Co.	174,000(A) 1,009,506(B) 3,822(H) 310,000(C) 119,000(D) 1,616,328	174,000(A) 1,009,506(B) 3,822(H) 58,185(C) 67,974(D) 1,313,487
EP110055	Paving and Utilities - Bay Avenue Elizabeth Port Authority Marine Terminal Dumor Contracting Inc.	443,064(A) 68,521(C) 45,000(D) 500,000(L) 1,056,585	443,064(A) 68,521(C) 45,000(D) 459,711(L) 1,016,296
MFP110066	Disposal of Contaminated & Hazardous Material Port Newark, Elizabeth Marine Terminal IEM/Sealand Inc.	250,000(C) 750,000(M) 34,650(J) 1,034,650	250,000(C) 338,561(M) 34,650(J) 623,212
LT388	Maintenance Pavement Repairs Lincoln Tunnel P,T. Stone, Inc.	219,000(B) 30,000(C) 22,000(D) 271,000	165,104(B) 20,993(C) -0-(D) 186,097
LT386	Overlane Signal Modifications Lincoln Tunnel L.K. Comstock & Co., Inc.	2,444,706(A) 245,000(D) 2,689,706	1,811,497(A)(N) -0-(D) 1,811,497

AKG177B	Toll Booth Door Repair	39,000(A)	15,300(A)(N)
	Goethals Bridge	4,000(D)	-0-(D)
	Dicon Inc.	43,000	15,300
MF415550	Asbestos Removal	2,000,000(C)	739,403(C)(O)
	Multi-Facility (TB&T, PATH, and EDD-NJ)		
	DKP Environmental Services Corp.	2,000,000	739,403

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Memorandum of Authorization dated 3/21/95, increasing extra work in the amount of \$50,000
- (F) Supplemental Agreement dated 11/2/94, increasing the Lump Sum in the amount of \$339,445
- (G) Memorandum of Justification dated 3/28/94, increasing extra work in the amount of \$500,000
- (H) Per PAI 45-1.01.05 classified work may exceed authorized amount limited to 10% or 250,000 (whichever is less) without further authorization
- (I) Per PAI 45-1.01.05 uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (H)
- (J) Premium for furnishing performance and payment bond as provided for in the Contract
- (K) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders for deleted work
- (L) Memorandum of Justification dated 9/3/92, increasing extra work in the amount of 500,000
- (M) Memorandum of Justification dated 12/6/93, increasing net cost work in the amount of 750,000
- (N) Contract was mutually terminated
- (O) Contractor did not complete the Contract work due to bankruptcy

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period March 1, 1996 to March 31, 1996.

Purchase of Port Authority Bonds

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

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

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
03/01/96	\$25,000,000	USTBILL(104S)	---	03/14/96	99.81	5.060%	5.140%	\$24,954,319.45	First Boston
03/01/96	50,000,000	USTBILL(103S)	---	03/14/96	99.81	5.060	5.140	49,908,638.90	First Chicago Capital Mkt
03/04/96	10,000,000	GECC-CP	---	03/18/96	99.79	5.250	5.334	9,979,583.33	General Electric Capital
03/05/96	5,000,000	US T-NOTE	5.000%	01/31/98	99.57	---	5.233	4,978,906.25	First Chicago Capital Mkt
03/05/96	10,000,000	GECC CP	---	03/19/96	99.79	5.240	5.324	9,979,622.22	General Electric Capital
03/11/96	10,000,000	US T-NOTE	5.625	10/31/97	99.84	---	5.721	9,984,375.00	Fuji Securities
03/11/96	10,000,000	US T-NOTE	5.250	12/31/97	99.25	---	5.688	9,925,000.00	PaineWebber
03/12/96	5,000,000	GECC-CP	---	03/18/96	99.91	5.240	5.317	4,995,633.34	General Electric Capital
03/13/96	10,000,000	US T-NOTE	5.250	01/31/01	98.48	---	5.607	9,848,437.50	Goldman, Sachs & Co
03/13/96	15,000,000	GECC CP	---	03/27/96	99.79	5.300	5.385	14,969,083.35	General Electric Capital
03/14/96	*10,000,000	US T-NOTE	5.500	07/31/97	99.84	---	5.614	9,984,375.00	Dean Witter Reynolds
03/14/96	10,000,000	FMCDN	---	04/11/96	99.59	5.200	5.294	9,959,555.56	PaineWebber
03/18/96	5,000,000	FNDN	---	04/24/96	99.45	5.300	5.403	4,972,763.89	PaineWebber
03/18/96	10,000,000	GECC CP	---	03/27/96	99.86	5.330	5.411	9,986,675.00	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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
03/19/96	\$10,000,000	FNDN	---	04/24/96	99.47	5.300%	5.402%	\$ 9,947,000.00	PaineWebber
03/19/96	15,000,000	US T-BILL	---	03/06/97	94.93	5.185	5.466	14,239,533.33	First Boston
03/20/96	*15,000,000	US T-NOTE	5.625%	06/30/97	99.90	---	5.694	14,985,937.50	Goldman, Sachs & Co
03/20/96	15,000,000	GECC CP	---	04/04/96	99.77	5.330	5.416	14,966,687.51	General Electric Capital
03/22/96	10,000,000	FMCDN	---	04/22/96	99.54	5.270	5.368	9,954,619.44	PaineWebber
03/28/96	5,000,000	GECC-CP	---	04/05/96	99.87	5.430	5.512	4,993,966.67	General Electric Capital
03/28/96	<u>10,000,000</u>	FHDN	---	04/29/96	99.52	5.310	5.409	<u>9,952,800.00</u>	PaineWebber
	<u>\$265,000,000</u>							<u>\$263,467,513.24</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

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
03/11/96	\$ 20,000,000	US T-BILL	---	04/11/96	99.57	4.890%	4.979%	5.22%	\$19,915,783.34	Daiwa Securities America
03/11/96	25,000,000	US T-BILL	---	04/11/96	99.57	4.880	4.969	5.17	24,894,944.45	PaineWebber
03/14/96	*10,000,000	US T-NOTE	6.000%	06/30/96	100.20	---	5.241	6.68	10,020,312.50	Dean Witter Reynolds
03/20/96	<u>*15,000,000</u>	US T-NOTE	4.750	02/15/97	99.27	---	5.577	5.75	<u>14,891,015.63</u>	Goldman, Sachs & Co
	<u>\$ 70,000,000</u>								<u>\$69,722,055.92</u>	

BEY - Bond Equivalent Yield

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

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

Repurchase Transactions

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Yamaichi Intl (America)	03/01/96	03/04/96	\$ 5,820,000	5.270%	\$ 2,555.95
Yamaichi Intl (America)	03/01/96	03/04/96	9,083,000	5.270	3,988.95
Yamaichi Intl (America)	03/01/96	03/04/96	11,454,000	5.270	5,030.22
Yamaichi Intl (America)	03/01/96	03/04/96	15,728,000	5.270	6,907.21
Daiwa Securities America	03/01/96	03/04/96	20,730,000	5.250	9,069.38
Daiwa Securities America	03/01/96	03/04/96	25,620,000	5.250	11,208.75
Fuji Securities	03/01/96	03/04/96	40,000,000	5.250	17,500.00
Eastbridge Capital	03/01/96	03/04/96	42,700,000	5.250	18,681.25
Citicorp Securities Mkts	03/04/96	03/05/96	4,700,000	5.300	691.94
Yamaichi Intl (America)	03/04/96	03/05/96	20,098,000	5.300	2,958.87
Eastbridge Capital	03/04/96	03/05/96	20,715,000	5.300	3,049.71
Yamaichi Intl (America)	03/04/96	03/05/96	22,537,000	5.300	3,317.95
Eastbridge Capital	03/04/96	03/05/96	25,310,000	5.300	3,726.19
Daiwa Securities America	03/04/96	03/05/96	34,000,000	5.300	5,005.56

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>
Citicorp Securities Mkts	03/04/96	03/05/96	\$ 36,280,000	5.300%	\$ 5,341.22
Eastbridge Capital	03/05/96	03/06/96	4,730,000	5.250	689.79
Daiwa Securities America	03/05/96	03/06/96	4,745,000	5.230	689.34
Citicorp Securities Mkts	03/05/96	03/06/96	11,100,000	5.230	1,612.58
Citicorp Securities Mkts	03/05/96	03/06/96	19,900,000	5.230	2,891.03
Yamaichi Intl (America)	03/05/96	03/06/96	20,710,000	5.250	3,020.21
Yamaichi Intl (America)	03/05/96	03/06/96	25,300,000	5.250	3,689.58
Daiwa Securities America	03/05/96	03/06/96	36,285,000	5.230	5,271.40
Eastbridge Capital	03/05/96	03/06/96	37,905,000	5.250	5,527.81
Fuji Securities	03/06/96	03/07/96	4,745,000	5.150	678.80
Yamaichi Intl (America)	03/06/96	03/07/96	20,705,000	5.170	2,973.47
Nomura Securities Intl	03/06/96	03/07/96	25,000,000	5.150	3,576.39
Yamaichi Intl (America)	03/06/96	03/07/96	25,300,000	5.170	3,633.36
Fuji Securities	03/06/96	03/07/96	36,290,000	5.150	5,191.49

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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>
Eastbridge Capital	03/06/96	03/07/96	\$ 40,140,000	5.170%	\$ 5,764.55
Yamaichi Intl (America)	03/07/96	03/08/96	4,745,000	5.125	675.50
Yamaichi Intl (America)	03/07/96	03/08/96	15,899,000	5.125	2,263.40
Nomura Securities Intl	03/07/96	03/08/96	20,000,000	5.100	2,833.33
Yamaichi Intl (America)	03/07/96	03/08/96	20,396,000	5.125	2,903.60
Eastbridge Capital	03/07/96	03/08/96	20,525,000	5.125	2,921.96
Eastbridge Capital	03/07/96	03/08/96	25,305,000	5.125	3,602.45
Daiwa Securities America	03/07/96	03/08/96	37,015,000	5.120	5,264.36
Yamaichi Intl (America)	03/08/96	03/11/96	3,173,000	5.150	1,361.75
Eastbridge Capital	03/08/96	03/11/96	4,680,000	5.130	2,000.70
Yamaichi Intl (America)	03/08/96	03/11/96	19,780,000	5.150	8,488.92
Yamaichi Intl (America)	03/08/96	03/11/96	22,127,000	5.150	9,496.17
Nomura Securities Intl	03/08/96	03/11/96	35,710,000	5.125	15,251.15
Eastbridge Capital	03/08/96	03/11/96	36,300,000	5.130	15,518.25

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Citicorp Securities Mkts	03/11/96	03/12/96	\$ 4,685,000	5.200%	\$ 676.72
Citicorp Securities Mkts	03/11/96	03/12/96	12,235,000	5.200	1,767.28
Eastbridge Capital	03/11/96	03/12/96	19,585,000	5.200	2,828.94
Daiwa Securities America	03/11/96	03/12/96	20,650,000	5.200	2,982.78
Citicorp Securities Mkts	03/11/96	03/12/96	24,080,000	5.200	3,478.22
Daiwa Securities America	03/11/96	03/12/96	25,000,000	5.200	3,611.11
Eastbridge Capital	03/11/96	03/12/96	25,295,000	5.200	3,653.72
Nikko Securities Co Intl	03/12/96	03/13/96	4,505,000	5.200	650.72
Nomura Securities Intl	03/12/96	03/13/96	19,250,000	5.200	2,780.56
Eastbridge Capital	03/12/96	03/13/96	19,550,000	5.220	2,834.75
Eastbridge Capital	03/12/96	03/13/96	25,275,000	5.220	3,664.88
Nomura Securities Intl	03/12/96	03/13/96	30,000,000	5.200	4,333.33
Nikko Securities Co Intl	03/12/96	03/13/96	36,320,000	5.200	5,246.22
Nomura Securities Intl	03/13/96	03/14/96	4,505,000	5.450	682.01

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Yamaichi Intl (America)	03/13/96	03/14/96	\$ 8,000,000	5.450%	\$ 1,211.11
Yamaichi Intl (America)	03/13/96	03/14/96	19,250,000	5.450	2,914.24
Daiwa Securities America	03/13/96	03/14/96	19,555,000	5.450	2,960.41
Dean Witter Reynolds	03/13/96	03/15/96	24,687,500*	5.300	7,351.39
Daiwa Securities America	03/13/96	03/14/96	25,260,000	5.450	3,824.08
Nomura Securities Intl	03/13/96	03/14/96	36,325,000	5.450	5,499.20
Daiwa Securities America	03/14/96	03/15/96	4,505,000	5.300	663.24
Yamaichi Intl (America)	03/14/96	03/15/96	9,836,000	5.320	1,453.54
Yamaichi Intl (America)	03/14/96	03/15/96	14,522,000	5.320	2,146.03
Eastbridge Capital	03/14/96	03/15/96	19,560,000	5.330	2,895.97
Eastbridge Capital	03/14/96	03/15/96	25,260,000	5.330	3,739.88
Yamaichi Intl (America)	03/14/96	03/15/96	25,642,000	5.320	3,789.32
Citicorp Securities Mkts	03/14/96	03/15/96	26,000,000	5.300	3,827.78
Daiwa Securities America	03/14/96	03/15/96	36,335,000	5.300	5,349.32

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	03/14/96	03/15/96	\$44,255,000	5.300%	\$ 6,515.32
Daiwa Securities America	03/15/96	03/18/96	4,335,000	5.500	1,986.88
Dean Witter Reynolds	03/15/96	03/27/96	4,990,000*	5.250	8,781.01
Yamaichi Intl (America)	03/15/96	03/18/96	8,906,000	5.550	4,119.03
Dean Witter Reynolds	03/15/96	03/27/96	9,915,000*	5.250	17,447.65
Yamaichi Intl (America)	03/15/96	03/18/96	10,364,000	5.550	4,793.35
Yamaichi Intl (America)	03/15/96	03/18/96	10,646,000	5.550	4,923.78
Yamaichi Intl (America)	03/15/96	03/18/96	14,619,000	5.550	6,761.29
First Chicago Capital Mkt	03/15/96	03/18/96	24,000,000	5.500	11,000.00
Daiwa Securities America	03/15/96	03/18/96	36,345,000	5.500	16,658.13
Eastbridge Capital	03/15/96	03/18/96	44,245,000	5.550	20,463.31
Nikko Securities Co Intl	03/15/96	03/18/96	50,000,000	5.500	22,916.67
Fuji Securities	03/18/96	03/19/96	4,160,000	5.280	610.13
Eastbridge Capital	03/18/96	03/19/96	13,140,000	5.320	1,941.80

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nikko Securities Co Intl	03/18/96	03/19/96	\$17,660,000	5.270%	\$ 2,585.23
Yamaichi Intl (America)	03/18/96	03/19/96	19,444,000	5.300	2,862.59
Citicorp Securities Mkts	03/18/96	03/19/96	20,000,000	5.270	2,927.78
Yamaichi Intl (America)	03/18/96	03/19/96	24,761,000	5.300	3,645.37
Nikko Securities Co Intl	03/18/96	03/19/96	25,185,000	5.270	3,686.80
Lehman Brothers	03/18/96	Open	29,362,500*	Variable**	0.00
Fuji Securities	03/18/96	03/19/96	36,385,000	5.280	5,336.47
Eastbridge Capital	03/18/96	03/19/96	36,860,000	5.320	5,447.09
Eastbridge Capital	03/19/96	03/20/96	2,250,000	5.230	326.88
Fuji Securities	03/19/96	03/20/96	4,160,000	5.200	600.89
Citicorp Securities Mkts	03/19/96	03/20/96	9,400,000	5.200	1,357.78
Yamaichi Intl (America)	03/19/96	03/20/96	14,416,000	5.220	2,090.32
Yamaichi Intl (America)	03/19/96	03/20/96	14,632,000	5.220	2,121.64
Yamaichi Intl (America)	03/19/96	03/20/96	15,157,000	5.220	2,197.77

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Daiwa Securities America	03/19/96	03/20/96	\$17,610,000	5.200%	\$ 2,543.67
Citicorp Securities Mkts	03/19/96	03/20/96	22,600,000	5.200	3,264.44
Daiwa Securities America	03/19/96	03/20/96	25,150,000	5.200	3,632.78
Fuji Securities	03/19/96	03/20/96	36,400,000	5.200	5,257.78
Eastbridge Capital	03/19/96	03/20/96	47,750,000	5.230	6,937.01
Nikko Securities Co Intl	03/20/96	03/21/96	4,150,000	5.200	599.44
First Chicago Capital Mkt	03/20/96	Open	9,725,000*	Variable**	0.00
Yamaichi Intl (America)	03/20/96	03/21/96	12,588,000	5.210	1,821.76
Eastbridge Capital	03/20/96	03/21/96	15,475,000	5.210	2,239.58
Citicorp Securities Mkts	03/20/96	03/21/96	17,575,000	5.200	2,538.61
Citicorp Securities Mkts	03/20/96	03/21/96	25,015,000	5.200	3,613.28
Yamaichi Intl (America)	03/20/96	03/21/96	31,612,000	5.210	4,574.96
Eastbridge Capital	03/20/96	03/21/96	34,525,000	5.210	4,996.53
Nikko Securities Co Intl	03/20/96	03/21/96	36,410,000	5.200	5,259.22

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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>
Daiwa Securities America	03/20/96	03/21/96	\$45,000,000	5.200%	\$ 6,500.00
Eastbridge Capital	03/21/96	03/22/96	2,175,000	5.200	314.17
Citicorp Securities Mkts	03/21/96	03/22/96	4,085,000	5.180	587.79
Daiwa Securities America	03/21/96	03/22/96	15,675,000	5.180	2,255.46
Yamaichi Intl (America)	03/21/96	03/22/96	20,219,000	5.200	2,920.52
Yamaichi Intl (America)	03/21/96	03/22/96	23,966,000	5.200	3,461.76
Daiwa Securities America	03/21/96	03/22/96	24,760,000	5.180	3,562.69
Citicorp Securities Mkts	03/21/96	03/22/96	36,425,000	5.180	5,241.15
Nomura Securities Intl	03/21/96	03/22/96	45,000,000	5.180	6,475.00
Eastbridge Capital	03/21/96	03/22/96	47,825,000	5.200	6,908.06
Daiwa Securities America	03/22/96	03/25/96	4,075,000	5.150	1,748.85
Eastbridge Capital	03/22/96	03/25/96	15,300,000	5.150	6,566.25
Citicorp Securities Mkts	03/22/96	03/25/96	15,585,000	5.150	6,688.56
First Chicago Capital Mkt	03/22/96	03/25/96	20,000,000	5.125	8,541.67

(Board - 5/9/96)

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>
Yamaichi Intl (America)	03/22/96	03/25/96	\$20,140,000	5.160%	\$ 8,660.20
Yamaichi Intl (America)	03/22/96	03/25/96	21,595,000	5.160	9,285.85
Citicorp Securities Mkts	03/22/96	03/25/96	24,735,000	5.150	10,615.44
Eastbridge Capital	03/22/96	03/25/96	34,700,000	5.150	14,892.08
Daiwa Securities America	03/22/96	03/25/96	36,435,000	5.150	15,636.69
Citicorp Securities Mkts	03/25/96	03/26/96	4,075,000	5.230	592.01
Nikko Securities Co Intl	03/25/96	03/26/96	15,570,000	5.230	2,261.98
Yamaichi Intl (America)	03/25/96	03/26/96	19,495,000	5.250	2,843.02
Daiwa Securities America	03/25/96	03/26/96	23,000,000	5.200	3,322.22
Nikko Securities Co Intl	03/25/96	03/26/96	24,116,000	5.230	3,503.52
Yamaichi Intl (America)	03/25/96	03/26/96	30,505,000	5.250	4,448.65
Citicorp Securities Mkts	03/25/96	03/26/96	36,470,000	5.230	5,298.28
Eastbridge Capital	03/25/96	03/26/96	41,740,000	5.250	6,087.08
Nikko Securities Co Intl	03/26/96	03/27/96	4,075,000	5.250	594.27

(Board - 5/9/96)

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	03/26/96	03/27/96	\$15,570,000	5.250%	\$ 2,270.63
Yamaichi Intl (America)	03/26/96	03/27/96	19,499,000	5.270	2,854.44
Fuji Securities	03/26/96	03/27/96	24,120,000	5.250	3,517.50
Citicorp Securities Mkts	03/26/96	03/27/96	27,000,000	5.180	3,885.00
Yamaichi Intl (America)	03/26/96	03/27/96	30,501,000	5.270	4,465.01
Nikko Securities Co Intl	03/26/96	03/27/96	36,485,000	5.250	5,320.73
Eastbridge Capital	03/26/96	03/27/96	41,750,000	5.260	6,100.14
Eastbridge Capital	03/27/96	03/28/96	2,175,000	5.500	332.29
Fuji Securities	03/27/96	03/28/96	3,950,000	5.500	603.47
Daiwa Securities America	03/27/96	03/28/96	5,000,000	5.450	756.94
Daiwa Securities America	03/27/96	03/28/96	15,440,000	5.450	2,337.44
Yamaichi Intl (America)	03/27/96	03/28/96	22,693,000	5.520	3,479.59
Daiwa Securities America	03/27/96	03/28/96	24,000,000	5.450	3,633.33
Yamaichi Intl (America)	03/27/96	03/28/96	27,307,000	5.520	4,187.07

(Board - 5/9/96)

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	03/27/96	03/28/96	\$36,500,000	5.500%	\$ 5,576.39
Nikko Securities Co Intl	03/27/96	03/28/96	41,510,000	5.500	6,341.81
Eastbridge Capital	03/27/96	03/28/96	47,825,000	5.500	7,306.60
Fuji Securities	03/28/96	03/29/96	582,000	5.450	88.11
Harris-Nesbitt Thomson	03/28/96	03/29/96	3,940,000	5.450	596.47
Yamaichi Intl (America)	03/28/96	03/29/96	12,136,000	5.450	1,837.26
Yamaichi Intl (America)	03/28/96	03/29/96	15,000,000	5.450	2,270.83
Yamaichi Intl (America)	03/28/96	03/29/96	16,864,000	5.450	2,553.02
Daiwa Securities America	03/28/96	03/29/96	36,000,000	5.450	5,450.00
Harris-Nesbitt Thomson	03/28/96	03/29/96	36,510,000	5.450	5,527.21
Eastbridge Capital	03/28/96	03/29/96	41,505,000	5.450	6,283.40
Fuji Securities	03/28/96	03/29/96	49,418,000	5.450	7,481.34
Nikko Securities Co Intl	03/29/96	04/01/96	3,680,000	5.350	1,640.67
Daiwa Securities America	03/29/96	04/01/96	14,970,000	5.400	6,736.50

(Board - 5/9/96)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	03/29/96	04/01/96	\$ 2,125,000	5.450%	\$ 965.10
Yamaichi Intl (America)	03/29/96	04/01/96	20,078,000	5.450	9,118.76
Yamaichi Intl (America)	03/29/96	04/01/96	21,437,000	5.450	9,735.97
SBC Capital Markets, Inc.	03/29/96	04/01/96	28,000,000	5.375	12,541.67
Daiwa Securities America	03/29/96	04/01/96	29,000,000	5.400	13,050.00
Nikko Securities Co Intl	03/29/96	04/01/96	36,525,000	5.350	16,284.06
Eastbridge Capital	03/29/96	04/01/96	47,875,000	5.450	21,743.23

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

**This rate is subject to change daily.

(Board - 5/9/96)

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

Reverse Repurchase Transactions

Dealer -----	Sale Date -----	Purchase Date -----	Par Value -----	Interest Rate -----	Total Interest Paid -----
Dean Witter Reynolds	03/13/96	03/15/96	\$24,687,500*	5.250%	\$ 6,960.50
Dean Witter Reynolds	03/15/96	03/27/96	4,990,000*	5.100	8,087.96
Dean Witter Reynolds	03/15/96	03/27/96	9,915,000*	5.150	16,869.27
Shearson Lehman Gov Sec	03/18/96	Open	29,362,500*	Variable**	0.00
First Chicago Capital Mkt	03/20/96	Open	9,725,000*	Variable**	0.00

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

**This rate is subject to change daily.

(Board - 5/9/96)

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

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, 1996 through March 31, 1996, 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

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>
03/04/96	\$ 5,000,000	OTC European Call on US Treasury Notes 5% due 1/31/98	5.75/32	99.18+	03/18/96 for 03/19/96	First Chicago Capital Markets	\$18,984.38
03/05/96	\$10,000,000	OTC European Put on US Treasury Notes 5 5/8% due 2/28/01	21+/32	100.04 1/4/32	04/04/96 for 04/05/96	First Chicago Capital Markets	\$67,187.50
03/18/96	\$10,000,000	OTC European Put on US Treasury Notes 5 5/8% due 2/28/01	17/32	97.19	04/17/96 for 04/18/96	Merrill Lynch Gov't Securities	\$53,125.00

(Board - 5/9/96)

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, 1996 through March 31, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of March 31, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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, 1996 through March 31, 1996 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.

*The Port Authority called and repaid Morgan Guaranty Trust Company, on March 1, 1996, Variable Rate Master Note 1989-6 which had an outstanding balance of \$75,000,000. The outstanding balance as of March 31, 1996 under the Variable Rate Master Note Program is \$233,000,000.

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, 1996 through March 31, 1996 involving the use of the Municipal Bond Futures Contracts (Muni) and the United States Treasury Bond Futures Contracts (T-Bond) 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>Contract</u>	<u>Short Position</u>	<u>Cumulative 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 1996.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period January 1, 1996 to March 31, 1996.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
All Airports - Aircraft Noise Abatement Monitoring System - Amendment of Maintenance Agreement Tracor Applied Sciences, Inc. Austin, TX	Sole Source	2) \$ 233,928 3) 10,072
JFK-133.031 John F. Kennedy International Airport - International Arrivals Building - Domestic Baggage Claim Facility - Increase in Extra Work Authorization V.R.H. Construction Corp./ TAMS Consultants, Inc. A Joint Venture		3) \$ 200,000
PSE-687 John F. Kennedy International Airport - Furnishing of Insect and Rodent Control Services Verrazano Exterminating Corp. Valley Stream, NY	1	2) \$ 219,450 3) 17,556 4) 195,000
John F. Kennedy International Airport - Financial Advisory Services for the Redevelopment of the International Arrivals Building Cambridge Partners, L.L.C. New York, NY	Sole Source	2) \$ 100,000

(Board - 5/9/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
John F. Kennedy International Airport - Snow Emergency Food Services Daka, Inc. Danvers, MA	Sole Source	3) \$ 75,000
John F. Kennedy International Airport - Snow Emergency Food Services for the period 1/1/96-1/31/96 Daka, Inc. Danvers, MA	Sole Source	3) 75,000
John F. Kennedy International Airport - Snow Emergency Food Services for the period 2/1/96-2/29/96 Daka, Inc. Danvers, MA	Sole Source	3) 75,000
John F. Kennedy International Airport - Snow Emergency Food Services for the period 3/1/96-3/31/96 Daka, Inc. Danvers, MA	Sole Source	3) 75,000
LGA-110.097 LaGuardia Airport - Redesign of Off-Airport Color Coded Signs Parsons Brinckerhoff Quade & Douglas, Inc.		2) \$ 246,000

(Board - 5/9/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LGA-572		
LaGuardia Airport -	9	1) \$ 975,000
Roadway Lighting - Parking Lots		2) 355,000
10W and to 10E Entrance		3) 9,000
Hi-Amp Electrical Contracting Corp.		4) 470,000
Whitestone, NY		
LGA-574		
LaGuardia Airport -	30	1) \$ 2,880,000
Parking Structure Area No. 2 -		2) 769,000
Helical Ramp Repairs		3) 54,000
Marangos Construction Corp.		4) 1,300,000
Maspeth, NY		
LaGuardia Airport -		
Senior Citizens Apple		
Aide Volunteer Program -		
Extension of Funding		3) \$ 84,280
EWR-110.084		
Newark International Airport -		
South Area Air Cargo Facility -		
Supplemental Agreement No. 2		3) \$ 227,467
Turner Construction Company		

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
EWR-153.021 Newark International Airport - Renovations to Buildings Nos. 5, 10, 70, 79, 80 for Compliance with Americans with Disabilities Act TAK Construction, Inc. Harrison, NJ	12	1) \$ 521,950	2) 286,849	3) 23,000	4) 325,000
EWR-154.023 Newark International Airport - Restricted Service Road - Airside Approach - Installation of an Overheight Vehicle Detection System Lightning Service Electric Corporation	5	1) \$ 276,885	2) 122,906	3) 10,000	4) 150,000
EWR-215.930 Newark International Airport - Asbestos Removal Via Work Order - Supplemental Agreement No. 1 Cati, Inc.				3) \$ 100,000	
AKG-190 Goethals Bridge - Rehabilitation of Hollow Abutments on the Approach Spans Lake Construction Corp. Brooklyn, NY	11	1) \$ 1,808,869	2) 845,300	3) 68,000	4) 1,200,000

(board - 5/9/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
PSE-603 George Washington Bridge - Extension of Interim Agreement for General Cleaning Lisbon Cleaning, Inc. Newark, NJ		3) \$ 25,000
PSE-696 Port Authority Bus Terminal - Rodent and Insect Control Services Booker and Booker Exterminating Corp. Newark, NJ	2	1) \$ 103,475 2) 76,243 4) 80,000
PN-231 Port Newark - Pavement Improvements - Corbin Street at Marsh & Tyler Streets Dumor Contracting, Inc. Newark, NJ	6	1) \$ 1,421,983 2) 822,114 3) 50,000 4) 1,200,000
TP-563.002 Teleport - Site Security Enhancements and Improvements at Various Locations Patriot Development & Construction Corp.	16	1) \$ 213,760 2) 48,000 3) 6,000 4) 94,000

(Board - 5/9/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LT-416 Lincoln Tunnel - Bus Ramp Drain Lines - Partial Replacement Precision General Contractors, Inc. Livingston, NJ	5	1) \$ 474,535 2) 238,000 3) 19,000 4) 203,000
WTC-115.264 World Trade Center - Asbestos Abatement - One World Trade Center - 24th Floor Trio Asbestos Removal Corp. College Point, NY	6	1) \$ 1,300,000 2) 829,000 3) 165,800 4) 1,430,000
WTC-115.267 World Trade Center - Asbestos Abatement - One World Trade Center - 15th Floor Trio Asbestos Removal Corp. College Point, NY	5	1) \$ 1,319,000 2) 889,000 3) 177,800 4) 1,440,000
WTC-115.269 World Trade Center - Asbestos Abatement - One World Trade Center - 20th Floor Asbestos Containment Services, Inc. New York, NY	5	1) \$ 1,260,000 2) 823,000 3) 164,600 4) 1,480,000

(Board - 5/9/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
WTC-115.290 World Trade Center - Abatement of Vinyl Asbestos Floor Tile - One World Trade Center - 78th Floor Ogden Allied Abatement and Decontamination Service, Inc. Long Island City, NY	7	1) \$ 240,000	2) 87,000	3) 6,960	4) 117,000
WTC-115.510 World Trade Center - Asbestos Abatement Via Work Order - Exercise of Option Asbestos Containment Services, Inc. New York, NY				3) \$ 6,115,800	
WTC-191A World Trade Center - Installation of Chilled Water Shut-Off Valves Noah's Industrial Marine & Ship Repair, Inc.	14	1) \$ 369,000	2) 124,980	3) 10,000	4) 78,500
WTC-799.34A World Trade Center/PATH - Ceiling and Slab Repair Empiyah And Company Orange, NJ	8	1) \$ 1,149,000	2) 429,665	3) 35,000	4) 794,000

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
WTC-799.49 World Trade Center - Staffing of Visitor Check-In Desks - Exercise of First Option Unique Security Services, Inc. Plainfield, NJ			2) \$ 7,924,410	3) 792,441	
WTC-899.808A World Trade Center - Parking Support Offices - WTC Subgrade - "J" Zone B-5 Level Arrow Construction/Brian Khan Carpentry, Inc. Cortland Manor, NY	11	1) \$ 660,520	2) 273,000	3) 22,000	4) 330,000
World Trade Center - Emergency Medical Response Services - Agreement with St. Vincent's Hospital and Medical Center - Exercise of Second Option	2	1) \$ 159,000	2) 148,000	4) 166,000	
MF-415.790 Interstate Transportation Department - New York Facilities - Asbestos Removal Via Work Order - Supplemental Agreement No. 1 Trio Asbestos Removal Corp. College Point, NY			3) \$ 250,000		
95-BIP-005 Bathgate Industrial Park - Bathgate Center - Award of Janitorial Services HMS Services, Inc. White Plains, NY	7	1) \$ 119,363	2) 90,662	3) 7,253	4) 91,000

(Board - 5/9/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
MFP-203 New York City Passenger Ship and Brooklyn-Port Authority Marine Terminals - Maintenance Dredging Great Lakes Dredge & Dock Corp. Staten Island, NY	3	1) \$ 1,192,250	2) 867,000	3) 70,000	4) 770,000
MFI-106 George Washington Bridge and Lincoln Tunnel - Removal and Replacement of Existing Frequency Band Microwave Links Sammie L. McGriff & Sons Electrical, Inc.	8	1) \$ 142,500	2) 78,705	3) 7,000	4) 85,000
New Jersey Marine Terminals - Voluntary Site Remediation Program - New Jersey Department of Environmental Protection (NJDEP)				4)	\$ 80,000
World Trade Center - Reimbursement for out-of-pocket expenses Lower Manhattan Cultural Council New York, NY			2)		\$ 250,000

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period January 1, 1996 to March 31, 1996.

PART II.

TITLE AND CONTRACTOR	NUMBER OF BID RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE	
Requirements Contract for the Purchase of Gastech Confined Space Test Equipment Bomark Instruments, Inc. Riverdale, NJ	Sole Source	2)	\$ 250,000
ITD-102-95 Interstate Transportation Department Award of Toll Collector Uniform Services Contract Paragon Uniforms Willingboro, NJ	4	1) 2) 3)	\$ 577,703 342,709 354,261
World Trade Center - Award of Requirements/Purchase Order Contract for the Furnishing of Air Filters National Air Filter Carlstadt, NJ	13	1) 2) 3)	\$ 874,116 542,934 604,000
John F. Kennedy International Airport - Fence and Guardrail Repairs and Replacement Dun-Well Corporation Deer Park, NY	13	1) 2) 3)	\$ 1,430,802 551,706 990,000
Requirements Contract for the Purchase of Carsonite Traffic Delineators Carsonite International Carson City, NV	Sole Source	2) 3)	\$ 195,000 191,000

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 42731	6*	1)\$ 114,800.00
P.O. NO: 12767	MBE 10% PREFERENCE	2) 101,087.00
DESCRIPTION: WORKSTATION TOWER UNITS		3) 150,000.00
AWARDED TO: KEY INTERNATIONAL, INC. NEW YORK, NY	\$104,263.60	
REQUISITION NO: 42498	7*	1)\$ 277,124.50
P.O. NO: 12787		2) 209,052.00
DESCRIPTION: TWO YEAR REQUIREMENT FOR FIRE RATED LUMBER		3) 400,000.00
AWARDED TO: OZONE PARK LUMBER SOUTH OZONE PARK, NY		
REQUISITION NO: 42752	2*	1)\$ 144,000.00
P.O. NO: 12962		2) 135,000.00
DESCRIPTION: GENUINE OSHKOSH TRUCK PARTS		3) 180,000.00
AWARDED TO: OSHKOSH TRUCK EAST GRANBY, CT		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 42791 P.O. NO: 13065 DESCRIPTION: DIRECTORY FRAMES FOR JFK, EWR & LGA	5*	1)\$ 441,500.00 2) 149,013.00 3) 130,000.00
AWARDED TO: ADVERTISERS DISPLAY AND EXHIBITS SAINT LOUIS, MO		
REQUISITION NO: 42782 P.O. NO: 13092 & 13093 DESCRIPTION: REQUIREMENTS CONTRACT FOR TABULATING PAPER & HEAT APPLIED CHESHIRE LABELS	1* 1 PARTIAL	1)\$ 172,640.90 2) ----- 3) 153,000.00
AWARDED TO: 13092 - NORTH SHORE FORMS & LABELS DEER PARK, NY	\$128,199.39	
13093 - UNITED BUSINESS FORMS LONG ISLAND CITY, NY	7,560.00	
TOTAL	<u>\$135,759.39</u>	
REQUISITION NO: 43517 P.O. NO: 13158 DESCRIPTION: WASTE/REFUSE COLLECTION TRUCK	1 NYC CONTRACT	1)\$ ----- 2) 134,850.00 3) 135,000.00
AWARDED TO: SANITA REFUSE EQUIPMENT COMPANY BRONX, NY		

(Board - 5/9/96)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 43645 P.O. NO: 13176 DESCRIPTION: FIVE 6 MAN PICKUP TRUCKS	1 NYS CONTRACT	1)\$ ----- 2) 219,216.00 3) 180,000.00
AWARDED TO: METRO FORD SCHENECTADY, NY		
REQUISITION NO: 43218 P.O. NO: 13272 DESCRIPTION: CARPET TILES FOR STOCKROOM	8*	1)\$ 201,969.00 2) 158,800.00 3) 160,000.00
AWARDED TO: CULVER FLOOR COVERING BROOKLYN, NY		
REQUISITION NO: 42767 P.O. NO: 13284 DESCRIPTION: 3-CUBIC YARD WHEEL SHOVEL LOADER	6*	1)\$ 400,668.00 2) 250,000.00 3) 355,000.00
AWARDED TO: HARTER EQUIPMENT INC. ENGLISHTOWN, NJ		

*ADVERTISED

(board - 5/9/96)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 43681	1	1)\$ -----
P.O. NO: 13333	NYC CONTRACT	2) 100,000.00
DESCRIPTION: VARIOUS PARTS FOR ELGIN SWEEPER		3) 96,000.00
AWARDED TO: EMPIRE EQUIPMENT SALES COMPANY CORONO, NY		
REQUISITION NO 43314	5*	1)\$1,476,000.00
P.O. NO: 13365	5% SBE PREFERENCE	2) 153,000.00
DESCRIPTION: REMOVAL OF OLD & INSTALLATION OF NEW CRIBS/CAGES AT PST		3) 170,000.00
AWARDED TO: GUARDIAN FENCE COMPANY NEWARK, NJ	\$153,195.00	
REQUISITION NO: 42542	3*	1)\$ 154,522.50
P.O. NO: 13415, 13416, 13417 & 13419	7 PARTIALS	2) 127,765.00
DESCRIPTION: ONE YEAR CONTRACT-ASSORTED LADDERS		3) 130,000.00
AWARDED TO: 13415 - NEW YORK LADDER CO. YONKERS, NY	\$ 61,115.00	
13416 - YORK LADDER INC. LONG ISLAND CITY, NY	48,592.50	
13417 - F&F INDUSTRIAL EQUIPMENT MIDDLETOWN, NY	11,367.50	
13419 - N. SIPERSTEIN INC. JERSEY CITY, NJ	589.95	
TOTAL	\$ 121,664.95	

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44108	1	1)\$ -----
P.O. NO: 13615	NYC CONTRACT	2) 100,000.00
DESCRIPTION: VARIOUS GENUINE SIGNAL-STAT PARTS- 3 YEAR REQUIREMENT		3) 97,000.00
AWARDED TO: GABRIELLI TRUCK SALES BRONX, NY		
REQUISITION NO: 43747	1*	1)\$ -----
P.O. NO: 13865	1 BID WITHDRAWN-ERROR IN BID PRICING	2) 138,096.00
DESCRIPTION: TWO YEAR CONTRACT-HAND TOWELS WHITE PAPER NYLON REINFORCED		3) 120,000.00
AWARDED TO: CIRCLE JANITORIAL SUPPLIES PARAMUS, NJ		
REQUISITION NO: 44579	1	1)\$ -----
P.O. NO: 14014	NYC CONTRACT	2) 200,000.00
DESCRIPTION: #2 FUEL OIL FOR LAGUARDIA & OUTERBRIDGE CROSSING		3) 200,000.00
AWARDED TO: COASTAL REFINING & MARKETING HASBROUCK HEIGHTS, NJ		

*ADVERTISED

(Ord - 5/9/96)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44518 P.O. NO: 14015 DESCRIPTION: #2 FUEL OIL FOR JFKIA	1 NYC CONTRACT	1)\$ ----- 2) 200,000.00 3) 200,000.00
AWARDED TO: COASTAL REFINING & MARKETING HASBROUCK HEIGHTS, NY		
REQUISITION NO: 44573 P.O. NO: 14140 DESCRIPTION: VARIOUS BALLASTS	9* 5% SBE PREFERENCE	1)\$ 113,652.00 2) 107,673.00 3) 130,000.00
AWARDED TO: BROADWAY ELECTRICAL SUPPLY NEW YORK, NY	\$ 111,220.00	
REQUISITION NO: 43729 P.O. NO: 14156 DESCRIPTION: RENTAL OF BUCKET TRUCKS	1* 3 PARTIALS	1)\$ ----- 2) 132,360.00 3) 133,250.00
AWARDED TO: BOLAND RENTALS, INC. HACKENSACK, NJ		

*ADVERTISED

(Board - 5/9/96)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44688	5*	1)\$ 79,759.40
P.O. NO: 14243**TWO ADDITIONAL ITEMS FOR \$5,252.00		2) 74,158.00**
WERE NEGOTIATED WITH THE LOW BIDDER AND ADDED TO THE CONTRACT PRIOR TO AWARD.		3) 65,000.00
DESCRIPTION: VARIOUS TRANSFORMERS & PANEL BOARDS		
AWARDED TO: GRAYBAR ELECTRIC COMPANY \$ 79,410.00 NEWARK, NJ		
REQUISITION NO: 44788	1	1)\$ -----
P.O. NO: 14273	NJ STATE CONTRACT	2) 221,400.00
DESCRIPTION: 12 JEEPS		3) 230,000.00
AWARDED TO: WARNOCK FLEET EAST HANOVER, NJ		

*ADVERTISED

(Board - 5/9/96)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period January 1, 1996 to March 31, 1996.

NAME	FACILITY	AMOUNT COLLECTED
BUDGET RENT A CAR	LaGuardia Airport	\$ 210,219.00
CITIBANK/SERKO-SIMON	World Trade Center	2,500.00
HUDSON TRANSIT LINES	Port Authority Bus Terminal	2,000.00
MANCHU WOK	World Trade Center	365,800.00
ADK MESSENGER SERV	John F. Kennedy International Airport	1,564.51
ALBRIGHT KEITH	George Washington Bridge	745.55
BAJANA WILFRIDO	John F. Kennedy International Airport	1,649.80
BASS KECIA L	Port Newark	905.30
BOYD JENNIFER A	Off Property	449.99
CARLESI VINCENT	Goethals Bridge	1,567.23
CHELSEA FOOD SERV	Newark International Airport	1,368.70
CONNECTICUT CAR RENTAL	George Washington Bridge	1,219.00
CORP SEA TRANSFER	Port Elizabeth	1,434.00
COVIELLO TRANSPORT	Port Elizabeth	651.76
DELGADO MERCEDES	Port Newark	664.45
DYNASTY TRANSPORT	Port Authority Bus Terminal	437.43
FAD CAB CO	LaGuardia Airport	691.95
HARBOR FREIGHT	Port Elizabeth	1,161.69
HEINES PAUL E	Port Newark	3,926.00
LASHLEY WILLIAM A	Holland Tunnel	1,194.70
LEE JAE HONG	John F. Kennedy International Airport	1,506.83
MANINA VINCENT	LaGuardia Airport	1,190.80
MID-AMERICAN COACHES INC	Port Authority Bus Terminal	606.70
NBB LINDEN LEASE CO	Newark International Airport	585.25
NORTH AMERICAN VAN LINES	George Washington Bridge	3,900.33
OGDEN ALLIED	John F. Kennedy International Airport	2,892.12
OGDEN FUELING	John F. Kennedy International Airport	1,337.98
OGDEN SERVICES	Newark International Airport	2,252.47
PENSKE TRUCK LEASING	George Washington Bridge	19,854.00
RYDER TRUCK RENTAL INC	Port Authority Bus Terminal	772.56

(Board - 5/9/96)

I. TORT CLAIMS OF THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT COLLECTED
SCARPUZZI MICHAEL J	Lincoln Tunnel	\$ 1,512.60
SCOT JAY ENTERPRISES	John F. Kennedy International Airport	2,485.10
SKETCH CAB CORP	LaGuardia Airport	1,363.95
SLESINGER CARROL	Lincoln Tunnel	1,655.01
UNITED PARCEL SERVICE	John F. Kennedy International Airport	2,124.30
WORD OF LIFE FELLOWSHIP	Holland Tunnel	249.25
	TOTAL	\$ 644,440.31

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
ANDERSON STEVEN/GEICO ASO	George Washington Bridge	\$ 2,187.00
BANKS JEFFREY	Newark International Airport	650.10
BECKER KAREN	George Washington Bridge	153.95
BLANCHETTE RUPERT	Newark International Airport	154.80
CRUZ LUZDIVINA	Newark International Airport	40.00
DAVIDSON GABRIEL	Newark International Airport	119.67
ESTADELLA RODRIGO	Newark International Airport	60.00
GARRITY MELISSA	George Washington Bridge	157.94
GELLER NATHANIEL	George Washington Bridge	181.00
HASULAK KELLEY	Newark International Airport	707.02
HERRERA ELOY	Newark International Airport	103.35
HILBERT DOROTHY	Goethals Bridge	84.75
JACOBS STEVEN	Newark International Airport	330.83
OSWALD ANTON	Newark International Airport	205.53
SON BYUNG C	Newark International Airport	94.34
STEPIEWSKI MIROSLAWA	Newark International Airport	140.26
ZISA BERTHA	George Washington Bridge	464.99
COHEN JEFFREY	Goethals Bridge	1,304.24
FLYNN CHARLES	Holland Tunnel	125.95
KAPLAN LAUREN	George Washington Bridge	2,535.26
KORZONOWSKI ALAN	Goethals Bridge	1,299.98
MAZZA KATHY	Port Authority Bus Terminal	651.43
MC ERLEAN JAMES	George Washington Bridge	757.51
MENKIN JEROME	George Washington Bridge	1,304.16
MEYERS SUZANNE	Newark International Airport	1,258.75
PALAZZOTTO A/MCHTS & BUSN	Lincoln Tunnel	923.00
SAVA GERARD	Lincoln Tunnel	600.00
MC LAUGHLIN JOHN	Lincoln Tunnel	10,000.00
PRIDGEN BELINDA	Goethals Bridge	40,000.00
ROMERO CONCEPCIO	Holland Tunnel	8,500.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
SAYOUS LETICIA & CHARL	John F. Kennedy International Airport	\$ 20,000.00
SINOFF POLI ANTHONY	Lincoln Tunnel	41,500.00
VASQUEZ DEBORAH (MINOR)	Off Property	90,000.00
DOMINGUEZ AMY	Outerbridge Crossing	296.80
DOMINGUEZ EVELYN	Outerbridge Crossing	296.80
PROCESZYN RICHARD	John F. Kennedy International Airport	135.31
SCOTT ELLENTUCK	Newark International Airport	760.00
KONDAS FRANK	Newark International Airport	149.48
RYSZETNYK FRANK	Goethals Bridge	54.13
HEALY PATRICK	World Trade Center	7,500.00
MONSERRAT EVELYN A/N/G FE	World Trade Center	2,057.38
BEST ENA	John F. Kennedy International Airport	7,500.00
BROWN RUTH	Port Authority Bus Terminal	9,000.00
CHEEKMORE PATRICK	John F. Kennedy International Airport	10,000.00
FURMAN ADELE A	LaGuardia Airport	3,500.00
GRANT SHANTE/KIM FINNEY	Newark International Airport	15,000.00
HASHIMU LARRY	George Washington Bridge	2,000.00
STEPHENS ANN	John F. Kennedy International Airport	7,500.00
TEJEDA MIGUEL	Port Newark	12,400.00
G&M ROOFING	Holland Tunnel	19,984.36
HARRIS JOAN	World Trade Center	50,000.00
BIROS JOHN JR	Newark International Airport	10,000.00
FERGUSON CONSTANCE	John F. Kennedy International Airport	1,800.00
FIADINI MARIO	John F. Kennedy International Airport	12,500.00
SHALOM RUTH	John F. Kennedy International Airport	17,500.00
WAGENFUHR VERA	John F. Kennedy International Airport	200.00
ALBANESE FRANK	Lincoln Tunnel	163.24
AMATUCCI DOMINIC	Lincoln Tunnel	459.50
ARCURI ROBERT	Port Authority Technical Center	813.18
B & L AUTO INC	Lincoln Tunnel	2,258.13

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
BONANNI PAUL	LaGuardia Airport	\$ 1,003.53
BRAY LUCY	LaGuardia Airport	2,810.51
BROTMAN STEVE	New York City Passenger Ship Terminal	54.13
CALLAN EDWARD	Port Authority Bus Terminal	452.20
CARDINAL KIMBERLY	World Trade Center	832.88
CHAN BICKIE	LaGuardia Airport	2,119.87
CHANG ARRIA E	John F. Kennedy International Airport	550.40
CLARKE NEVILLE	LaGuardia Airport	2,000.00
COLUCCI FRANK	Lincoln Tunnel	968.57
CONTOUR DRAPERY INC	Lincoln Tunnel	252.28
CORE	World Trade Center	14,415.00
DA BENE SALVATORE	Lincoln Tunnel	387.32
DEGUSSA CORP	Holland Tunnel	877.46
DJATSCHENKO WALTER	Newark International Airport	1,112.34
EL AL ISRAEL AIRLINES/TRA	John F. Kennedy International Airport	1,061.72
ENGSTROM LINCOLN	Brooklyn Piers	510.51
FARINA FRANK JR	Outerbridge Crossing	935.87
FEKETE ILDIKO	Lincoln Tunnel	1,047.80
FLEMINGL THOMAS	Lincoln Tunnel	2,585.31
HARRY M STEVENS INC	Port Authority Bus Terminal	88,660.50
IANNELLA VINCENZO	John F. Kennedy International Airport	1,857.43
KENNEDY FRANCIS	Off Property	865.60
KING HERMIONE	Lincoln Tunnel	248.04
KOSHER INTERNATIONAL	John F. Kennedy International Airport	216.50
KRKUTI AMEDAN	Lincoln Tunnel	709.00
LAMPKIN KYLE	Port Authority Technical Center	634.31
LANE TOURS INC	Lincoln Tunnel	2,255.17
LANNI DONNA J	John F. Kennedy International Airport	500.00
LINNANE DIANE	John F. Kennedy International Airport	272.83
MAGYARI PATRICIA	LaGuardia Airport	429.30

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
MASSENBURG SARAH	Port Authority Technical Center	\$ 752.39
MATTIACE MICHAEL/NEW HAMP	LaGuardia Airport	329.02
MATZKANICH DANIEL J	Newark International Airport	250.00
MC GUCKIN VALERIE	John F. Kennedy International Airport	837.19
MESSINA RAYMOND/STATE FRM	Lincoln Tunnel	2,133.22
MOSCOE NEVILLE	Port Authority Bus Terminal	8,612.35
NEVILLE WALTER	Lincoln Tunnel	1,009.05
NICOLICH NEVIO	Lincoln Tunnel	159.00
NIMMO GREGG	Lincoln Tunnel	454.50
PATEL KANTILAL	Brooklyn Piers	765.88
PICA MARGARET	New York City Passenger Ship Terminal	275.94
QUINONES MANUEL	Lincoln Tunnel	3,263.09
RAEI FATEMEH	Port Authority Bus Terminal	300.00
ROWE MAMIE	Lincoln Tunnel	184.44
SALTOS RAFAEL	Bayonne Bridge	954.01
SHAH SANJAY	John F. Kennedy International Airport	488.51
SLEIN JAMES	John F. Kennedy International Airport	764.41
SMITH ED	Port Authority Technical Center	659.70
SUN CITY TAXI INC	Port Authority Bus Terminal	7,500.00
TORO ANTHONY	John F. Kennedy International Airport	550.00
TRUNCALE KAREN	Holland Tunnel	262.88
VALENTI MICHAEL	Lincoln Tunnel	252.00
WARD JACQUELINE	John F. Kennedy International Airport	180.00
WEINTRAUB JACOB	World Trade Center	65.00
GIUNTA CHARLES A	Port Authority Bus Terminal	652.00
BARRETT CAROL ANN	Newark International Airport	672.00
ESKANDER BASEM	Newark International Airport	136.37
GOLABIEWSKI KRYZTOF	Newark International Airport	160.00
LOPEZ RAYMOND	Newark International Airport	180.64
MORAMARCO WILLIAM	Newark International Airport	50.35

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
PEIA ROBIN	Newark International Airport	\$ 72.83
PLAZA JORGE	Newark International Airport	125.07
POLLARO DENA	Newark International Airport	264.89
	TOTAL	\$ 584,367.23

**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 Service Contract were authorized or amended, during the period March 1, 1996 to March 31, 1996.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Human Resources, to retain the services of: Lee Hecht Harrison 200 Park Avenue New York, N.Y. 10166	Individual outplacement assistance for John J. Collura as part of the severance package for Senior Executive staff impacted by the reduction in force.	\$ 7,500
For the Chief Administrative Officer, to retain the services of: Draycott Consulting, Inc. 1112 Dartmouth Road Alexandria, VA 22314	To review key aspects of the Port Authority's automotive fleet to identify major strengths and opportunities for improvement.	\$ 10,000

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES OF SPECIAL BOARD MEETING
Thursday, May 30, 1996

FILE COPY

Page

Confidential Item

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MINUTES of a special meeting of The Port Authority of New York and New Jersey held Thursday, May 30, 1996, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
Hon. Robert C. Janiszewski
Hon. Alan G. Philibosian
Hon. Frank J. Wilson

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. James G. Hellmuth
Hon. Peter S. Kalikow
Hon. George D. O'Neill
Hon. Melvin L. Schweitzer
Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
Jeffrey S. Green, General Counsel
Lysa C. Meduri, Secretary
Karen A. Antion, Chief Technology Officer
A. Paul Blanco, Chief Administrative Officer
Karen E. Eastman, Assistant Secretary
David F. Feeley, Chief Operating Officer
John J. Haley, Jr., Deputy Executive Director
Charles F. McClafferty, Acting Chief Financial Officer
Cruz C. Russell, Acting Director, Corporate Policy and Planning
Jeff Stein, Executive Assistant to the Chairman

The Secretary reported that the meeting was duly called in accordance with the By-Laws.

The meeting was called to order in executive session by Chairman Eisenberg at 2:12 p.m. and ended at 2:30 p.m.

Confidential Item

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

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES
Thursday, June 6, 1996

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, June 6, 1996, 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. Henry F. Henderson
Hon. Alan G. Philibosian
Hon. Frank J. Wilson

George J. Marlin, Executive Director
Jeffrey S. Green, General Counsel
Lysa C. Meduri, Secretary
Karen A. Antion, Chief Technology Officer
A. Paul Blanco, Chief Administrative Officer
William J. Cahill, Principal Information Officer, Office of Press Secretary
Karen E. Eastman, Assistant Secretary
David F. Feeley, Chief Operating Officer
John J. Haley, Jr., Deputy Executive Director
Mark O. Hatfield, Jr., Deputy Press Secretary
Gita Kalra, Attorney, Law
Charles F. McClafferty, Chief Financial Officer
James C. Reinish, Manager, Policy Analysis and Communication, Office of Board Secretary
Cruz C. Russell, Acting Director, Corporate Policy and Planning
Jeff Stein, Executive Assistant to the Chairman
Peter Yerkes, Press Secretary

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. James G. Hellmuth
Hon. Peter S. Kalikow
Hon. George D. O'Neill
Hon. Madelon DeVoe Talley

The public meeting was called to order by Chairman Eisenberg at 2:24 p.m. and ended at 2:35 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meetings of April 25, 1996 and May 9, 1996. 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 Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meeting on June 6, 1996, which included discussion of internal audit 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.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on May 30, 1996, which included discussion of contract and lease matters, and the report was received.

Report of Committee on Construction

The Committee on Construction submitted a report, for information, of matters discussed in public session at its meeting on May 30, 1996, which included a discussion of the extension of runway "ZA" at John F. Kennedy International Airport, and a discussion in executive session 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 Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning submitted a report, for information, of matters discussed in executive session at its meeting on May 30, 1996, which included a discussion of the Capital Planning Process and the reactivation of the Staten Island Railroad, and the report was received.

The World Trade Institute - Authorization of Sale

The World Trade Institute was established in January 1970 to provide the world trade community with a highly respected education center for the interchange of ideas covering the many aspects of international commerce. In offering courses and programs, the Institute draws upon its own staff, employees in other Port Authority departments, scholars from various universities and institutions throughout the world and government and business practitioners. The Institute cooperates and maintains working relationships with many institutions and offers degree programs through affiliations with regional colleges and universities. The Institute is located on the 55th Floor of One World Trade Center. Classrooms, with maximum flexibility and utility and capabilities for audio-visual equipment, are an integral part of the World Trade Institute complex.

In order to reduce operating costs and generate sale proceeds and rental income for the Port Authority, a Request for Proposals to purchase and operate the World Trade Institute and the Port Authority Library, or either, was publicly advertised in February 1996. Numerous individuals and entities requested copies of the Request for Proposals, and on March 27, 1996, seven proposals were received. None of the proposers expressed interest in acquiring and/or operating the Library as a business entity.

The World Trade Institute proposals were evaluated on the basis of the following criteria: the overall quality of the proposal; the operational plan and experience of the proposer; the financial proposal; and whether the proposal was for a combination of the World Trade Institute and Port Authority Library. The seven proposals were evaluated by a staff proposal review committee, interviews were held by the committee with the highest rated proposers, and these proposers were then asked to submit a "best and final offer" based upon the Request for Proposals and further information developed by the Port Authority as a result of the proposer interviews. After review of these best and final offers by an Executive Management review team, it is recommended that the sale of the assets of the Institute to The New York Corporate Conference & Seminar Center be authorized upon the following terms and conditions: The purchaser will pay the Port Authority the amount of \$250,000 in cash at the closing of the transaction and five (5) percent of the gross revenues from all Institute activities yearly for a six (6) year period commencing in the second year of operations. Further the purchaser will lease the entire 55th floor of One World Trade Center as well as that portion of the 54th floor formerly occupied by the Port Authority Library for a total of approximately 55,000 square feet, for a period of ten years, with an option to extend for an additional ten year period, at lease terms within Board authorized parameters.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson 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 such agreements and execute such instruments as are necessary to effectuate the sale of the World Trade Institute to The New York Corporate Conference & Seminar Center, substantially in accordance with the terms and conditions outlined above; and it is further

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

**Monorail - Northeast Corridor (NEC) Connection Project -
Project Authorization**

On July 12, 1990, the Board authorized a project for an Automated People Mover (Monorail) System at Newark International Airport (EWR) at an estimated total project cost of \$378 million. The Monorail is an integral element of the master landside access plan for the redevelopment of EWR and was completed in May 1996. In continuation of several original premises of the EWR Redevelopment Program, the Monorail-NEC Connection Project (the Project) will compliment the on-airport monorail by providing an intermodal connection to the airport via the area's mass transit network.

In March 1995, the Federal Aviation Administration (FAA) granted passenger facility charge (PFC) "Collection" authority for \$250 million for the Project. The Project is comprised of four major components, including: 1) construction of a Monorail guideway extension between the EWR Monorail Station at Parking Lot E and the Northeast Corridor, 2) acquisition of rights-of-way to accommodate the Monorail guideway extension and the Monorail-NEC Rail Station, 3) construction of the Monorail-NEC Rail Station on the Northeast Corridor, and 4) realignment of tracks, relocation of catenary poles, and signalization changes along the Northeast Corridor necessary to accommodate train service at the Monorail-NEC Rail Station. In anticipation of receiving PFC "Use" authority from the FAA, on December 14, 1995, the Board authorized the advance of \$24 million for the implementation of the Monorail-NEC Connection.

At the appropriate time, staff will ask the Board to make the necessary findings and authorize acquisition of specific property interests by condemnation or negotiation.

Based on the FAA completion of the Final Environmental Impact Statement (FEIS) in January 1996 the application for PFC "Use" authority was submitted to the FAA in April 1996. Based on advice from the FAA, PFC "Use" authority is anticipated to be granted by the FAA in August 1996.

Substantial interagency coordination has been established between the Port Authority and New Jersey Transit (NJT) in order to refine the project scope. In 1994, the Port Authority entered into an agreement with NJT to jointly advance the preliminary planning of the project, with the Port Authority responsible for the airport/monorail elements and NJT responsible for all NEC-related elements.

The North Jersey Transportation Planning Authority, Inc. in its "Fiscal Year 1996-2000 Transportation Improvement Program - TIP," dated August 1995, has listed the Port Authority's "Off-Airport fixed guideway transit system: Elizabeth/Newark, Essex/Union Counties", in its Appendix of Regionally Significant non-federally funded projects which were included in the Regional Emission Analysis for Clean Air Act Conformity Analysis.

Implementation of the Monorail-NEC Connection Project will provide an alternative means of access to EWR, increasing overall access capacity to the airport and providing passengers and airport employees with an improved level of service through a fast, reliable and cost-effective mode of access. The Project, which is an

integral part of the Port Authority's overall effort to address landside capacity constraints at EWR, will provide intermodal connections with the New York and New Jersey regional mass transit network, including railroad, subway and bus service.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson voting in favor; none against:

RESOLVED, that a project to implement the Monorail-NEC Connection Project (the Project), at a total estimated cost of \$250 million, including payments to contractors, allowances for extra work and net cost work, engineering and administration, property acquisition and a provision for financing and escalation be and the same hereby is authorized. Such authorization is subject to any other necessary or appropriate certifications or approvals; and it is further

RESOLVED, that the Executive Director be and hereby is authorized, for and on behalf of the Port Authority, to take such actions with respect to the award of purchase and construction contracts and agreements for professional, technical and advisory services for the Project as he deems in the best interest of the Port Authority, including, without limitation, award to the lowest qualified bidder or proposer, who in his opinion, is best qualified by reason of responsibility, experience and capacity to perform the work and whose bid or proposal price the Executive Director deems reasonable; rejection of all bids or proposals; solicitation of new bids or proposals on revised or same requirements; or negotiations with one or more bidders or proposers or other contractors, and execute contracts and supplemental agreements with such bidders or proposers or contractors as he deems in the best interest of the Port Authority, and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto; and it is further

RESOLVED, that the Executive Director be and hereby is authorized, for and on behalf of the Port Authority, to reimburse to New Jersey Transit Corporation (NJ Transit) up to \$120 million (such amount being part of the \$250 million) for the procurement and implementation of the Monorail-NEC Station, and Northeast Corridor (NEC) catenary, trackwork and signalization necessary for the Project; and it is further

RESOLVED, that the Executive Director be and hereby is authorized, for and on behalf of the Port Authority, to obtain necessary permits and approvals and to negotiate and enter into other agreements or supplements to existing agreements, with such entities as may be appropriate and required to effectuate the Project, and to execute documents in connection therewith; and it is further

RESOLVED, that the Executive Director be and hereby is authorized, for and on behalf of the Port Authority, to obtain professional, technical and other advisory services and incur costs preliminary to acquisition of property interests for the Project, including but not limited to costs associated with securing rights of entry, title searches, title insurance and surveys, real estate appraisals, incidental mitigation of wetlands and remediation of contaminants on the properties, if required; and it is further

RESOLVED, that the form of all documents to effect the aforesaid shall be subject to the approval of General Counsel or his authorized representative.

Staten Island Railroad Reactivation of Freight Service

It was recommended that the Board authorize the Executive Director to form a subsidiary corporation as a terminal railroad and to effectuate railroad freight projects and provide freight rail service between Staten Island, New York and New Jersey.

Since the abandonment of freight service in 1991, no freight rail service exists between New Jersey and Staten Island. The New York City Economic Development Corporation (EDC) and the New Jersey Department of Transportation (NJDOT) have acquired a portion of the real property that was formerly used in the rail freight service and it is contemplated that EDC and NJDOT will enter into an agreement with the Port Authority or its subsidiary pursuant to which the property will be leased for the operation of a freight terminal railroad. The Port Authority or its subsidiary will obtain operating rights from the Surface Transportation Board and will contract with an operating corporation for the actual operation of the service. This will provide for the reinstatement of rail freight service between Staten Island and New Jersey and the effectuation of railroad freight projects by the Port Authority which could provide rail access to marine terminal facilities.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, subject to appropriate authorizations and certifications, to form a new Port Authority subsidiary corporation as a terminal railroad to effectuate railroad freight projects and to provide freight rail service between Staten Island, New York and New Jersey and arrange for either the Port Authority or the newly created subsidiary corporation to: 1) petition the Federal Surface Transportation Board (STB) for authority to operate a railroad freight service between Staten Island, New York and New Jersey; 2) enter into agreements with the New York City Economic Development Corporation (EDC) and the New Jersey Department of Transportation (NJDOT) to lease certain railroad property, operate the Arthur Kill lift bridge and provide service over the former Staten Island Railroad line; and 3) select a private rail operator, through a Request For Proposals process, and enter into an agreement to manage and operate the freight terminal rail service over the former Staten Island Railroad line; and it is further

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

**John F. Kennedy International Airport - Extension of Taxiway
"ZA" - Planning and Project Authorization**

Runway 4R is the only runway at John F. Kennedy International Airport with landing instrumentation for certain adverse weather conditions. Approximately 75% of the landings on Runway 4R occur during such conditions. Taxiway FA, which services Runway 4R at an intermediate point, is frequently closed to certain wide-body aircraft during such conditions because their speed after landing is too high to safely negotiate the sharp turn located a short distance into the taxiway. Aircraft bypassing the Taxiway FA turnoff must continue approximately 2,000 feet further to the end of Runway 4R. The increased occupancy time reduces runway capacity as Air Traffic Control must increase the spacing between landing aircraft.

The proposed project would extend Taxiway FA in a northerly direction approximately 2,200 feet to the intersection of Taxiway ZA and Taxiway Y. The extended taxiway, which will be renamed Taxiway "ZA," would enable wide-body aircraft to safely exit Runway 4R at an intermediate point during adverse weather conditions thereby increasing aeronautical capacity by reducing the time landing aircraft occupy Runway 4R. The project would also reduce operating costs for the airlines by decreasing associated taxi time. The Federal Aviation Administration, the Air Transport Association and the Airline Pilots Association fully support the project. The estimated project cost of \$10.4 million will be recoverable in its entirety through the Flight Fee Formula.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson voting in favor; none against:

RESOLVED, that a project for the extension of the high speed turnoff from Runway 4R along Taxiway FA to the intersection of Taxiway ZA and Taxiway Y, at a total estimated project cost of \$10.4 million, including payments to contractors, allowances for extra work and net cost work, planning, engineering, administrative and financial expenses, and a project contingency, be and the same hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award all Port Authority contracts required to complete the Taxiway ZA extension to the lowest bidder(s) qualified by reason of responsibility, experience and capacity at a bid price the Executive Director deems reasonable, and to order extra work up to 8% of the amount of the bid accepted and to order net cost work, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other 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 and net cost work in connection with each contract including supplemental agreements thereto; and it is further

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

**Port Authority Bus Terminal - Roza Bake Shop, Inc. - Lease
LBT-414 - Lease Extension**

It was recommended that the Board authorize the Executive Director to enter into an agreement (the Extension Agreement) with Roza Bake Shop, Inc. (Roza) extending the term of the letting under Roza's existing lease with the Port Authority covering the operation of a Zaro's Bread Basket store on the Main Concourse of the South Wing of the Port Authority Bus Terminal (the Lease) for a term expiring on the day preceding the tenth anniversary of the date payment of the increased rentals provided for in the Extension Agreement commences. Payment of the increased rentals under the Extension Agreement will commence on the earlier of January 1, 1997 or upon the completion of the refurbishment work in the premises. Roza will pay a graduated basic rental for the premises during the term of the extension at an annual rate ranging from \$227,000 to \$295,100 over the extended term of the Lease, plus a percentage rental equivalent to 10.3% of Roza's annual gross receipts which are in excess of annual exemption amounts set forth in the Extension Agreement. Roza will refurbish the premises and install all improvements, fixtures and equipment required for its continued occupancy and operations in the premises at its sole cost and expense, and the Port Authority will remove asbestos from the premises at an estimated cost of \$20,000. The extended term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event Roza would be reimbursed for the unamortized portion of its initial capital investment in the refurbishment of the premises to the extent that such initial capital investment does not exceed \$225,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson 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 Roza Bake Shop, Inc. extending the existing lease between Roza Bake Shop, Inc. and the Port Authority at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

Port Authority Bus Terminal - Interior and Exterior
 Advertising Displays - Transportation Displays
 Incorporated - Permit Agreements

It was recommended that the Board authorize the Executive Director to enter into permit agreements with Transportation Displays Incorporated (TDI) covering the installation, placement, maintenance, and operation of interior and exterior advertising displays at the Port Authority Bus Terminal under separate agreements. The agreement covering the installation, placement, maintenance, and operation of interior advertising displays (the Indoor Permit) will become effective commencing on or about July 1, 1996 and will expire on the day preceding the tenth anniversary of the effective date, and the agreement covering the installation, placement, maintenance, and operation of exterior advertising displays (the Outdoor Permit) will become effective commencing on or about July 1, 1996 and will expire on the day preceding the twentieth anniversary of the effective date. TDI will pay a percentage fee under each agreement as provided therein. Payment of fees under the Indoor Permit will commence on the effective date, and payment of fees under the Outdoor Permit will commence no later than 910 days from the effective date or upon the second anniversary of the commencement of operations, whichever occurs first. TDI will install all improvements, fixtures and equipment required at its sole cost and expense. The period of the permission granted under each permit will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, and in the event this right is exercised as to the Outdoor Permit, TDI would be reimbursed for the unamortized portion of its initial capital investment in the exterior advertising displays to the extent that such initial capital investment does not exceed \$2,000,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson 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 separate permit agreements with Transportation Displays Incorporated covering the installation, placement, maintenance, and operation of interior and exterior advertising displays at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

**Brooklyn - Port Authority Marine Terminal - Strober Bros.,
Inc. Building Supply Centers - Lease Agreement - Pier 3**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a ten-year lease commencing on or about July 1, 1996 with Strober Bros., Inc. Building Supply Centers (SBI) for Pier 3, Brooklyn, and its associated upland and garage, to be used for the tenant's business of distribution of lumber and construction materials, a substantial portion of which is waterborne to the Port of New York and New Jersey.

The rentals will be subject to escalation at prescribed intervals throughout the term of the lease. SBI will be responsible for structural and non-structural maintenance and repairs of the premises. The Port Authority will be responsible for the fire standpipe and sprinkler systems, and the substructure of Pier 3.

In connection with this lease agreement, it was also recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a brokerage agreement with Kalmon Dolgin Affiliates, Inc. and Robert S. Klein, providing for the payment of commission in the amount of \$313,780.44 payable in two equal installments by the Port Authority to Kalmon Dolgin Affiliates, Inc. and Robert S. Klein.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson 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 Strober Bros., Inc. Building Supply Centers and a brokerage agreement with Kalmon Dolgin Affiliates, Inc. and Robert S. Klein, substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

The World Trade Center - Frenkel & Co., Inc. - Lease Agreement

It was recommended that the Board (1) authorize the Executive Director to enter into an agreement of lease with Frenkel & Co., Inc. (Frenkel), a large insurance brokerage company, covering the letting of approximately 54,000 rentable square feet of space on the thirty-fifth and thirty-sixth floors of Two World Trade Center for a term of approximately seventeen years and to enter into brokerage agreements with Williams Real Estate Co. Inc. and Edward S. Gordon Company, Incorporated in connection with the agreement of lease and (2) authorize the Committee on Operations to approve the final terms of the agreements in the event they are not substantially in accordance with the terms outlined below.

The proposed agreement of lease will commence on or about October 1, 1996 and is for a term of approximately seventeen years. Frenkel will pay an aggregate basic rental over the rent paying portion of the term in excess of \$18 million. Frenkel will have a right of first offer for additional space on floors in the same elevator bank contiguous to its leasehold and also have a fixed option to take specified space of approximately 5,000 to 8,000 rentable square feet in the same elevator bank exercisable during the fifth and sixth years of the rent paying term. Brokerage agreements will be entered into with Williams Real Estate Co. Inc. and Edward S. Gordon Company, Incorporated, the brokers involved in the letting of space to Frenkel providing for payment of brokerage commissions each at rates less than that authorized by the Board at its meeting on August 11, 1977.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson 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 of lease with Frenkel & Co., Inc. covering the letting of approximately 54,000 rentable square feet of space on the 35th and 36th floors of Two World Trade Center and to enter into brokerage agreements with Williams Real Estate Co. Inc. and Edward S. Gordon Company, Incorporated in connection with such letting, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and be it further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the agreement of lease in the event that such terms and conditions are not substantially in accordance with the terms and conditions outlined above.

Settlement of Claim - The Port Authority of New York and New Jersey v. KTI Energy, Inc.

It was recommended that the Board authorize the Executive Director to settle the Port Authority's action against KTI Energy, Inc. (KTI) and KES, a wholly-owned subsidiary, by accepting \$132,000.

The Port Authority had entered into an agreement on August 23, 1989 leasing the Howland Hook Facility to Sea Terminals Inc. Sea Terminals entered into an agreement with KES, a wholly-owned subsidiary of KTI, dated May 10, 1990. KES would store certain wood recyclables at the site. However, the Port Authority's lease with Sea Terminals was terminated due to nonpayment. KTI did not remove the wood and made claims that it suffered a substantial loss at the Howland Hook Facility due to Sea Terminals removal as terminal operator on December 28, 1990. KTI and KES alleged that they committed funds to the facility with the understanding that Sea Terminals would be the operator. The Port Authority instituted suit against KTI and KES for the cost of the removal which the Port Authority had arranged through a separate contract. KTI did not guarantee the storage fees.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson 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 settle the lawsuit with KTI Energy, Inc. and KES by accepting a total of \$132,000, \$75,000 upon execution, \$25,000 within six months of the execution, and the balance within one year of execution, mutual releases to be executed by the parties; and it is further

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

Settlement of Claim - The Port Authority of New York and New Jersey v. Crossocean Shipping, Inc.

It was recommended that the Board authorize the Executive Director to settle the Port Authority's leasehold claims against Crossocean Shipping, Inc. (Crossocean) by accepting \$300,000.

The Port Authority and Crossocean entered into a lease agreement for space at the World Trade Center on August 4, 1969. Crossocean did not immediately return to the World Trade Center after the 1993 bombing and substantial arrears had built up. Due to financial difficulties, the company has continuously had arrears since its return to the World Trade Center although substantial payments have previously been made towards the arrearages. On September 11, 1995, the Port Authority brought an action in the landlord/tenant court to evict Crossocean. An Order of Possession was obtained and Crossocean vacated in November 1995. Crossocean had built up arrears of approximately \$543,000 through November 1995 of which approximately \$89,000 is due to late charges.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson 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 settle the Port Authority's leasehold claims against Crossocean Shipping, Inc. for a total settlement of \$300,000, \$60,000 upon the signing of the agreement and the balance in monthly installments over one year with 7% interest mutual releases to be executed by both parties; and it is further

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

Settlement of Claim - Beth J. Moore and Kevin Moore v. The Port Authority of New York and New Jersey, et. al.

It was recommended that the Board authorize General Counsel to settle the pending claim asserted by Beth J. Moore and her husband, Kevin Moore, by paying to them and their attorney the sum of \$150,000 in exchange for a release of all claims and Stipulation of Dismissal of this lawsuit against the Port Authority and Port Authority Police Officers John Collis and Sharon Feokistov.

Plaintiffs filed this action in the Superior Court of New Jersey, Hudson County, as a result of a motor vehicle accident involving Port Authority Police Officers John Collis and Sharon Feokistov on August 11, 1993. Plaintiff Beth J. Moore was a back-seat passenger in a taxicab owned by Esmat, Inc. (a New Jersey corporation) and operated by defendant driver Mamdough M. Sollman, which was struck by a Port Authority police vehicle operated by Port Authority Police Officer Sharon Feokistov at the intersection of 12th Street and Erie Street in Jersey City, New Jersey.

The accident occurred at approximately 8:54 a.m. during rush hour traffic. As a consequence of the accident, plaintiff Beth J. Moore sustained several fractures to her spinal column, which required surgical insertion of a rod through her spine, leaving the plaintiff with a mild hunchback condition. Plaintiff also sustained injuries to the tube connecting her kidneys to her bladder and bruises and contusions to her left knee and back. Presently, plaintiff complains of pain and soreness throughout her back and experiences great difficulty in both sitting and lifting. She is 45 years old, and has two young sons for whom she cares. She claims that the accident has affected her relationship with her husband and children.

At the time of the accident, plaintiff, who was a product manager for Glaxo Wellcome, Triangle Park, North Carolina, was on a business trip en route to New York City. Following the accident, plaintiff was out of work for over five months. Plaintiff's lost income during this time was paid by her company's Workers Compensation insurance carrier, along with her medical bills, which were in excess of \$100,000. The lien held by the Workers Compensation carrier will be satisfied by plaintiff.

This case was arbitrated on October 26, 1995 and resulted in a liability finding of 50% against the Port Authority and 50% against the co-defendant taxi driver. The gross award was \$300,000, with \$150,000 representing the Port Authority's responsibility.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Talley and Wilson 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 Beth J. Moore and Kevin Moore v. The Port Authority of New York and New Jersey, et al. by paying a settlement in the total amount of \$150,000 to Beth J. Moore and Kevin Moore and their attorney in exchange for a release of all claims and Stipulation of Dismissal of the action.

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 April 1, 1996 to April 30, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
LGA516	Window Replacement, Hangar No. 7 LaGuardia Airport D.C.V. Structural Maintenance Co.	68,500(A) 7,000(D) 75,500	68,500(A) 3,100(D) 71,600
LGA527	Approach Slab Re-Support LaGuardia Airport Beaver Concrete Construction Co., Inc.	245,813(A) 613,200(B) 86,000(D) 945,013	245,813(A) 575,870(B) 9,500(D) 831,183
LGA556	Central Terminal Building, Substations 1,2,3,4 and 6 Feed Upgrade LaGuardia Airport The D.L. Blaine Corporation	175,700(A) 11,107(C) 18,000(D) 72,000(I) 276,807	175,700(A) 11,107(C) 18,000(D) 68,720(I) 273,527
JFK110267	Computerized Security System for Loading Bridges Bldg. 2 JFK International Airport T&R Alarm Systems, Inc.	452,888(A) 75,000(C) 46,000(D) 34,000(J) 607,888	452,888(A) 70,986(C) 46,000(D) 25,173(J) 595,047
JFK720	Rehabilitation of Runway 13L-31R JFK International Aripport New York Paving Inc.	1,122,175(A) 5,209,950(B) 61,876(E) 96,843(C) 634,000(D) 7,124,844	1,122,175(A) 5,209,950(B) 61,876(E) 96,843(C) 457,007(D) 6,947,851
EWR604A	Replacement of Condenser Water Pipe Newark International Airport CCM Contracting Corporation	96,986(B) 9,698(E) 19,700(D) -0-(F) 126,384	96,986(B) 9,698(E) 1,020(D) 8,426(F) 116,130

EWR174045	Utility Relocation International Terminal Newark International Airport Evanbow Construction Company	984,249(A) 1,899(C) 148,000(D) 52,000(G) 1,186,148	984,249(A) 1,889(C) 148,000(D) 46,620(G) 1,180,758
HT359	Drainage Improvements Holland Tunnel P&T Excavation Corp.	56,840(A) 586(C) 5,684(D) 63,110	56,840(A) 586(C) 3,250(D) 60,676
HT349	Replacement of Power Demand Holland Tunnel Alan Builders	27,900(A) 2,790(D) 30,690	27,900(A) -0-(D) 27,900
HT364B	Pavement Rehabilitation Ramp No. 4 Holland Tunnel Crisdel Group Inc.	17,925(A) 79,800(B) 4,543(C) 10,000(D) 112,268	17,925(A) 67,664(B) 4,543(C) -0-(D) 90,132
LT234009	North Tube Environmental Cleanup of Exhaust Ducts Lincoln Tunnel Ribar Contracting, Inc.	993,600(A) 75,000(C) 70,000(D) 1,138,600	993,600(A) -0-(C) -0-(D) 993,600
GWB368	Concrete Encasement Repairs and Painting George Washington Bridge Keystone Construction Corp.	914,815(A) 458,160(B) 27,459(K) 30,000(C) 138,000(D) 1,568,434	914,815(A) 363,628(B) 27,459(K) -0-(C) -0-(D) 1,305,902
AKG181A	Rehabilitation of Main Span Piers Goethals Bridge Phoenix Marine Co.	100,000(A) 187,000(B) 702(E) 1,740(C) 29,000(D) 318,442	100,000(A) 187,000(B) 702(E) 1,740(C) 27,055(D) 316,497
AK0110034	Toll Plaza Pavement Rehabilitation Outerbridge Crossing New York Paving, Inc.	392,304(A) 63,169(C) 40,000(D) 495,473	392,304(A) 63,169(C) 31,500(D) 486,973
AK125A	Stainless Steel Man Door Installations Staten Island Bridges Herrera-Freeman Construction Co., Inc.	74,800(A) 8,000(D) 82,800	74,800(A) 6,500(D) 81,300

PN217	Reroofing Building No. 260	192,873(A)	192,873(A)
	Garage	203,522(C)	203,522(C)
WTC36400	Port Newark	19,000(D)	8,374(D)
	CST Environmental, Inc.	415,395	404,769
	Transformer Room Cooling	292,500(A)	292,500(A)
	World Trade Center	29,250(D)	29,250(D)
	Bay Welding, Inc.	80,000(H)	46,321(H)
		401,750	368,071
WTC857078	Installation of Sprinkler	122,000(A)	122,000(A)
	System 47th Floor 2 World	12,200(D)	-0-(D)
	Trade Center		
	World Trade Center		
	World Wide Sprinkler Corp.	134,200	122,000
QW417055	Queens West East River	352,000(A)	352,000(A)
	Wharf Reconstruction Project	46,700(B)	46,700(B)
	Queens West East River	445(E)	445(E)
	Blandford Land Clearing Corp.	7,585(C)	7,585(C)
		32,000(D)	3,873(D)
		438,730	410,603

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Per PAI 45-1.01.05 classified work may exceed authorized amount limited to 10% or 250,000 (whichever is less) without further authorization
- (F) Per PAI 45-1.01.05 uncommitted funds in extra work are permitted to be utilized against additional costs in classified work not covered under (E)
- (G) Memorandum of Authorization dated 1/21/94, increasing extra work in the amount of \$52,000
- (H) Memorandum of Authorization dated 6/8/95, increasing extra work in the amount of \$80,000
- (I) Memorandum of Authorization dated 6/1/94, increasing extra work in the amount of \$72,000
- (J) Memorandum of Authorization dated 1/9/95, increasing extra work in the amount of \$34,000
- (K) Premium for furnishing performance and payment bond as provided for in the Contract

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period April 1, 1996 to April 30, 1996.

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>Purch 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.

(Board - 6/6/96)

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
04/02/96	\$25,000,000	USTBILL(104S)	---	04/10/96	99.88	5.280%	5.360%	\$24,970,666.68	First Boston
04/03/96	731,000	USTB (105DS)	---	08/29/96	97.95	4.980	5.155	716,033.99	Fuji Securities
04/03/96	15,000,000*	US T-BILL	---	04/25/96	99.68	5.230	5.320	14,952,058.34	First Boston
04/03/96	25,000,000	USTBILL(105S)	---	04/18/96	99.77	5.295	5.380	24,944,843.75	Fuji Securities
04/03/96	25,000,000	USTBILL(105S)	---	04/18/96	99.77	5.295	5.380	24,944,843.75	Daiwa Securities America
04/03/96	25,000,000	USTBILL(105S)	---	04/10/96	99.89	5.325	5.405	24,974,114.58	First Chicago Capital Mkt
04/03/96	25,000,000	USTBILL(105S)	---	04/10/96	99.89	5.320	5.399	24,974,138.90	Nikko Securities Co Intl
04/04/96	5,000,000	US T-NOTE	5.625%	10/31/97	99.85	---	5.717	4,992,968.75	Daiwa Securities America
04/04/96	5,000,000	US T-NOTE	5.625	10/31/97	99.85	---	5.717	4,992,968.75	PaineWebber
04/08/96	10,000,000	US T-NOTE	5.625	02/28/01	100.13	---	5.592	10,013,281.25	First Chicago Capital Mkt
04/09/96	10,000,000	GECC CP	---	04/30/96	99.68	5.320	5.411	9,968,966.67	General Electric Capital
04/11/96	5,000,000	FMCDN	---	05/13/96	99.53	5.240	5.338	4,976,711.11	PaineWebber
04/12/96	5,000,000	US T-NOTE	5.625	10/31/97	99.43	---	6.008	4,971,875.00	Goldman, Sachs & Co
04/12/96	10,000,000	GECC CP	---	05/01/96	99.71	5.320	5.409	9,971,922.22	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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
04/12/96	\$31,000,000	USTBILL(105S)	---	04/25/96	99.81	5.220%	5.302%	\$30,941,565.00	First Boston
04/16/96	10,000,000	GECC CP	---	05/01/96	99.77	5.290	5.375	9,977,958.33	General Electric Capital
04/17/96	10,000,000	GECC CP	---	05/02/96	99.78	5.270	5.35	9,978,041.67	General Electric Capital
04/18/96	10,000,000	US T-NOTE	5.625%	02/28/01	97.59	---	6.203	9,759,375.00	Merrill Lynch Gov Sec
04/19/96	10,000,000	GECC CP	---	05/06/96	99.75	5.260	5.346	9,975,161.11	General Electric Capital
04/24/96	10,000,000	US T-NOTE	5.500	07/31/97	99.73	---	5.712	9,973,437.50	PaineWebber
04/24/96	10,000,000	US T-NOTE	5.250	12/31/97	99.00	---	5.877	9,900,000.00	Goldman, Sachs & Co
04/25/96	5,000,000*	US T-NOTE	5.125	04/30/98	98.50	---	5.921	4,925,390.63	PaineWebber
04/25/96	5,000,000	USTBILL (VSO)	---	05/30/96	99.51	4.950	5.043	4,975,937.50	First Boston
04/25/96	10,000,000*	US T-NOTE	5.750	09/30/97	99.90	---	5.816	9,990,625.00	Fuji Securities
04/25/96	10,000,000	US T-BILL	---	07/25/96	98.73	4.990	5.124	9,873,863.89	First Chicago Capital Mkt
04/25/96	10,000,000	USTBILL(105S)	---	01/09/97	96.31	5.125	5.353	9,631,284.72	First Chicago Capital Mkt
04/25/96	10,000,000	USTBILL(105S)	---	09/26/96	97.85	5.005	5.186	9,785,897.22	Dean Witter Reynolds
04/25/96	10,000,000	USTBILL(105S)	---	06/27/96	99.12	4.980	5.094	9,912,850.00	First Boston

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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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
04/26/96	\$ 5,000,000*	US T-NOTE	5.750%	09/30/97	99.88	---	5.833%	\$ 4,994,140.63	PaineWebber
04/30/96	10,000,000	GECC CP	---	05/20/96	99.70	5.290%	5.379	9,970,611.11	General Electric Capital
04/30/96	<u>\$ 10,000,000</u>	FMCDN	---	05/28/96	99.59	5.210	5.304	<u>\$ 9,959,477.78</u>	PaineWebber
	<u>\$366,731,000</u>							<u>\$364,891,010.93</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

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
04/03/96	\$ 15,000,000*	US T-BILL	---	05/02/96	99.59	5.070%	5.161%	6.40%	\$14,938,737.50	First Boston
04/25/96	10,000,000*	US T-NOTE	6.125%	05/31/97	100.46	---	5.680	6.13	10,046,093.75	Fuji Securities
04/25/96	5,000,000*	US T-NOTE	5.625	08/31/97	99.79	---	5.777	5.85	4,989,843.75	PaineWebber
04/26/96	<u>5,000,000*</u>	US T-NOTE	6.750	05/31/97	101.07	---	5.721	7.04	<u>5,053,515.63</u>	PaineWebber
	<u>\$ 35,000,000</u>								<u>\$35,028,190.63</u>	

BEY - Bond Equivalent Yield

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

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

Repurchase Transactions

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Fuji Securities	04/01/96	04/02/96	\$ 3,685,000	5.375%	\$ 550.19
Yamaichi Intl (America)	04/01/96	04/02/96	12,265,000	5.380	1,832.94
First Chicago Capital Mkt	04/01/96	04/08/96	14,272,500*	5.250	14,649.14
Yamaichi Intl (America)	04/01/96	04/02/96	14,960,000	5.380	2,235.69
Eastbridge Capital	04/01/96	04/02/96	15,000,000	5.375	2,239.58
Yamaichi Intl (America)	04/01/96	04/02/96	16,745,000	5.380	2,502.45
SBC Capital Markets, Inc.	04/01/96	04/15/96	19,800,000*	5.250	40,603.75
Fuji Securities	04/01/96	04/02/96	41,530,000	5.375	6,200.66
Nikko Securities Co Intl	04/02/96	04/03/96	3,535,000	5.300	520.43
Yamaichi Intl (America)	04/02/96	04/03/96	4,969,000	5.320	734.31
Yamaichi Intl (America)	04/02/96	04/03/96	9,801,000	5.320	1,448.37
Nikko Securities Co Intl	04/02/96	04/03/96	16,565,000	5.300	2,438.74
Yamaichi Intl (America)	04/02/96	04/03/96	28,450,000	5.320	4,204.28
Eastbridge Capital	04/02/96	04/03/96	30,000,000	5.330	4,441.67

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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>
Nikko Securities Co Intl	04/03/96	04/04/96	\$ 3,535,000	5.320%	\$ 522.39
Yamaichi Intl (America)	04/03/96	04/04/96	12,463,000	5.340	1,848.68
Nikko Securities Co Intl	04/03/96	04/04/96	14,775,000	5.320	2,183.42
Eastbridge Capital	04/03/96	04/04/96	16,565,000	5.340	2,457.14
Nikko Securities Co Intl	04/03/96	04/04/96	28,450,000	5.320	4,204.28
Eastbridge Capital	04/03/96	04/04/96	33,000,000	5.340	4,895.00
Yamaichi Intl (America)	04/03/96	04/04/96	34,352,000	5.340	5,095.55
Daiwa Securities America	04/04/96	04/08/96	3,530,000	5.250	2,059.17
Fuji Securities	04/04/96	04/08/96	14,715,000	5.250	8,583.75
Yamaichi Intl (America)	04/04/96	04/08/96	16,540,000	5.260	9,666.71
Yamaichi Intl (America)	04/04/96	04/08/96	25,000,000	5.260	14,611.11
Daiwa Securities America	04/04/96	04/08/96	25,000,000	5.250	14,583.33
Fuji Securities	04/04/96	04/08/96	28,435,000	5.250	16,587.08
Dean Witter Reynolds	04/04/96	04/17/96	29,850,000*	5.250	56,756.46

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>
Eastbridge Capital	04/04/96	04/08/96	\$46,820,000	5.260%	\$ 27,363.69
Daiwa Securities America	04/08/96	04/09/96	3,535,000	5.250	515.52
Eastbridge Capital	04/08/96	04/09/96	14,710,000	5.270	2,153.38
Nikko Securities Co Intl	04/08/96	04/09/96	16,550,000	5.250	2,413.54
Yamaichi Intl (America)	04/08/96	04/09/96	22,326,000	5.280	3,274.48
Yamaichi Intl (America)	04/08/96	04/09/96	24,524,000	5.280	3,596.85
Eastbridge Capital	04/08/96	04/09/96	28,455,000	5.270	4,165.50
Daiwa Securities America	04/08/96	04/09/96	40,000,000	5.250	5,833.33
Nikko Securities Co Intl	04/09/96	04/10/96	3,535,000	5.250	515.52
SBC Capital Markets, Inc.	04/09/96	04/29/96	9,737,500*	5.150	28,131.91
Nikko Securities Co Intl	04/09/96	04/10/96	14,695,000	5.250	2,143.02
Eastbridge Capital	04/09/96	04/10/96	16,525,000	5.280	2,423.67
Yamaichi Intl (America)	04/09/96	04/10/96	21,880,000	5.270	3,202.99
Yamaichi Intl (America)	04/09/96	04/10/96	24,975,000	5.270	3,656.06

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>
Eastbridge Capital	04/09/96	04/10/96	\$28,445,000	5.280%	\$ 4,171.93
First Chicago Capital Mkt	04/09/96	Open	29,287,500*	Variable**	0.00
Nomura Securities Intl	04/09/96	04/10/96	50,000,000	5.250	7,291.67
Nikko Securities Co Intl	04/10/96	04/11/96	320,000	5.375	47.78
Eastbridge Capital	04/10/96	04/11/96	3,535,000	5.400	530.25
Nesbitt Burns	04/10/96	04/11/96	5,122,750	5.375	764.86
Fuji Securities	04/10/96	04/11/96	14,700,000	5.375	2,194.79
Yamaichi Intl (America)	04/10/96	04/11/96	24,515,000	5.400	3,677.25
Yamaichi Intl (America)	04/10/96	04/11/96	25,485,000	5.400	3,822.75
Fuji Securities	04/10/96	04/11/96	28,450,000	5.375	4,247.74
Nesbitt Burns	04/10/96	04/11/96	30,512,250	5.375	4,555.65
Eastbridge Capital	04/10/96	04/11/96	41,530,000	5.400	6,229.50
Nikko Securities Co Intl	04/10/96	04/11/96	49,680,000	5.375	7,417.50
Eastbridge Capital	04/11/96	04/12/96	2,075,000	5.230	301.45

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nikko Securities Co Intl	04/11/96	04/12/96	\$ 3,530,000	5.220%	\$ 511.85
Nesbitt Burns	04/11/96	04/12/96	9,338,000	5.220	1,354.01
Yamaichi Intl (America)	04/11/96	04/12/96	9,606,000	5.220	1,392.87
Yamaichi Intl (America)	04/11/96	04/12/96	14,595,000	5.220	2,116.28
Yamaichi Intl (America)	04/11/96	04/12/96	22,484,000	5.220	3,260.18
Daiwa Securities America	04/11/96	04/12/96	23,245,000	5.220	3,370.53
Daiwa Securities America	04/11/96	04/12/96	24,755,000	5.220	3,589.48
Nikko Securities Co Intl	04/11/96	04/12/96	28,235,000	5.220	4,094.08
Nesbitt Burns	04/11/96	04/12/96	30,417,000	5.220	4,410.47
Eastbridge Capital	04/11/96	04/12/96	47,925,000	5.230	6,962.44
Eastbridge Capital	04/12/96	04/15/96	1,110,000	5.260	486.55
Fuji Securities	04/12/96	04/15/96	3,530,000	5.250	1,544.38
Yamaichi Intl (America)	04/12/96	04/15/96	13,573,000	5.260	5,949.50
Fuji Securities	04/12/96	04/15/96	14,515,000	5.250	6,350.31

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	04/12/96	04/15/96	\$14,657,000	5.260%	\$ 6,424.65
Yamaichi Intl (America)	04/12/96	04/15/96	17,215,000	5.260	7,545.91
Daiwa Securities America	04/12/96	04/15/96	38,000,000	5.250	16,625.00
Eastbridge Capital	04/12/96	04/15/96	47,925,000	5.260	21,007.13
Daiwa Securities America	04/15/96	04/16/96	3,530,000	5.320	521.66
Daiwa Securities America	04/15/96	04/16/96	14,485,000	5.320	2,140.56
Fuji Securities	04/15/96	04/16/96	17,210,000	5.320	2,543.26
Nomura Securities Intl	04/15/96	04/16/96	23,000,000	5.320	3,398.89
Fuji Securities	04/15/96	04/16/96	28,235,000	5.320	4,172.51
Yamaichi Intl (America)	04/15/96	04/16/96	49,055,000	5.330	7,262.87
Nikko Securities Co Intl	04/16/96	04/17/96	3,405,000	5.230	494.67
Nikko Securities Co Intl	04/16/96	04/17/96	14,270,000	5.230	2,073.11
Eastbridge Capital	04/16/96	04/17/96	17,120,000	5.250	2,496.67
Yamaichi Intl (America)	04/16/96	04/17/96	21,061,000	5.250	3,071.40

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	04/16/96	04/17/96	\$27,950,000	5.250%	\$ 4,076.04
Yamaichi Intl (America)	04/16/96	04/17/96	28,004,000	5.250	4,083.92
Fuji Securities	04/16/96	04/17/96	30,000,000	5.230	4,358.33
Eastbridge Capital	04/17/96	04/18/96	1,095,000	5.170	157.25
Fuji Securities	04/17/96	04/18/96	3,205,000	5.160	459.38
Yamaichi Intl (America)	04/17/96	04/18/96	7,293,000	5.180	1,049.38
Yamaichi Intl (America)	04/17/96	04/18/96	9,822,000	5.180	1,413.28
Yamaichi Intl (America)	04/17/96	04/18/96	13,011,000	5.180	1,872.14
Fuji Securities	04/17/96	04/18/96	14,270,000	5.160	2,045.37
Yamaichi Intl (America)	04/17/96	04/18/96	14,944,000	5.180	2,150.28
Nomura Securities Intl	04/17/96	04/18/96	20,000,000	5.160	2,866.67
Eastbridge Capital	04/17/96	04/18/96	47,975,000	5.170	6,889.74
Eastbridge Capital	04/18/96	04/19/96	2,025,000	5.180	291.38
Citicorp Securities Mkts	04/18/96	04/19/96	3,205,000	5.150	458.49

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>
Nikko Securities Co Intl	04/18/96	04/19/96	\$ 3,510,000	5.150%	\$ 502.13
Yamaichi Intl (America)	04/18/96	04/19/96	7,425,000	5.160	1,064.25
Yamaichi Intl (America)	04/18/96	04/19/96	10,924,000	5.160	1,565.77
Citicorp Securities Mkts	04/18/96	04/19/96	17,025,000	5.150	2,435.52
Nomura Securities Intl	04/18/96	04/19/96	19,507,000	5.160	2,796.00
Nikko Securities Co Intl	04/18/96	04/19/96	24,205,000	5.150	3,462.66
Nomura Securities Intl	04/18/96	04/19/96	29,568,000	5.160	4,238.08
Yamaichi Intl (America)	04/18/96	04/19/96	31,651,000	5.160	4,536.64
Fuji Securities	04/18/96	04/19/96	40,000,000	5.160	5,733.33
Eastbridge Capital	04/18/96	04/19/96	47,975,000	5.180	6,903.07
Eastbridge Capital	04/19/96	04/22/96	2,025,000	5.130	865.69
Citicorp Securities Mkts	04/19/96	04/22/96	2,810,000	5.120	1,198.93
Fuji Securities	04/19/96	04/22/96	3,370,000	5.125	1,439.27
SBC Capital Markets, Inc.	04/19/96	04/29/96	9,787,500*	5.150	14,004.28

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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>
Citicorp Securities Mkts	04/19/96	04/22/96	\$16,930,000	5.120%	\$ 7,223.47
Nesbitt Burns	04/19/96	04/22/96	20,516,000	5.140	8,787.69
Fuji Securities	04/19/96	04/22/96	24,185,000	5.125	10,329.01
Yamaichi Intl (America)	04/19/96	04/22/96	25,000,000	5.130	10,687.50
Nesbitt Burns	04/19/96	04/22/96	29,484,000	5.140	12,628.98
Eastbridge Capital	04/19/96	04/22/96	47,975,000	5.130	20,509.31
Nikko Securities Co Intl	04/19/96	04/22/96	49,090,000	5.125	20,965.52
Eastbridge Capital	04/22/96	04/23/96	2,000,000	5.160	286.67
Dean Witter Reynolds	04/22/96	04/23/96	2,755,000	5.150	394.12
Fuji Securities	04/22/96	04/23/96	3,310,000	5.150	473.51
Dean Witter Reynolds	04/22/96	04/23/96	16,890,000	5.150	2,416.21
Yamaichi Intl (America)	04/22/96	04/23/96	20,609,000	5.160	2,953.96
Nomura Securities Intl	04/22/96	04/23/96	20,850,000	5.150	2,982.71
Fuji Securities	04/22/96	04/23/96	24,160,000	5.150	3,456.22

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nomura Securities Intl	04/22/96	04/23/96	\$28,285,000	5.150%	\$ 4,046.33
Yamaichi Intl (America)	04/22/96	04/23/96	29,391,000	5.160	4,212.71
Daiwa Securities America	04/22/96	04/23/96	30,000,000	5.100	4,250.00
Eastbridge Capital	04/22/96	04/23/96	48,000,000	5.160	6,880.00
Eastbridge Capital	04/23/96	04/24/96	2,000,000	5.140	285.56
Nikko Securities Co Intl	04/23/96	04/24/96	2,745,000	5.130	391.16
Nikko Securities Co Intl	04/23/96	04/24/96	3,185,000	5.130	453.86
Yamaichi Intl (America)	04/23/96	04/24/96	8,851,000	5.130	1,261.27
Nikko Securities Co Intl	04/23/96	04/24/96	16,095,000	5.130	2,293.54
Fuji Securities	04/23/96	04/24/96	16,637,000	5.130	2,370.77
Yamaichi Intl (America)	04/23/96	04/24/96	17,783,000	5.130	2,534.08
Yamaichi Intl (America)	04/23/96	04/24/96	22,516,000	5.130	3,208.53
Nikko Securities Co Intl	04/23/96	04/24/96	24,165,000	5.130	3,443.51
Fuji Securities	04/23/96	04/24/96	26,363,000	5.130	3,756.73

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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>
Eastbridge Capital	04/23/96	04/24/96	\$48,000,000	5.140%	\$ 6,853.33
Nomura Securities Intl	04/23/96	04/24/96	50,000,000	5.130	7,125.00
Eastbridge Capital	04/24/96	04/25/96	2,000,000	5.370	298.33
Citicorp Securities Mkts	04/24/96	04/25/96	2,745,000	5.350	407.94
Nomura Securities Intl	04/24/96	04/25/96	3,165,000	5.350	470.35
Citicorp Securities Mkts	04/24/96	04/25/96	16,090,000	5.350	2,391.15
Nomura Securities Intl	04/24/96	04/25/96	24,145,000	5.350	3,588.22
Daiwa Securities America	04/24/96	04/25/96	24,283,000	5.350	3,608.72
Daiwa Securities America	04/24/96	04/25/96	24,877,000	5.350	3,697.00
Yamaichi Intl (America)	04/24/96	04/25/96	44,000,000	5.400	6,600.00
Eastbridge Capital	04/24/96	04/25/96	48,000,000	5.370	7,160.00
Fuji Securities	04/24/96	04/25/96	50,000,000	5.350	7,430.56
Nesbitt Burns	04/24/96	04/25/96	50,000,000	5.350	7,430.56
Nikko Securities Co Intl	04/24/96	04/25/96	50,000,000	5.375	7,465.28

ard - 6/6/96)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
-----	-----	-----	-----	-----	-----
Eastbridge Capital	04/25/96	04/26/96	\$ 1,550,000	5.180%	\$ 223.03
Nomura Securities Intl	04/25/96	04/26/96	2,360,000	5.150	337.61
Nesbitt Burns	04/25/96	04/26/96	3,165,000	5.170	454.53
Fuji Securities	04/25/96	04/26/96	16,020,000	5.150	2,291.75
Daiwa Securities America	04/25/96	04/26/96	23,835,000	5.170	3,422.97
Fuji Securities	04/25/96	04/26/96	24,145,000	5.150	3,454.08
Yamaichi Intl (America)	04/25/96	04/26/96	24,874,000	5.180	3,579.09
Yamaichi Intl (America)	04/25/96	04/26/96	25,126,000	5.180	3,615.35
Daiwa Securities America	04/25/96	04/26/96	26,165,000	5.170	3,757.58
Nesbitt Burns	04/25/96	04/26/96	42,935,000	5.170	6,165.94
Nomura Securities Intl	04/25/96	04/26/96	45,035,000	5.150	6,442.51
Eastbridge Capital	04/25/96	04/26/96	48,450,000	5.180	6,971.42
Nikko Securities Co Intl	04/25/96	04/26/96	50,000,000	5.170	7,180.56
Eastbridge Capital	04/26/96	04/29/96	1,975,000	5.160	849.25

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Daiwa Securities America	04/26/96	04/29/96	\$ 2,360,000	5.150%	\$ 1,012.83
Fuji Securities	04/26/96	04/29/96	3,165,000	5.150	1,358.31
Yamaichi Intl (America)	04/26/96	04/29/96	9,608,000	5.150	4,123.43
First Chicago Capital Mkt	04/26/96	Open	19,475,000*	Variable**	0.00
Yamaichi Intl (America)	04/26/96	04/29/96	10,898,000	5.150	4,677.06
Nomura Securities Intl	04/26/96	04/29/96	16,020,000	5.150	6,875.25
Nomura Securities Intl	04/26/96	04/29/96	24,150,000	5.150	10,364.38
Yamaichi Intl (America)	04/26/96	04/29/96	29,494,000	5.150	12,657.84
Dean Witter Reynolds	04/26/96	Open	29,955,000*	Variable**	0.00
Daiwa Securities America	04/26/96	04/29/96	42,945,000	5.150	18,430.56
Fuji Securities	04/26/96	04/29/96	45,050,000	5.150	19,333.96
Eastbridge Capital	04/26/96	04/29/96	48,025,000	5.160	20,650.75
Nikko Securities Co Intl	04/26/96	04/29/96	50,000,000	5.150	21,458.33

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nesbitt Burns	04/26/96	04/29/96	\$50,000,000	5.150%	\$ 21,458.33
Fuji Securities	04/29/96	04/30/96	215,000	5.200	31.06
Daiwa Securities America	04/29/96	04/30/96	246,000	5.200	35.53
Eastbridge Capital	04/29/96	04/30/96	1,950,000	5.220	282.75
Nikko Securities Co Intl	04/29/96	04/30/96	2,115,000	5.220	306.68
Nomura Securities Intl	04/29/96	04/30/96	2,500,000	5.200	361.11
Yamaichi Intl (America)	04/29/96	04/30/96	9,465,000	5.210	1,369.80
Nesbitt Burns	04/29/96	04/30/96	15,900,000	5.200	2,296.67
SBC Capital Markets, Inc.	04/29/96	Open	19,400,000*	Variable**	0.00
SBC Capital Markets, Inc.	04/29/96	Open	19,600,000*	Variable**	0.00
Nesbitt Burns	04/29/96	04/30/96	21,630,000	5.200	3,124.33
Citicorp Securities Mkts	04/29/96	04/30/96	23,000,000	5.180	3,309.44

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>
Yamaichi Intl (America)	04/29/96	04/30/96	\$40,535,000	5.210%	\$ 5,866.32
Nomura Securities Intl	04/29/96	04/30/96	41,410,000	5.200	5,981.44
Nikko Securities Co Intl	04/29/96	04/30/96	45,090,000	5.220	6,538.05
Eastbridge Capital	04/29/96	04/30/96	48,050,000	5.220	6,967.25
Daiwa Securities America	04/29/96	04/30/96	49,754,000	5.200	7,186.69
Fuji Securities	04/29/96	04/30/96	49,785,000	5.200	7,191.17
Eastbridge Capital	04/30/96	05/01/96	300,000	5.330	44.42
Nomura Securities Intl	04/30/96	05/01/96	1,865,000	5.310	275.09
Fuji Securities	04/30/96	05/01/96	2,115,000	5.320	312.55
Daiwa Securities America	04/30/96	05/01/96	15,820,000	5.320	2,337.84
Daiwa Securities America	04/30/96	05/01/96	21,600,000	5.320	3,192.00
Yamaichi Intl (America)	04/30/96	05/01/96	24,692,000	5.330	3,655.79
Yamaichi Intl (America)	04/30/96	05/01/96	25,308,000	5.330	3,746.99
Citicorp Securities Mkts	04/30/96	05/01/96	41,000,000	5.330	6,070.28

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>
Nomura Securities Intl	04/30/96	05/01/96	\$41,280,000	5.310%	\$ 6,088.80
Fuji Securities	04/30/96	05/01/96	45,105,000	5.320	6,665.52
Eastbridge Capital	04/30/96	05/01/96	49,700,000	5.330	7,358.36
Nikko Securities Co Intl	04/30/96	05/01/96	50,000,000	5.320	7,388.89
Nesbitt Burns	04/30/96	05/01/96	50,000,000	5.310	7,375.00

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

**This rate is subject to change daily.

(Board - 6/6/96)

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

Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
SBC Capital Markets, Inc.	04/01/96	04/15/96	\$19,800,000*	5.150%	\$39,435.00
First Chicago Capital Mkt	04/01/96	04/08/96	14,272,500*	5.150	13,241.71
Dean Witter Reynolds	04/04/96	04/17/96	29,850,000*	5.200	55,284.69
SBC Capital Markets, Inc.	04/09/96	04/29/96	9,737,500*	5.050	24,911.77
First Chicago Capital Mkt	04/09/96	Open	29,287,500*	Variable**	0.00
SBC Capital Markets, Inc.	04/19/96	04/29/96	9,787,500*	5.050	12,859.69
Dean Witter Reynolds	04/26/96	Open	29,955,000*	Variable**	0.00
First Chicago Capital Mkt	04/26/96	Open	19,475,000*	Variable**	0.00
SBC Capital Markets, Inc.	04/29/96	Open	19,400,000*	Variable**	0.00
SBC Capital Markets, Inc.	04/29/96	Open	19,600,000*	Variable**	0.00

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

**This rate is subject to change daily.

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

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 April 1, 1996 through April 30, 1996, 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

No new transactions this period.

Options Transactions - Sold

No new transactions this period.

(Board - 6/6/96)

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, 1996 through April 30, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of April 30, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 million of reversals.

(Board - 6/6/96)

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, 1996 through April 30, 1996 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.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, July 11, 1996

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, July 11, 1996, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. Henry F. Henderson
 ✓ Hon. Robert C. Janiszewski
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
 Lysa C. Meduri, Secretary
 Barry A. Abramowitz, Program Director, JFK Redevelopment, Aviation
 Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Press Secretary
 Eugene R. Ceccarelli, Police Captain, World Trade Center Police
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Gerald P. FitzGerald, Director, Aviation
 John J. Haley, Jr., Deputy Executive Director
 Mark O. Hatfield, Jr., Deputy Press Secretary
 Gita Kalra, Attorney, Law
 Charles F. McClafferty, Chief Financial Officer
 Cherrie L. Nanninga, Deputy Director, World Trade
 James C. Reinish, Manager, Policy Analysis and Communication, Office of Board Secretary
 Cruz C. Russell, Director, Corporate Policy and Planning
 Jeff Stein, Executive Assistant to the Chairman
 Hugh H. Welsh, Deputy General Counsel
 Charles J. Maikish, Honoree
 Doreen Frasca, Senior Managing Director, Cambridge Partners, LLC

The public meeting was called to order by Chairman Eisenberg at 3:13 p.m. and ended at 3:42 p.m. Vice-Chairman Gargano was present for a portion of the public meeting. The Board also met in executive session prior to and after the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meetings of May 30, 1996 and June 6, 1996. 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 Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meeting on June 27, 1996 and July 11, 1996, which included discussion of internal audit matters, and the report was received.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meetings on June 6, 1996 and June 27, 1996, which included discussion of contract, lease and personnel matters, and the report was received.

Report of Committee on Construction

The Committee on Construction submitted a report, for information, of matters discussed in public session at its meeting on June 27, 1996, which included a discussion of the replacement of the Lincoln Tunnel Supervisory Control System and a project for the rehabilitation and upgrade of the toll facilities at the New Jersey Plaza at the Lincoln Tunnel and a discussion in executive session of matters relating to security, 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 and Port Planning

The Committee on Capital Programs and Port Planning submitted a report, for information, of matters discussed at its meeting on June 27, 1996, which included a discussion of the Regional Plan Association's Region at Risk Plan and a discussion in executive session of four options being studied as part of the Access to the Region's Core (ARC) Study for improved transit connections between midtown-Manhattan and from points east and west, and the report was received.

Report of Committee on Finance

The Committee on Finance submitted a report, for information, of matters discussed in executive session at its meeting on June 6, 1996, which included a discussion of internal financial 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.

Staff Report

There was a presentation by staff on the Electronic Toll Collection system.

**LaGuardia Airport - Marketplace LaGuardia Limited
Partnership - Amendment to Lease AGA-317**

It was recommended that the Board authorize the Executive Director to enter into an agreement with MarketPlace LaGuardia Limited Partnership (MarketPlace) to amend MarketPlace's agreement of lease previously authorized by the Board on February 10, 1994, covering concession areas at LaGuardia Airport's Central Terminal Building (CTB) to: 1) increase the maximum recoverable capital investment amount allowed under the lease from \$10 million to \$12 million; 2) allow MarketPlace to retain for itself common area maintenance and other charges received from retail subtenants as of February 1, 1996; and 3) allow MarketPlace to recover its qualifying costs under the lease in an amount of up to \$50,000 per month from concession revenues associated with the West End Mall during the period from March 1, 1996 to the earlier of the start of the principal term of the lease or February 28, 1997.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 MarketPlace LaGuardia Limited Partnership, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

John F. Kennedy International Airport - United Air Lines,
Inc. - Lease Agreement AYC-690 - Redevelopment of
Hangar 8

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with United Air Lines, Inc. (United) covering a site of approximately 43 acres (the Site) at John F. Kennedy International Airport, for the design, construction and operation of a new 85,000 square foot air cargo facility and 65,000 square foot administrative and maintenance complex, and the subsequent demolition of Hangar 8.

The lease will provide for a term of approximately twenty years commencing as of August 1, 1995 with an option to extend the term for up to nine years in the event the Airport Lease with the City of New York (City Lease) is extended.

The ground rentals would be subject to escalation on a prescribed basis at periodic intervals throughout the term of the lease.

The lease may also provide for reimbursement of construction costs by the Port Authority in an amount not to exceed \$30 million in which event an additional rental would then be payable to the Port Authority in an amount sufficient to repay such construction costs on a financially self-sustaining basis. In the alternative, financing of the tenant's construction may be by means of New York City Industrial Development bonds. If a leasehold mortgage is required in connection with any tenant financing an appropriate additional rental would be required.

The Port Authority may also be asked to enter into a Memorandum of Understanding with the tenant and the City of New York in connection with the continuation of the tenant's occupancy in the event the City Lease is not extended.

Upon completion of construction of the new facilities on a seventeen-acre portion of the Site currently occupied by United on a month to month basis, United will surrender the remaining 26-acre parcel to the Port Authority. However, United shall continue to be responsible for all existing environmental conditions for the entire Site including subsurface remediation.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 United Air Lines, Inc. and such other agreements as may be appropriate in connection therewith, substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

**John F. Kennedy International Airport - Polar Air Cargo,
Inc. - Authorization to Lease and Construct Space in
Building 208 and Hangar 19**

It was recommended that the Board authorize: a) the Executive Director to enter into a lease agreement with Polar Air Cargo, Inc. (Polar) at John F. Kennedy International Airport covering approximately 100,000 square feet of warehouse and office space and related outside area at Building No. 208 and approximately 150,000 square feet of hangar space and related outside area, including approximately 6.9 acres of ramp area and approximately 1.7 acres for a new aircraft parking position, at Hangar No. 19; b) two projects necessary to support the lease agreement, one for the renovation and rehabilitation of interior portions of Building No. 208 and Hangar No. 19, and the other for construction of a new aircraft parking position, at a total estimated project investment for both of \$9.5 million, including payments to contractors, extra work, administrative, planning engineering design, construction supervision, financial expenses and contingency and reimbursement to Polar and/or its contractors for part or all of this work, if any part or all of this work is performed by Polar; and c) the Executive Director to: 1) enter into such agreements as may be required to award contracts JFK 134.108, Renovation of Building No. 208 and Hangar No. 19 for Polar via Net Cost Work Orders; and Contract JFK 139.088, JFK Building No. 208 Aircraft Parking, and other purchase and construction contracts and contracts for professional and advisory services related to the foregoing projects as he deems in the best interest of the Port Authority including, without limitation, award 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 the Executive Director deems reasonable; rejection of all bids; solicitation of new bids on the same or similar requirements; or negotiations with one or more bidders or other contractors; and (2) execute contracts and supplemental agreements with such bidders and contractors as he deems in the best interest of the Port Authority and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto.

The lease with Polar will be for a term of approximately five years; with Polar leasing approximately 75,000 square feet of the interior hangar space at the commencement of the term, and the remaining 75,000 square feet (approximately) at the beginning of the second year of the term. Polar will have one five-year option to extend the term. Payment of rent will commence on the date the premises are delivered to Polar, the date the renovation work is substantially completed, or the date the premises or any portion thereof is occupied by Polar for cargo or aircraft maintenance purposes, whichever is earlier. Polar will use the Building 208 premises for its cargo operations and the Hangar 19 premises for its aircraft maintenance operations. Polar will be responsible for utilities and operation and maintenance (except for roof and structural) in the leased premises. The Port Authority will be responsible for approximately \$6.3 million for the construction of truck loading docks, a demising wall, office finishes, demolition, site improvements, installation of electric and water meters, certain fire code compliance and certain other work, including a new aircraft parking spot (Hardstand No. 5). The total estimated project investment is \$9.5 million. It is anticipated that this work will be completed on or about December 1, 1996.

The lease will include the Port Authority's environmental assessment reports with respect to pre-existing subsurface contamination discovered at the premises prior to the execution of the lease (remediation cost estimated at \$500,000). Polar would not be responsible for the remediation of pre-existing ground contaminants described in the Lease, if any.

Pursuant to the foregoing report the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Polar Air Cargo, Inc. at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that two projects are hereby authorized, one for the renovation and rehabilitation of interior portions of Building No. 208 and Hangar No. 19, and the other for construction of a new aircraft parking position, at a total estimated project investment for both projects of \$9.5 million, including payments to contractors, extra work, administrative, planning engineering design, construction supervision, financial expenses and contingency and reimbursement to Polar Air Cargo, Inc. and/or its contractors for part or all of this work, if any part or all of this work is performed by Polar, all to be substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into such agreements as may be required to award contracts JFK-134.108, Renovation of Building No. 208 and Hangar No. 19 via Net Cost Work Orders, and Contract JFK-139.088, JFK Building No. 208 Aircraft Parking, and other purchase and construction contracts and contracts for professional and advisory services related to the foregoing projects as he deems in the best interest of the Port Authority including, without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on the same or similar requirements, or negotiations with one or more bidders or other contractors, and to execute contracts and supplemental agreements with such bidders and contractors as he deems in the best interest of the Port Authority and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto, all to be substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, the form of the aforesaid lease agreement, agreements, contracts, work orders and supplemental agreements in each instance shall be subject to the approval of General Counsel or his authorized representative.

The lease will include the Port Authority's environmental assessment reports with respect to pre-existing subsurface contamination discovered at the premises prior to the execution of the lease (remediation cost estimated at \$500,000). Polar would not be responsible for the remediation of pre-existing ground contaminants described in the Lease, if any.

Pursuant to the foregoing report the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Polar Air Cargo, Inc. at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that two projects are hereby authorized, one for the renovation and rehabilitation of interior portions of Building No. 208 and Hangar No. 19, and the other for construction of a new aircraft parking position, at a total estimated project investment for both projects of \$9.5 million, including payments to contractors, extra work, administrative, planning engineering design, construction supervision, financial expenses and contingency and reimbursement to Polar Air Cargo, Inc. and/or its contractors for part or all of this work, if any part or all of this work is performed by Polar, all to be substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into such agreements as may be required to award contracts JFK-134.108, Renovation of Building No. 208 and Hangar No. 19 via Net Cost Work Orders, and Contract JFK-139.088, JFK Building No. 208 Aircraft Parking, and other purchase and construction contracts and contracts for professional and advisory services related to the foregoing projects as he deems in the best interest of the Port Authority including, without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on the same or similar requirements, or negotiations with one or more bidders or other contractors, and to execute contracts and supplemental agreements with such bidders and contractors as he deems in the best interest of the Port Authority and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto, all to be substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, the form of the aforesaid lease agreement, agreements, contracts, work orders and supplemental agreements in each instance shall be subject to the approval of General Counsel or his authorized representative.

**John F. Kennedy International Airport - Air Express
International Corporation - Lease for Buildings No. 88
and 89 Redevelopment**

It was recommended that the Board authorize the Executive Director to enter into an agreement of lease with Air Express International Corporation (AEI) covering a site of approximately 7.2 acres at John F. Kennedy International Airport, upon which AEI will construct a new air cargo facility consisting of approximately 90,000 square feet.

The design, construction, operation, maintenance and repair of the new air cargo facility would be AEI's responsibility. AEI would also be obligated to demolish the existing Buildings No. 88 and 89 located on site, including removal and disposal of all asbestos material.

The lease would be for a term of approximately nineteen years commencing on or about September 1, 1996 and expiring December 30, 2015, which would be subject to extension up to August 31, 2023 in the event of the extension of the Airport Lease with the City of New York (City Lease). Rentals and fees would commence at the earlier of (i) 24 months from the execution of the lease, or (ii) upon substantial completion of construction or (iii) upon commencement of air cargo operations in any part of the premises. Annual ground rentals over the term of the lease would be subject to escalation equivalent to the greater of (i) four percent or (ii) one-half of any increase in the consumer price index. The lease would also require AEI to pay to the Port Authority a percentage rental of five percent of AEI's gross receipts arising from cargo handling for other aircraft operators.

Financing of the tenant's construction may be by means of New York City Industrial Development bonds. If a leasehold mortgage is required in connection with any tenant financing an appropriate additional rental would be required. The Port Authority may also be asked to enter into a memorandum of understanding with the tenant and the City of New York in connection with the continuation of the tenant's occupancy in the event the City Lease is not extended.

The Port Authority would perform a subsurface environmental assessment of the site prior to the execution of the lease. The cost of the remediation of subsurface ground contamination for which the Port Authority may be responsible is estimated at \$500,000. AEI would not be responsible for the remediation of any pre-existing ground contamination which may be discovered by that assessment and described in the lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 of lease with Air Express International Corporation at John F. Kennedy International Airport and such other agreements as may be appropriate in connection therewith, substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

Lincoln Tunnel - New Jersey Plaza Rehabilitation and Upgrade - Project Authorization and Authority to Award Contract LT-234.056 and Agreement to Perform Maintenance of Elevators and Mechanical Systems Contract LT-234.056M

The existing Lincoln Tunnel New Jersey Plaza complex has remained in service without major rehabilitation since 1957. The toll booths have reached the end of their useful life and the observation building is functionally obsolete due to its configuration which limits usable space. The structural slabs that carry traffic over underground chambers at the east side of the Plaza are in need of replacement due to the constant pounding from trucks and buses.

The work required pursuant to Contract LT-234.056 will replace the toll facilities and other supporting functions at the New Jersey Plaza, which were last reconstructed in 1957, and provide at least another 35 years of useful life and improved service and revenue control functions at this direct and critical point of contact with our customers. The work will also result in the improvement of customer service, by providing a smoother roadway, better signage, more reliable toll booth operation and avoiding potential delays to customers due to frequent patching and paving of the Plaza area.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project for the rehabilitation and upgrade of the New Jersey Plaza for the Lincoln Tunnel at an estimated project cost of \$42.5 million, including payments to contractors, allowances for extra work and net cost work, engineering, administrative and financial expenses, and a project contingency be and the same hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Contract LT-234.056 for the New Jersey Plaza Rehabilitation and Upgrade and Contract LT-234.056M for performing maintenance of elevators and mechanical systems for four years, to the lowest bidder(s) who, in his opinion, is (are) qualified by reason of responsibility, experience and capacity to perform the work; and whose bid price(s) the Executive Director deems reasonable, and to order extra work up to eight percent of the amount of the bid(s) accepted; and to order net cost work; or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as he deems in the best interest 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 take action with respect to purchase and 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 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or contractors; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to 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 and net cost work in connection with each contract, including supplemental agreements thereto; and to enter into such other agreements as may be necessary to effectuate the project.

**Lincoln Tunnel - Replacement of Supervisory Control System -
Project Authorization and Authority to Award Contract
LT-234.012 and Agreement to Perform Maintenance of the
Supervisory Control System Contract LT-234.012M**

All electrical/mechanical and traffic monitoring systems at the Lincoln Tunnel critical to maintaining a safe customer environment and optimal traffic flow are monitored and controlled by the Supervisory Control System. Items monitored include traffic lights, tunnel ventilation, fire protection and electrical power. The current manually operated system was last updated 39 years ago and is now technologically obsolete and nearing the end of its useful life.

The new Supervisory Control System will be computerized and will provide for significantly greater automation of functions. It will also reduce the current rates of system repair and traffic interruption and will ensure the most efficient provision of critical operational functions in the tunnel.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project for the replacement of the Supervisory Control System for the Lincoln Tunnel at an estimated project cost of \$25.9 million, including payments to contractors, allowances for extra work and net cost work, engineering, administrative and financial expenses, and project contingency, 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 solicit proposals for Contract LT-234.012, an agreement to design, furnish and install a Lincoln Tunnel Supervisory Control System and for Contract LT-234.012M, an agreement for four year maintenance of said system and to award those contracts to the proposer(s) whose proposals are rated highest based on evaluation of cost, quality and such other criteria as are established prior to solicitation of proposals and to order extra work up to eight percent of the contract price of Contract LT-234.012 and up to eight percent annually of the yearly maintenance price of Contract LT-234.012M; and to order net cost work; and to reject all proposals, and solicit new proposals on revised or the same requirements as he deems in the best interest 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 take action with respect to purchase and 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 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 the Executive Director deems

reasonable; rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other contractors; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to 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 and net cost work in connection with each contract, including supplemental agreements thereto; and to enter into such other agreements as may be necessary to effectuate the project.

**Port Authority Bus Terminal - Villa Pizza Enterprises, Inc.-
Lease Agreement**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with Villa Pizza Enterprises, Inc. (Villa Pizza) covering the construction and operation of a quick service Italian restaurant on the Main Concourse of the South Wing of the Port Authority Bus Terminal and a brokerage agreement with First Allied Properties, Inc., the broker involved with the letting.

Villa Pizza is a national pizza/Italian restaurant chain with over 100 locations in the United States, featuring an extensive selection of Italian cuisine, as well as an assortment of packaged items under its own label for food preparation at home.

The Lease would be for a term commencing on or about September 1, 1996 and expiring on the day preceding the tenth anniversary of the Premises Availability Date, defined in the Lease as (i) the day following the expiration of a one year construction period, or (ii) the day business operations commence in the premises, whichever occurs first. The term of the letting under the Lease is subject to earlier termination by Villa Pizza at the end of the third year measured from the date payment of rental commences under the Lease if gross receipts under the Lease do not exceed a designated amount in that year, and in such event Villa Pizza would be reimbursed for the unamortized portion of its initial capital investment in certain leasehold improvements installed in the premises to the extent that such initial capital investment does not exceed \$900,000. Villa Pizza will have the right to extend the term of the letting for an additional five year period, and to make a first offer if the Port Authority concludes that additional full service Italian restaurant facilities are required elsewhere in the Terminal. Villa Pizza will pay a graduated basic rental for the premises plus a percentage rental as provided in the Lease. Payment of rental under the Lease will commence no later than nine months from the Premises Availability Date. Villa Pizza will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The Port Authority will bring utilities to the premises, at a cost not to exceed \$100,000, and will also remove asbestos from the premises at a cost not to exceed \$50,000. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event Villa Pizza would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$1,200,000.

The brokerage agreement will provide for payment of a brokerage commission in connection with the firm portion of the letting and an additional commission if Villa Pizza exercises its option to extend the term of the letting under the Lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Villa Pizza Enterprises, Inc. at the Port Authority Bus Terminal and a brokerage agreement with First Allied Properties, Inc., substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

Port Authority Bus Terminal - General Nutrition Corporation
- Lease Agreement

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with General Nutrition Corporation (GNC) covering the construction and operation of a shop for the sale of health foods and nutritional supplements on the Main Concourse of the South Wing of the Port Authority Bus Terminal and a brokerage agreement with The Alfred Group, Inc., the broker involved with the letting.

GNC is the leading provider of products, services and information in the health and personal health enhancement markets. It is the country's only nationwide specialty retailer of vitamins, nature-based personal care products, fitness products and sports nutrition supplements. GNC has over 2,000 retail outlets.

The proposed Lease would be for a term commencing on or about September 1, 1996 and expiring on the day preceding the tenth anniversary of the date payment of rental commences under the Lease, subject to earlier termination by GNC at any time after the commencement of the sixth year measured from the date payment of rental commences under the Lease if sales do not exceed a designated amount in the previous twelve month period, upon payment to the Port Authority of a sum equivalent to ten times the monthly installment of basic rental payable in the year in which GNC exercises its right of termination. GNC will pay a graduated basic rental for the premises plus a percentage rental as provided in the Lease. Payment of rental under the Lease will commence 120 days from the commencement date of the term of the letting under the Lease or upon the commencement of business operations in the premises, whichever occurs first. GNC will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The Port Authority will remove asbestos from the premises at a cost not to exceed \$55,000. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event GNC would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$200,000.

The brokerage agreement will provide for payment of a brokerage commission in connection with the letting.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 General Nutrition Corporation at the Port Authority Bus Terminal and a brokerage agreement with The Alfred Group, Inc., substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

**Port Authority Bus Terminal - McAnn's Bar and Restaurant,
Inc. - Lease Agreement**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with McAnn's Bar and Restaurant, Inc. (McAnn's) covering the construction and operation of a cocktail lounge/bar on the Second Floor of the South Wing of the Port Authority Bus Terminal.

The principals of McAnn's have over thirty years experience in the restaurant business and operate over ten McAnn's restaurants and bars, which are located in Manhattan.

The Lease would be for a term commencing on or about August 1, 1996 and expiring on the day preceding the tenth anniversary of the date payment of rental commences under the Lease McAnn's will pay a graduated basic rental for the premises. Payment of rental under the Lease will commence 240 days from the commencement date of the term of the letting under the Lease or upon the commencement of business operations in the premises, whichever occurs first. McAnn's will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days notice, in which event McAnn's would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$250,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 McAnn's Bar and Restaurant, Inc. at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**George Washington Bridge Bus Station - Blockbuster Videos,
Inc. - Lease Agreement**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with Blockbuster Videos, Inc. (Blockbuster) covering the construction and operation of a Blockbuster video rental store on the street level of the George Washington Bridge Bus Station and a brokerage agreement with Winnick Realty Group, the broker involved with the letting.

Blockbuster was founded in 1982 and was acquired by Viacom in 1995. Blockbuster operates approximately 4,700 stores in the United States and has revenues in excess of \$2.2 billion.

The Lease would be for a term commencing on or about August 1, 1996 and expiring on the day preceding the fifth anniversary of the date payment of rental commences under the Lease. Blockbuster will have the right to extend the term of the letting for two (2) additional five year periods. The premises will be used for the operation of a retail store for the rental and sale of prerecorded audio and video tapes and related products, however, Blockbuster has the right to use the store for other retail purposes. Blockbuster has been granted the exclusive right to conduct video rental operations at the Bus Station, so long as the store is used for the conduct of these operations, and the unlimited right to assign the Lease or franchise the operation, with Blockbuster to remain liable under the Lease. In the event that Blockbuster exercises its rights of assignment, the Port Authority must either accept the proposed assignee, without regard to its experience, financial condition, or reputation for integrity, or take back the space, thereby terminating the Lease. Blockbuster will pay a graduated basic rental for the premises. Payment of rental under the Lease will commence 240 days from the commencement date of the term of the letting under the Lease or 30 days from the commencement of business operations in the premises, whichever occurs first. Blockbuster will install all improvements, fixtures and equipment required at its sole cost and expense. The Port Authority will remove asbestos from the premises at an estimated cost of \$190,000. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event Blockbuster would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$300,000.

The brokerage agreement will provide for payment of a brokerage commission in connection with the firm portion of the letting and an additional commission if Blockbuster exercises its option to extend the term of the letting under the Lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Blockbuster Videos, Inc. at the George Washington Bridge Bus Station and a brokerage agreement with Winnick

) Realty Group, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

Queens West Waterfront Development - Reconstruction of the
 East River Wharf - Increase in Authorization and Award
 of Contracts

On November 18, 1993, the Board authorized \$1.5 million for emergency-related work, including demolition, and the Executive Director to accept federal grant funds (since approved at \$2.32 million) for demolition and reconstruction of the East River wharf at Hunters Point, Queens. Due to additions to project scope, including in part items requested and approved by the Queens West Development Corporation (QWDC), an additional \$2.85 million is necessary to reconstruct the wharf. That work will be performed under Contract QW-417.057. Approximately \$400,000 of this additional amount is for Port Authority project costs related to design and construction of the foundation for the Statue of Catherine of Braganza. The Port Authority will enter into an appropriate agreement with QWDC and/or the Friends of Queen Catherine, Inc. to make a small area available without fee for an approximate twenty-year period for the installation of the statue.

The total Port Authority commitment for both demolition and reconstruction would be \$4.35 million from the Port Authority's \$125 million commitment to Queens West Waterfront Development. QWDC authorized acceptance of the federal grant and the initial use of \$1 million of the \$125 million Port Authority funds committed to Queens West for this project. On June 20, 1996, the QWDC Board approved the use of an additional \$3.35 million of Port Authority Queens West funds for this project.

The \$2.85 million will be used for consultant services and project administrative costs, reconstruction work, and installation of a corrosion control system. This rebuilt wharf is in the area under lease to New York Waterway for its ferry service authorized by the Board in August 1994.

Pursuant to the foregoing report the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that an additional \$2.85 million to the previously authorized \$1.5 million for the Port Authority East River Wharf reconstruction project for a total authorization of approximately \$4.35 million from the Port Authority's Queens West Waterfront Development commitment of \$125 million be and the same hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Contract QW-417.057 for the reconstruction of the wharf 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 the Executive Director deems reasonable, and to order extra work up to 8% of the amount of the bid accepted; and to order net cost work; or to reject all bids, solicit new bids on revised or the same requirements, or to negotiate with one or more bidders or other contractors as he deems in the best interest 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) take action with respect to purchase and other 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 to the lowest bidder(s) who in his opinion is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price(s) the Executive Director deems reasonable; reject all bids; solicit new bids on revised or the same requirements; negotiate with one or more bidders or contractors and (2) execute other contracts and supplemental agreements with such bidders as he deems in the best interest of the Port Authority; and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto; and to enter into such other agreements as may be necessary to effectuate the project, and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an appropriate agreement with the Queens West Development Corporation and/or the Friends of Queen Catherine, Inc. to make a small area available without fee for an approximate twenty-year period for the installation of a statue of Catherine of Braganza; and it is further

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

**Port Newark - Akzo Nobel Salt, Inc. - Lease LPN-198,
Building 135 Lease Extension**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Akzo Nobel Salt, Inc. (Akzo) extending the term of its lease at Port Newark from June 1, 1996 through May 31, 2016, adding approximately 100,000 square feet of open area to the leasehold, and revising the termination rights under the lease. The agreement will expand Akzo's permitted use of the premises to include the washing, drying and bagging of salt in Building No. 135 and the storage of salt on the open area, with Akzo to pay an additional rental if salt is stored on the open area. The rental rates for both the basic rental and the additional rental will escalate on the fifth, tenth and fifteenth anniversaries of the extension. The Port Authority and Akzo each now has the right to terminate the lease on thirty days' notice. The agreement will remove these termination rights and will provide Akzo with the right to terminate the lease effective on the last day of the fifth, tenth or fifteenth year of the extension on one year's notice to the Port Authority. Akzo will pay the Port Authority the equivalent of six months' rent under the lease if Akzo exercises its termination right.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Akzo Nobel Salt, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**Elizabeth-Port Authority Marine Terminal - Sea-Land Service,
Inc. - Berth Deepening/Strengthening**

It was recommended that the Board authorize the Executive Director: (1) to enter into an agreement with Sea-Land Service, Inc. (Sea-Land) to amend Sea-Land's lease covering its terminal to provide for berth/bulkhead construction and the deepening of 1,000 linear feet of berth, and (2) to take such action, with respect to approval of tenant-generated contracts and the award of Port Authority contracts, to implement a project to deepen certain berths as deemed in the best interest of the Port Authority, including award to the lowest qualified bidder, who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable; reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or contractors as deemed in the best interest of the Port Authority, and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto.

The agreement will require Sea-Land to perform construction work on 1,200 linear feet of berth/bulkhead at the premises to prepare the berth to be dredged to a depth of 45 feet, with Sea-Land to be reimbursed by the Port Authority in an amount not to exceed \$5.2 million for the cost of this work. Sea-Land will undertake to complete the berth/bulkhead preparation work by December 31, 1997, subject to postponement for delays in the Port Authority's performance of specified maintenance work on the berth. Sea-Land will have the right to cancel the agreement and its obligation to perform this work at any time before it begins construction on the premises. In addition, if Sea-Land has not commenced construction on the premises by March 31, 1997, the agreement will be canceled. If the agreement is canceled on either basis, the Port Authority will not be obligated to perform the berth dredging work described below, or to reimburse Sea-Land for any pre-construction expenditures it may have incurred with respect to its work. Upon completion of its berth/bulkhead preparation work, Sea-Land will no longer be liable for claims or demands arising out of structural defects in the work except for claims or demands resulting from its negligence.

The Port Authority will be required to dredge the berth to a depth of 45 feet and dispose of the dredged material, subject to the condition that the dredging will be deemed completed upon the expenditure by the Port Authority of \$4.8 million on this work. In addition, if prior to the commencement of the dredging work the Port Authority's estimate of the cost of the dredging and disposal of the dredged material exceeds \$100 per cubic yard of dredged material, the Port Authority's dredging obligation will be canceled. The Port Authority will undertake to complete the dredging work by April 30, 1998, subject to postponement for delays in Sea-Land's performance of the berth/bulkhead preparation work and subject to the Port Authority's having the required governmental authorizations to dredge and dispose of the dredged material.

Upon completion of the dredging work, Sea-Land will pay additional rental in an amount sufficient for the Port Authority to recover 60 percent of 105 percent of its direct costs of the berth/bulkhead preparation work and 40 percent of at least 110 percent of its direct costs of the dredging and disposal work, with such

payments to be based on a fifteen-year amortization schedule. Since the lease will expire on February 28, 1999, Sea-Land will be obligated to make a balloon payment of rental upon expiration to allow recovery of unamortized investment. If the Port Authority fails to or is unable to fulfill its obligation to dredge the berthing area, Sea-Land will not be obligated to make rental payments with respect to the berth/bulkhead preparation work or the dredging and disposal work. The Port Authority will be obligated to maintain the berth at the depth reached upon completion of the dredging work, subject to its having the required governmental authorizations to dredge and dispose of the dredged material.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Sea-Land Service, Inc. and to implement a project to deepen certain berths, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**Enlargement of Foreign-Trade Zone No. 49 through the
Establishment of a Subzone to include the Chevron
Products Company Facility in Perth Amboy, New Jersey**

The Port Authority, as grantee of Foreign-Trade Zone No. 49, has been requested by Chevron Products Company (Chevron) to submit an application to the Foreign-Trade Zone Board of the United States Department of Commerce for the establishment of a subzone at Chevron's facility in Perth Amboy, New Jersey. Chevron is a multinational corporation involved in petroleum product manufacture and distribution. Without subzone status, Chevron would be at a competitive disadvantage, particularly with respect to foreign competitors. With subzone status, Chevron would realize substantial savings through inverted tariffs (higher on imported raw materials, lower on unfinished products), cash flow savings through duty and Harbor Maintenance Tax deferral and the elimination of duty on exported fuel. Potential benefits to the New Jersey/New York region include the expansion of exports which should result in the retention of existing jobs and the creation of new jobs.

The establishment of the subzone would not result in any cost, expense, or unusual risk of loss to the Port Authority. Upon securing subzone status, Chevron has agreed to enter into an appropriate agreement with the Port Authority which will provide for a payment to the Port Authority of an annual fee and assurance that Chevron will operate the site without unusual cost, expense or risk of loss to the Port Authority or other subzones authorized by the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Zones Board of the United States Department of Commerce for the establishment of a subzone at the Chevron Products Company facility in Perth Amboy, New Jersey, and to execute an appropriate agreement with Chevron; the form of the agreement and documents involved in this application shall be subject to the approval of General Counsel or his authorized representative.

**The World Trade Center - Permanent Security Program -
Project Authorization**

Prior to the February 1993 bombing, the World Trade Center operated as an "open" building. The general public was free to enter most areas of the complex including most office spaces and the subgrade. The complex was "closed" with restricted access only outside of normal business hours. After the bombing, staff retained Kroll Associates to conduct an assessment of the most significant security threats to the World Trade Center and to recommend means of addressing them. Those recommendations form the basis for the Permanent Security Program. Effective security is a major consideration in today's office leasing decisions, particularly for the international firms that comprise such a large part of the World Trade Center's existing and prospective tenant base. The Permanent Security Program will bring World Trade Center security in line with security at other "closed" Class A buildings. Existing World Trade Center tenants have consistently and strongly supported implementation of the Permanent Security Program. Lease agreements with Dai-Ichi Kangyo Bank and Fiduciary Trust contain good-faith obligations on the part of the Port Authority to proceed with the Permanent Security Program.

Interim enhanced security implementation began in Spring 1993 under an emergency delegation of authority and included: (1) security guards at access points, (2) a photo ID program, (3) visitor check-in desks, (4) an external closed circuit television (CCTV) system, (5) truck dock protection and inspections, and (6) perimeter protection. In October 1994 and May 1995, the Executive Director approved actions which accelerated the subgrade automated Parking Access Control (PACS) and Office Space Security Systems (OSSS), respectively. These components will ultimately be integrated into the Permanent Security Program.

The recommended project's conceptual framework relies on three system elements: (1) hard shell (exterior); (2) access control (interior); and (3) centralized monitoring and coordination. The project will include: (1) final design; (2) system software; (3) a communications highway for connecting components; (4) expanded perimeter closed circuit television (CCTV) and stopped vehicle detection; (5) CCTV access control from the perimeter and lobbies into the subgrade; (6) lobby turnstiles, barriers, visitor desks and CCTV; (7) visitor badging and swipe card system; (8) tenant badging stations and proximity card system; (9) Security Control Center and back-up capacity; (10) backup emergency power; (11) system testing and integration; (12) above and below grade intrusion detection and CCTV in sensitive building areas; (13) duress alarms; (14) subgrade tenant assistance intercoms; (15) integration of the parking access control system (PACS); and (16) integration of the interim perimeter CCTV system. Contracts awarded under this project authorization will conform to Port Authority M/WBE participation and labor force policies.

The overall operating cost savings based on the reduction of security guard services and including additional maintenance costs and operations staff is estimated at \$1.4 million annually, which will cover all but \$12.1 million of the total project cost on a net present value basis over twenty years. Under the prior guard contract, which utilized labor at a much higher wage rate, the project would have had a positive net value of \$29.4 million. The new guard contract and reductions in guard staff due to operational changes have already enabled a substantial reduction in ongoing operating costs; thus the significant difference in net present values.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project to design and install all components of the Permanent Security Program at the World Trade Center (WTC) at a total estimated cost of \$35.4 million including administrative, engineering, planning and financial expense, payments to vendors, consultants and contractors, and allowances for net cost, extra work, and a project contingency, 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: a) take such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services as he deems in the best interest of the Port Authority, including, without limitation, award to the contractor submitting the "best-buy" proposal who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose proposal price the Executive Director deems reasonable, rejection of all proposals, solicitation of new proposals on revised or the same requirements from one or more contractors; or negotiation with one or more proposers or other contractors; b) execute contracts and supplemental agreements with such contractors as he deems in the best interests of the Port Authority and to order extra work and net cost work in connection with each project contract and agreement, including supplemental agreements; and, c) enter into such other agreements as may be necessary to effectuate the project; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: (a) enter into Contract WTC-890.042 for design/build services for the project on a "best-buy" basis at an estimated contract cost of \$21.9 million inclusive of net cost and extra work; (b) extend the contract with Analytical Systems Engineering Corporation for the provision of expert technical and professional services during final design and construction at an estimated contract cost of \$1 million for a two-year period; and (c) award contract WTC-890.045 to modify lobby directional signage at an estimated contract cost of \$550,000 inclusive of net cost and extra work; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a one-year maintenance agreement for the security system as installed under Contract WTC-890.042 at an estimated contract cost of \$890,000 inclusive of extra work; and exercise up to three three-year renewal options at an estimated increase of ten percent for each renewal; and it is further

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

The World Trade Center - B.E. Windows Corp. - Supplemental Lease Agreement

It was recommended that the Board authorize the Executive Director to enter into an agreement with B.E. Windows Corp. (the Lessee) amending the Lessee's lease with the Port Authority covering the letting of space on the 106th and 107th floors of the North Tower of the World Trade Center (the Lease) for the operation of the Windows on the World restaurant (the Restaurant) to provide for the Port Authority to reimburse the Lessee approximately \$672,000 to cover a portion of the cost of designing and reconstructing the Restaurant in excess of \$20 Million.

It was recalled that the Board, at its meeting of May 12, 1994, authorized the Executive Director to enter into an agreement with the Lessee for the design, reconstruction and operation of the Restaurant and further authorized the Port Authority to pay an amount not to exceed \$17 Million, exclusive of asbestos abatement expenses, toward the cost of such design and reconstruction. The Board further provided that any cost overrun, other than that resulting from design changes made by the Lessee, was to be shared, with the Lessee to be responsible for 70% of such cost overrun and the Port Authority for the balance, subject to approval by the Board of Commissioners if the Port Authority's total investment exceeded \$17 Million. Approximately \$2,239,000 of additional costs, many resulting from conditions that became apparent only after demolition and asbestos abatement of the existing facilities, but not resulting from design changes made by the Lessee, have been identified. Payment of the sum of approximately \$672,000, representing 30% of such additional costs, will fulfill the Port Authority's commitment to share a portion of the cost overrun not resulting from design changes made by the Lessee.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 B.E. Windows Corp. amending the terms of B.E. Windows Corp.'s existing lease with the Port Authority covering the letting of space on the 106th and 107th floors of the North Tower of the World Trade Center, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

The World Trade Center - Wm. H. McGee & Co., Inc. - Lease Agreement Guy Carpenter & Company, Inc. - Partial Surrender and Lease Extension

It was recommended that the Board authorize the Executive Director (1) to enter into a lease agreement with Wm. H. McGee & Co., Inc. (McGee), a World Trade Center (WTC) tenant, covering the letting of approximately 65,000 rentable square feet of space consisting of the entire 47th floor and a part of the 48th floor of Two WTC for an approximate seventeen-year term; (2) to enter into an agreement with Guy Carpenter & Company, Inc. (Guy Carpenter), also a WTC tenant, under which Guy Carpenter will (a) be relieved of its obligation to lease the entire 47th floor of Two WTC in April, 1997; (b) surrender a portion of the 48th floor of Two WTC; and (c) extend the term of the letting under its lease agreement for the 50th through 54th floors of Two WTC for a nine-year period; and (3) to enter into a brokerage agreement with Cushman & Wakefield, Inc. in connection with the letting of the space under the McGee lease agreement.

The basic rental during the term of the McGee lease will aggregate approximately \$27.2 million. McGee will pay its proportionate share of any increases in operating and maintenance costs over the costs and expenses for the 1997 base year and will pay increases in payments in lieu of taxes as provided in the lease agreement. The Port Authority will provide McGee with a construction allowance. McGee will be granted certain subletting, expansion and termination rights. The space covered by McGee's two existing lease agreements will be surrendered upon its relocation to the premises under the new lease agreement.

The Port Authority will enter into a brokerage agreement with Cushman & Wakefield, Inc., providing for payment of a brokerage commission in connection with the McGee lease in accordance with the rates authorized by the Board at its meeting of August 11, 1977.

Guy Carpenter currently leases the entire 48th through 54th floors of Two WTC and is obligated to lease the entire 47th floor in April 1997. The proposed agreement with Guy Carpenter provides for the surrender of approximately one-half of the 48th floor, the release of the obligation to lease the 47th floor in 1997, the extension of the term of Guy Carpenter's lease with respect to the 50th through the 54th floors of Two World Trade Center for a nine-year period as provided in the agreement. The entire 49th floor of Two WTC is sublet to a third party and the letting of the 49th floor shall expire in accordance with the terms of the current Guy Carpenter lease on April 30, 2002. Guy Carpenter will grant McGee limited rights of first refusal with respect to any 48th floor space Guy Carpenter proposes to sublease to a third party.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Wm. H. McGee & Co., Inc., and in connection

therewith, a brokerage agreement with Cushman & Wakefield, Inc., and to enter into an agreement with Guy Carpenter & Company, Inc., amending and extending its current lease, the aforesaid agreements to be substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

**The World Trade Center - First Commercial Bank - Lease
Amendment**

It was recommended that the Board authorize (1) the Executive Director to enter into (a) an agreement amending the lease with First Commercial Bank (the Bank) providing for the relocation of the Bank to other office space at Two World Trade Center (WTC) and an extension of the term of the letting under the Lease, and (b) a brokerage agreement with First New York Realty Co., Inc. in connection with such lease amendment; and (2) the Committee on Operations to approve the final terms of the agreements in the event such final terms are not substantially in accordance with those outlined below.

The Bank has been a tenant at the WTC since December 1989. It currently occupies approximately 7,900 rentable square feet of space on the 33rd floor of Two WTC. The Bank will be relocating to larger space on the 78th floor of Two WTC consisting of approximately 10,900 rentable square feet. This will enable Oppenheimer Management Corporation, a tenant currently leasing the entire 34th floor and a portion of the 33rd floor of Two WTC, to expand onto the entire 33rd floor.

The proposed agreement with the Bank will provide for an approximate thirteen-year term for the letting of the relocated premises, which term will commence on or about January 1, 1997. Payment of basic rental will commence approximately six months after the commencement date. The total aggregate basic rental over the term will be approximately \$4 million. The Bank will continue to pay rental on its existing space until it moves into the relocated premises. The aggregate basic rental during the five-year term for the Oppenheimer expansion space will be approximately \$1.2 million. A brokerage agreement will be entered into with First New York Realty Co., Inc. providing for payment of a brokerage commission in connection with this transaction calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 amending the lease with the First Commercial Bank covering its relocation to other space at the World Trade Center and an extension of the term of the letting under the lease and to enter into a brokerage agreement with First New York Realty Co., Inc. in connection with the lease amendment, substantially in accordance with the terms outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and be it further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the agreements in the event said terms and conditions are not substantially in accordance with the terms and conditions outlined above.

Settlement of Claim - The Port Authority of New York and New Jersey v. Aabis Towing, Inc.

It was recommended that the Board authorize the Executive Director to enter into a settlement providing for the discontinuance with prejudice of the Port Authority's action against Aabis Towing, Inc. (Aabis) for the recovery of \$451,395.87 and the counterclaims of Aabis for the recovery of \$1,714,000.

In June 1993, the Port Authority awarded Aabis a two-year contract to provide towing services at John F. Kennedy International Airport. The volume of towing services required was reduced by the Frontage Management Program designed to reduce congestion at the airport. In March 1995, without prior notice to the Port Authority, Aabis went out of business and disposed of its assets. In June 1995, the Port Authority sued Aabis to recover \$451,395.87 in unpaid license fees. Aabis counterclaimed to recover \$1,714,000 on the grounds that the Port Authority frustrated and prevented the performance of its contract.

An asset search conducted after the Port Authority's suit was filed did not locate any Aabis assets and, therefore, it may be difficult to collect on any judgment which may be recovered.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 settle the lawsuit against Aabis Towing, Inc., by discontinuing with prejudice the Port Authority's complaint and Aabis Towing, Inc.'s counterclaims; and it is further

RESOLVED, that the form all papers executed in connection with such settlement shall be subject to the prior approval of General Counsel or his authorized representative.

Settlement of Claim - The Port Authority of New York and New Jersey v. Shimazaki Corporation and Kazumi Shimazaki

It was recommended that the Board authorize the Executive Director to settle the Port Authority's action against Shimazaki Corporation (the Corporation) and Kazumi Shimazaki by accepting \$350,000.

The Port Authority and the Corporation entered into two lease agreements, both at Port Newark, LPN-037 on April 1, 1969 and LNS-897 on July 30, 1976. Both leases have now expired and the Corporation is no longer in possession of the premises. Mr. Kazumi Shimazaki has personally guaranteed the company debt.

The Corporation had been the exclusive auto processor for Honda until it lost the contract several years ago. The Corporation attributes the loss of the contract to a severe storm which flooded the Honda vehicles stored on the premises in December 1992. The Corporation vacated the premises in June 1994. The premises were relet and after issuing a credit for such re-rental, arrears under both agreements total approximately \$750,000. The Corporation and Mr. Shimazaki have very limited assets, thus collection of any judgment which may be obtained would be quite difficult.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 settle the lawsuit with Shimazaki Corporation and Mr. Kazumi Shimazaki by accepting a total of \$350,000, \$300,000 down of which \$250,000 will be placed in treasury bills until approximately April 1998, at which time Mr. Shimazaki and Shimazaki Corporation will receive credit for 50 percent of interest received, to be applied to the remaining \$50,000 owed.

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

**Settlement of Claim - Stephen Chenen v. The Port Authority
of New York and New Jersey**

It was recommended that General Counsel be authorized to enter into a settlement agreement with Stephen Chenen (plaintiff) and his attorneys of plaintiff's pending action against the Port Authority at a cost of \$120,000 in exchange for a general release from liability and a dismissal of the action with prejudice.

Mr. Chenen was seriously injured when he struck a traffic cone while driving his motorcycle on the George Washington Bridge. This settlement was arrived at with the assistance of the Court during trial.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Stephen Chenen v. The Port Authority of New York and New Jersey, by payment of \$120,000 to Stephen Chenen and his attorneys in exchange for a general release from liability and a dismissal of the action with prejudice.

Cross Bronx Expressway Initiative - Partial Reallocation

At the request of Governor Pataki, it was recommended that the Board authorize the reallocation of \$5,000,000 from the \$10,000,000 currently allocated to the Cross Bronx Expressway study initiatives to a legally eligible economic development project to be agreed to by the Borough of Staten Island and/or other public entity. In connection with this reallocation, it was also recommended that the Executive Director be authorized on behalf of the Port Authority to enter into appropriate agreements with the Borough of Staten Island and/or other appropriate public entity to effectuate the funding for the agreed upon project.

At its meeting on December 10, 1992, the Board authorized the provision of \$10,000,000 for certain Cross Bronx Expressway study initiatives. Following this reallocation, \$5,000,000 will remain for Cross Bronx Expressway study initiatives pursuant to the original Board authorization.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED that \$5,000,000 of the \$10,000,000 previously allocated to Cross Bronx Expressway study initiatives is hereby reallocated to a legally eligible economic development project to be agreed to with the Borough of Staten Island and/or other appropriate public entity; and it is further

RESOLVED that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an appropriate agreement with the Borough of Staten Island and/or other appropriate public entity to effectuate the funding for such project; the form of such agreement shall be subject to the approval of General Counsel or his authorized representative.

New York State and Local Employees' Retirement System -
Chapter 30 of the Laws of New York, 1996 - Adoption of
the 1996 Retirement Incentive Program

In March, legislation was adopted in New York (the Legislation) enabling employers participating in the New York State and Local Employees' Retirement System (the Retirement System), including the Port Authority, to adopt at their discretion a Retirement Incentive Program intended to enable the State of New York and these agencies to achieve economies, consolidation or abolition of functions, or curtailment of activities, by inducing eligible employees to retire at this time. Under the Legislation, a retirement incentive can be made available to non-police employees continuously employed since February 1, 1996, who are at least 50 years of age and have ten years of credited service or who are otherwise currently eligible to retire. This incentive is similar to one authorized last year and implemented by the Port Authority during August 1995. While the additional pension benefits are subject to reductions for those under 55 and to certain tax law restrictions and reductions, eligible employees who voluntarily choose to retire at this time would, generally, receive an additional one month of Retirement System credited service for each year of service up to a maximum additional Retirement System credit of three years. Employees eligible for any other lump sum retirement incentive payments (such as severance allowances) from the Port Authority would not be eligible for this Retirement System incentive unless they waive their eligibility for such lump sum payments.

The Legislation requires the elimination of a number of positions within eligible titles equal to the number of eligible employees retiring with the incentive or a Port Authority plan showing savings over a two-year period of at least 50% of the base salary of each person retiring with the incentive. The Legislation provides that the period in which individual employees may elect to retire with the retirement incentive must be of no less than 30 and no more than 90 days' duration, and must not extend beyond December 31, 1996. Under the Legislation the employer may elect to pay for the costs of this incentive in one installment or in five annual installments to be set by the Retirement System commencing during the Retirement System's fiscal year ending March 31, 1998.

Under the Legislation, targeted positions are those for which the abolition of a specified number of positions in the title would not, in the determination of the chief executive officer (here, the Executive Director),

- "a. Directly result in a reduction of the level of service required or mandated to protect and care for clients of the state or a participating employer or to assure public health and safety;
- b. Endanger the health or safety of employees of the state or a participating employer; or
- c. Clearly result in a loss of significant revenue to the state or a participating employer or result in substantially increased overtime or contractual costs."

Titles may also be considered eligible if employees subject to layoff may be placed therein. Finally, the Executive Director would also have staff prepare a list of eligible titles and positions and a plan of savings, as described above, which might avoid some job eliminations. Staff will seek to identify eligible job titles and positions meeting the requirements of the Legislation and the Port Authority's goals (the privatization of the International Arrivals Building at John F. Kennedy International Airport has already been identified as one situation in which the incentive program may be used).

In the interim, the Executive Director recommended that the Port Authority take the formal steps necessary to participate in the 1996 Retirement Incentive Program and that he be authorized to implement such a program, contingent on his determination following compilation of information by staff that such a program would be in the best interests of the Port Authority and achieve appropriate staff reductions, reorganization, or economies. To provide for administrative procedures and planning in a timely fashion, the implementation of this program, should the Executive Director decide to pursue it, would be scheduled during the period from December 1, 1996, through December 31, 1996, inclusive. Under the Legislation, an agency's chief executive officer must advise the Retirement System prior to September 3, 1996, of the adoption of a resolution authorizing implementation of the program.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Schweitzer and Talley 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 perform all acts and to make any and all determinations necessary or appropriate in connection with the implementation, effectuation, administration, or any other aspect of a targeted retirement incentive program under Chapter 30 of the Laws of New York, 1996, including without limitation, determining eligible titles (and the number of positions therein) to be covered by such program and the development of any compensation savings plan in connection therewith and, in this connection, and subject to approval as to form by General Counsel, to file any necessary or appropriate documents, affidavits, certifications, and forms; and it is further

RESOLVED, that The Port Authority of New York and New Jersey does hereby elect to provide the benefits of Chapter 30 of the Laws of New York, 1996 commencing on December 1, 1996, for all eligible employees who retire with an effective date of retirement set during the thirty-one day period beginning with and immediately following the commencement date and who are otherwise eligible as specified by Chapter 30.

Tribute to Gerald P. FitzGerald

The following resolution was unanimously adopted expressing the appreciation of the Board of Commissioners to Gerald P. FitzGerald.

WHEREAS, in the thirty-four years he has been with the Port Authority's Aviation Department, Jerry FitzGerald served with great distinction in various positions associated with the management of LaGuardia, Newark International and John F. Kennedy International Airports culminating with his appointment as Director of Aviation in 1995; and

WHEREAS, during his career with the Port Authority, Jerry was a member of various airport industry councils and served as the Chairman of the Board of Directors of the American Association of Airport Executives.

WHEREAS, Jerry FitzGerald took part in a wide variety of aviation industry endeavors which addressed such vital issues as airline deicing procedures and airport financing; and

Now, therefore be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their appreciation to Gerald P. FitzGerald for his many years of dedicated service to the agency and the region it serves; and it is

RESOLVED, that the Commissioners do hereby direct that this resolution be suitably engraved and presented to Gerald P. FitzGerald as a token of their thanks.

Tribute to Charles J. Maikish

The following resolution was unanimously adopted expressing the appreciation of the Board of Commissioners to Charles J. Maikish.

WHEREAS, during his twenty-eight years with the Port Authority, Charles J. Maikish served with great distinction from his earliest days as an engineer through his tenure as Director of the World Trade Department; and

WHEREAS, during his years as the Director of the Office of Ferry Transportation, Charlie played a major role in the return of Trans-Hudson ferry service to the region; and

WHEREAS, in the dark days following the tragic 1993 terrorist attack on The World Trade Center, Charlie tirelessly led the massive rehabilitation effort which enabled the building to reopen in record time.

Now, therefore be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their appreciation to Charles J. Maikish for his many years of dedicated service to the agency and the region it serves; and it is

RESOLVED, that the Commissioners do hereby direct that this resolution be suitably engraved and presented to Charles J. Maikish as a token of their thanks.

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 May 1, 1996 to May 31, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK215600	Cogeneration Project -	2,500,000(C)	2,500,000(C)
	Asbestos Abatement via	2,500,000(H)	1,282,048(H)
	Work Order JFK International Airport Project Development Group, Inc.	5,000,000	3,782,048
EWR644	Parking Lot #1 - Fencing	125,248(A)	125,248(A)
	Newark International Airport	10,000(D)	5,870(D)
	Dan McCarron & Sons	135,248	131,118
EWR601	Replacement of Deteriorated	373,000(A)	373,000(A)
	Timber on Bridge N-27	20,000(C)	-0-(C)
	Newark International Airport	38,000(D)	14,387(D)
	Simpson & Brown, Inc.	431,000	387,387
HT110066	ADA Compliance	45,000(A)	8,480(A)(F)
	Holland Tunnel	5,000(C)	-0-(C)
	Historic Details Construction	5,000(D)	-0-(D)
	Corp.	55,000	8,480
LT110068A	Installation of Conduit	459,000(A)	459,000(A)
	System	25,000(C)	-0-(C)
	Lincoln Tunnel	42,000(D)	16,930(D)
	Del-Reid Construction	526,000	475,930
AKG185B	Sand Storage Bins Under	125,100(A)	123,600(A)(G)
	NY Viaduct	5,936(C)	5,936(C)
	Geothals Bridge	12,500(D)	-0-(D)
	Palmer Contracting Inc.	143,536	129,536
PN224	Demolition of Bldgs. 157,	219,000(A)	219,000(A)
	183, 209 and 210	23,325(C)	23,325(C)
	Port Newark	22,000(D)	22,000(D)
	Consoar Construction Corp.	50,000(I)	49,996(I)
		314,325	314,321
EP110056	Mclester Street Signalization	406,400(A)	406,400(A)
	Elizabeth Port Authority	41,000(D)	41,000(D)
	Marine Terminal	150,000(J)	99,601(J)
	Solar Mite Electrical Contractors, Inc.	597,400	547,001

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
WTC115289	Asbestos Abatement 24th Floor	64,900(A)	64,900(A)
	Two WTC	6,490(D)	-0-(D)
	World Trade Center Asbestos Containment Services Inc.	71,390	64,900
WTC67500	New Entrance for the Disabled	444,400(A)	444,400(A)
	Concourse BMT Subway Entrance	44,440(D)	44,440(D)
	World Trade Center	134,560(E)	38,047(E)
	C.B.C. Industries Inc.	623,400	526,887
MFA110012	Emergency Alert Notification Systems	818,410(A) 81,841(D)	818,410(A) 40,239(D)
	LGA Airport, JFK International Airport, Newark International Airport		
	American Telephone & Telegraph Company	900,251	858,649

- (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 Payment" column is the authorized net cost amount
- (D) Extra Work
- (E) Memorandum of Justification dated 9/28/94, increasing extra work in the amount of \$134,560
- (F) Contract was mutually terminated
- (G) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders for deleted work
- (H) Memorandum of Justification dated 11/3/92, increasing Net Cost in the amount of \$2,500,000
- (I) Memorandum of Authorization dated 12/2/94, increasing extra work in the amount of \$50,000
- (J) Memorandum of Justification dated 9/3/92, increasing extra work in the amount of \$150,000

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period May 1, 1996 to May 31, 1996.

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>Purch</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.

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
05/01/96	\$10,000,000	USTBILL(100S)	---	06/06/96	99.50	4.910%	5.003%	\$ 9,950,900.00	First Boston
05/01/96	10,000,000	US T-NOTE	6.125%	03/31/98	100.16	---	6.032	10,016,406.25	Fuji Securities
05/01/96	10,000,000	USTN (105S)	6.500	09/30/96	100.49	---	5.260	10,049,218.75	Paribas
05/01/96	20,000,000	GECC CP	---	05/22/96	99.69	5.270	5.360	19,938,516.66	General Electric Capital
05/02/96	10,000,000	GECC CP	---	05/20/96	99.73	5.270	5.357	9,973,650.00	General Electric Capital
05/02/96	10,000,000	US T-BILL	---	05/01/97	94.64	5.295	5.594	9,464,616.67	PaineWebber
05/02/96	10,000,000	FNDN	---	05/16/96	99.79	5.210	5.293	9,979,738.89	PaineWebber
05/02/96	15,000,000	US T-BILL	---	05/01/97	94.63	5.310	5.611	14,194,650.00	Daiwa Securities America
05/03/96	10,000,000	US T-NOTE	6.125	03/31/98	100.00	---	6.123	10,000,000.00	First Chicago Capital Mkt
05/06/96	10,000,000	GECC CP	---	05/29/96	99.66	5.280	5.371	9,966,266.67	General Electric Capital
05/08/96	10,000,000	US T-BILL	---	05/01/97	94.65	5.375	5.678	9,465,486.11	First Chicago Capital Mkt
05/09/96	15,000,000	FMCDN	---	06/13/96	99.48	5.250	5.350	14,923,437.50	PaineWebber
05/10/96	10,000,000*	US T-BILL	---	05/30/96	99.72	4.900	4.982	9,972,777.78	First Boston
05/10/96	10,000,000	FHDN	---	06/10/96	99.54	5.250	5.347	9,954,791.67	First Boston

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
05/13/96	\$ 2,000,000	FMCDN	---	07/03/96	99.25	5.240%	5.353%	\$ 1,985,153.34	PaineWebber
05/13/96	3,000,000	FMCDN	---	07/08/96	99.18	5.240	5.356	2,975,546.67	PaineWebber
05/13/96	5,000,000	US T-NOTE	5.500%	07/31/97	99.68	---	5.761	4,984,375.00	Daiwa Securities America
05/13/96	10,000,000	US T-NOTE	5.625	06/30/97	99.87	---	5.733	9,987,500.00	First Chicago Capital Mkt
05/13/96	10,000,000	US T-NOTE	5.750	09/30/97	99.84	---	5.864	9,984,375.00	Fuji Securities
05/13/96	10,000,000	US T-BILL	---	03/06/97	95.68	5.225	5.478	9,568,937.50	PaineWebber
05/13/96	15,000,000	US T-BILL	---	04/03/97	95.26	5.245	5.515	14,289,739.59	Nikko Securities Co Intl
05/16/96	10,000,000	FMCDN	---	06/20/96	99.49	5.230	5.330	9,949,152.98	First Boston
05/17/96	10,000,000	US T-BILL	---	10/03/96	98.04	5.060	5.233	9,804,627.78	Goldman, Sachs & Co
05/17/96	10,000,000	US T-BILL	---	10/03/96	98.04	5.055	5.227	9,804,820.83	PaineWebber
05/20/96	20,000,000	GECC CP	---	06/04/96	99.78	5.270	5.355	19,956,083.34	General Electric Capital
05/22/96	20,000,000	GECC CP	---	06/06/96	99.78	5.270	5.355	19,956,083.34	General Electric Capital
05/24/96	10,000,000	US T-NOTE	5.875	04/30/98	99.71	---	6.033	9,971,093.75	Goldman, Sachs & Co
05/24/96	10,000,000	US T-NOTE	6.125	07/31/00	99.15	---	6.355	9,915,625.00	Nikko Securities Co Intl

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
05/24/96	\$ 10,000,000	US T-NOTE	5.625%	11/30/00	97.03	---	6.391%	\$ 9,703,125.00	Nikko Securities Co Intl
05/28/96	10,000,000	FNDN	---	06/24/96	99.61	5.200%	5.293	9,961,000.00	PaineWebber
05/29/96	10,000,000	GECC CP	---	06/17/96	99.72	5.260	5.348	9,972,238.89	General Electric Capital
05/30/96	5,000,000	US T-BILL	---	05/29/97	94.63	5.310	5.611	4,731,550.00	PaineWebber
05/30/96	5,000,000	US T-BILL	---	05/29/97	94.63	5.310	5.611	4,731,550.00	Daiwa Securities America
05/30/96	5,000,000	US T-BILL	---	05/29/97	94.63	5.310	5.611	4,731,550.00	Goldman, Sachs & Co
05/30/96	10,000,000	US T-BILL	---	05/29/97	94.60	5.340	5.644	9,460,066.67	Nikko Securities Co Intl
05/30/96	10,000,000	US T-NOTE	5.875	04/30/98	99.70	---	6.038	9,970,312.50	Morgan Stanley & Co
05/30/96	10,000,000	US T-BILL	---	04/03/97	95.51	5.245	5.506	9,551,261.11	Paribas
05/31/96	5,000,000	US T-NOTE	5.875	04/30/98	99.44	---	6.183	4,972,265.63	PaineWebber
05/31/96	5,000,000	US T-NOTE	6.000	05/31/98	99.72	---	6.148	4,986,300.00	PaineWebber
05/31/96	5,000,000	US T-NOTE	6.000	05/31/98	99.72	---	6.148	4,986,300.00	Goldman, Sachs & Co
05/31/96	\$ 15,000,000	US T-NOTE	6.375	05/15/99	100.06	---	6.350	\$ 15,009,375.00	Daiwa Securities America
	<u>\$410,000,000</u>							<u>\$403,750,465.87</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

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
05/01/96	\$ 10,000,000	USTBILL(100S)	---	05/30/96	99.61	4.820%	4.906%	5.32%	\$ 9,961,172.22	First Boston
05/08/96	5,000,000	UST-BILL(93S)	---	06/27/96	99.31	4.900	5.002	4.97	4,965,972.22	Paribas
05/10/96	10,000,000*	US T-BILL	---	05/16/96	99.92	4.690	4.759	5.26	9,992,183.33	First Boston
05/28/96	10,000,000	UST-NOTE	6.125%	03/31/98	100.16	---	6.026	6.08	10,016,406.25	Merrill Lynch Gov Sec
05/28/96	5,000,000	UST-BILL(93S)	---	06/27/96	99.58	5.000	5.091	4.96	4,979,166.67	Paribas
05/28/96	5,000,000	USTBILL(105S)	---	06/27/96	99.58	5.000	5.091	5.07	4,979,166.67	Paribas
05/31/96	10,000,000	USTBILL(100S)	---	06/06/96	99.91	4.880	4.952	5.01	9,991,866.67	First Boston
05/31/96	5,000,000	USTBILL(105S)	---	06/27/96	99.62	4.975	5.063	5.10	4,981,343.75	Fuji Securities
	<u>\$ 60,000,000</u>								<u>\$59,867,277.78</u>	

BEY - Bond Equivalent Yield

*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

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	05/01/96	05/02/96	\$ 250,000	5.250%	\$ 36.46
Fuji Securities	05/01/96	05/02/96	766,000	5.220	111.07
Daiwa Securities America	05/01/96	05/02/96	1,865,000	5.220	270.43
Nikko Securities Co Intl	05/01/96	05/02/96	2,007,000	5.250	292.69
Citicorp Securities Mkts	05/01/96	05/02/96	2,115,000	5.220	306.68
Yamaichi Intl (America)	05/01/96	05/02/96	2,410,000	5.240	350.79
Nomura Securities Intl	05/01/96	05/02/96	12,000,000	5.250	1,750.00
Citicorp Securities Mkts	05/01/96	05/02/96	15,820,000	5.220	2,293.90
Nomura Securities Intl	05/01/96	05/02/96	17,200,000	5.220	2,494.00
Nomura Securities Intl	05/01/96	05/02/96	21,605,000	5.220	3,132.73
Lehman Brothers	05/01/96	05/16/96	24,903,250*	5.390	53,977.79
Daiwa Securities America	05/01/96	05/02/96	45,120,000	5.220	6,542.40
Yamaichi Intl (America)	05/01/96	05/02/96	47,590,000	5.240	6,926.99
Nikko Securities Co Intl	05/01/96	05/02/96	47,993,000	5.250	6,998.98

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Fuji Securities	05/01/96	05/02/96	\$49,234,000	5.220%	\$ 7,138.93
Eastbridge Capital	05/01/96	05/02/96	49,750,000	5.250	7,255.21
Fuji Securities	05/02/96	05/03/96	1,615,000	5.220	234.18
Eastbridge Capital	05/02/96	05/03/96	1,925,000	5.250	280.73
Citicorp Securities Mkts	05/02/96	05/03/96	2,115,000	5.220	306.68
Nomura Securities Intl	05/02/96	05/03/96	4,608,000	5.220	668.16
Citicorp Securities Mkts	05/02/96	05/03/96	13,215,000	5.220	1,916.18
Yamaichi Intl (America)	05/02/96	05/03/96	15,298,000	5.230	2,222.46
Yamaichi Intl (America)	05/02/96	05/03/96	15,303,000	5.230	2,223.19
Nikko Securities Co Intl	05/02/96	05/03/96	15,820,000	5.220	2,293.90
Yamaichi Intl (America)	05/02/96	05/03/96	19,399,000	5.230	2,818.24
Nikko Securities Co Intl	05/02/96	05/03/96	21,590,000	5.220	3,130.55
Daiwa Securities America	05/02/96	05/03/96	24,663,000	5.220	3,576.14
Daiwa Securities America	05/02/96	05/03/96	25,337,000	5.220	3,673.87

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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 Intl	05/02/96	05/03/96	\$40,392,000	5.220%	\$ 5,856.84
Fuji Securities	05/02/96	05/03/96	45,135,000	5.220	6,544.58
Eastbridge Capital	05/02/96	05/03/96	48,075,000	5.250	7,010.94
Citicorp Securities Mkts	05/03/96	05/06/96	1,615,000	5.180	697.14
Eastbridge Capital	05/03/96	05/06/96	1,925,000	5.200	834.17
Nikko Securities Co Intl	05/03/96	05/06/96	2,115,000	5.180	912.98
Fuji Securities	05/03/96	05/06/96	6,943,000	5.180	2,997.06
Daiwa Securities America	05/03/96	05/06/96	12,915,000	5.180	5,574.98
Daiwa Securities America	05/03/96	05/06/96	15,825,000	5.180	6,831.13
Citicorp Securities Mkts	05/03/96	05/06/96	21,590,000	5.180	9,319.68
Yamaichi Intl (America)	05/03/96	05/06/96	23,398,000	5.190	10,119.64
Yamaichi Intl (America)	05/03/96	05/06/96	26,602,000	5.190	11,505.37
Nesbitt Burns	05/03/96	05/06/96	29,000,000	5.180	12,518.33
Fuji Securities	05/03/96	05/06/96	43,057,000	5.180	18,586.27

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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>
Nikko Securities Co Intl	05/03/96	05/06/96	\$45,145,000	5.180%	\$19,487.59
Eastbridge Capital	05/03/96	05/06/96	48,075,000	5.200	20,832.50
Nomura Securities Intl	05/06/96	05/07/96	1,180,000	5.200	170.44
Nikko Securities Co Intl	05/06/96	05/07/96	1,235,000	5.230	179.42
Citicorp Securities Mkts	05/06/96	05/07/96	1,405,000	5.220	203.73
Eastbridge Capital	05/06/96	05/07/96	1,900,000	5.250	277.08
Fuji Securities	05/06/96	05/07/96	2,115,000	5.230	307.26
Nomura Securities Intl	05/06/96	05/07/96	7,142,000	5.200	1,031.62
Citicorp Securities Mkts	05/06/96	05/07/96	10,925,000	5.220	1,584.13
Nomura Securities Intl	05/06/96	05/07/96	13,678,000	5.200	1,975.71
Nesbitt Burns	05/06/96	05/07/96	15,830,000	5.230	2,299.75
Nesbitt Burns	05/06/96	05/07/96	21,600,000	5.230	3,138.00
Yamaichi Intl (America)	05/06/96	05/07/96	23,405,000	5.240	3,406.73
Yamaichi Intl (America)	05/06/96	05/07/96	26,595,000	5.240	3,871.05

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Fuji Securities	05/06/96	05/07/96	\$45,185,000	5.230%	\$ 6,564.38
Eastbridge Capital	05/06/96	05/07/96	48,100,000	5.250	7,014.58
Nikko Securities Co Intl	05/06/96	05/07/96	48,765,000	5.230	7,084.47
Citicorp Securities Mkts	05/07/96	05/08/96	1,400,000	5.220	203.00
Eastbridge Capital	05/07/96	05/08/96	1,900,000	5.230	276.03
Yamaichi Intl (America)	05/07/96	05/08/96	2,115,000	5.250	308.44
Daiwa Securities America	05/07/96	05/08/96	2,574,000	5.230	373.95
Nikko Securities Co Intl	05/07/96	05/08/96	5,900,000	5.230	857.14
Citicorp Securities Mkts	05/07/96	05/08/96	7,880,000	5.220	1,142.60
Yamaichi Intl (America)	05/07/96	05/08/96	11,791,000	5.250	1,719.52
Citicorp Securities Mkts	05/07/96	05/08/96	13,720,000	5.220	1,989.40
Nikko Securities Co Intl	05/07/96	05/08/96	15,835,000	5.230	2,300.47
Yamaichi Intl (America)	05/07/96	05/08/96	33,409,000	5.250	4,872.15
Nesbitt Burns	05/07/96	05/08/96	40,000,000	5.200	5,777.78

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Daiwa Securities America	05/07/96	05/08/96	\$47,426,000	5.230%	\$ 6,889.94
Eastbridge Capital	05/07/96	05/08/96	48,100,000	5.230	6,987.86
Fuji Securities	05/07/96	05/08/96	50,000,000	5.220	7,250.00
Eastbridge Capital	05/08/96	05/09/96	1,900,000	5.350	282.36
Fuji Securities	05/08/96	05/09/96	2,115,000	5.330	313.14
Citicorp Securities Mkts	05/08/96	05/09/96	2,135,000	5.330	316.10
Fuji Securities	05/08/96	05/09/96	4,515,000	5.330	668.47
Citicorp Securities Mkts	05/08/96	05/09/96	4,845,000	5.330	717.33
Yamaichi Intl (America)	05/08/96	05/09/96	7,969,000	5.350	1,184.28
Fuji Securities	05/08/96	05/09/96	15,835,000	5.330	2,344.46
Yamaichi Intl (America)	05/08/96	05/09/96	18,596,000	5.350	2,763.57
Citicorp Securities Mkts	05/08/96	05/09/96	19,470,000	5.330	2,882.64
Yamaichi Intl (America)	05/08/96	05/09/96	23,435,000	5.350	3,482.70
PaineWebber	05/08/96	05/09/96	40,000,000	5.300	5,888.89

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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>
Daiwa Securities America	05/08/96	05/09/96	\$45,215,000	5.340%	\$ 6,706.89
Eastbridge Capital	05/08/96	05/09/96	48,100,000	5.350	7,148.19
Nikko Securities Co Intl	05/08/96	05/09/96	50,000,000	5.340	7,416.67
Fuji Securities	05/09/96	05/10/96	2,115,000	5.220	306.68
Nesbitt Burns	05/09/96	05/10/96	4,340,000	5.220	629.30
Nomura Securities Intl	05/09/96	05/10/96	15,840,000	5.200	2,288.00
Nikko Securities Co Intl	05/09/96	05/10/96	17,000,000	5.200	2,455.56
Nomura Securities Intl	05/09/96	05/10/96	21,590,000	5.200	3,118.56
Yamaichi Intl (America)	05/09/96	05/10/96	23,396,000	5.220	3,392.42
Dean Witter Reynolds	05/09/96	Open	24,900,000*	Variable**	0.00
Yamaichi Intl (America)	05/09/96	05/10/96	26,604,000	5.220	3,857.58
Nesbitt Burns	05/09/96	05/10/96	44,410,000	5.220	6,439.45
Fuji Securities	05/09/96	05/10/96	45,230,000	5.220	6,558.35
Eastbridge Capital	05/09/96	05/10/96	48,000,000	5.220	6,960.00

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Daiwa Securities America	05/09/96	05/10/96	\$50,000,000	5.220%	\$ 7,250.00
Eastbridge Capital	05/10/96	05/13/96	1,875,000	5.150	804.69
Fuji Securities	05/10/96	05/13/96	2,115,000	5.150	907.69
Daiwa Securities America	05/10/96	05/13/96	4,195,000	5.150	1,800.35
Citicorp Securities Mkts	05/10/96	05/13/96	7,305,000	5.150	3,135.06
Yamaichi Intl (America)	05/10/96	05/13/96	12,692,000	5.160	5,457.56
Citicorp Securities Mkts	05/10/96	05/13/96	15,840,000	5.150	6,798.00
Yamaichi Intl (America)	05/10/96	05/13/96	17,463,000	5.160	7,509.09
Yamaichi Intl (America)	05/10/96	05/13/96	19,845,000	5.160	8,533.35
Daiwa Securities America	05/10/96	05/13/96	19,860,000	5.150	8,523.25
Nikko Securities Co Intl	05/10/96	05/13/96	45,000,000	5.150	19,312.50
Fuji Securities	05/10/96	05/13/96	45,245,000	5.150	19,417.65
Eastbridge Capital	05/10/96	05/13/96	48,125,000	5.150	20,653.65
Nesbitt Burns	05/10/96	05/13/96	50,000,000	5.150	21,458.33

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	05/13/96	05/14/96	\$ 1,850,000	5.220%	\$ 268.25
Nikko Securities Co Intl	05/13/96	05/14/96	2,120,000	5.200	306.22
Fuji Securities	05/13/96	05/14/96	4,065,000	5.200	587.17
Citicorp Securities Mkts	05/13/96	05/14/96	6,920,000	5.200	999.56
Yamaichi Intl (America)	05/13/96	05/14/96	9,605,000	5.220	1,392.73
Yamaichi Intl (America)	05/13/96	05/14/96	9,823,000	5.220	1,424.34
Citicorp Securities Mkts	05/13/96	05/14/96	15,845,000	5.200	2,288.72
Fuji Securities	05/13/96	05/14/96	19,870,000	5.200	2,870.11
Yamaichi Intl (America)	05/13/96	05/14/96	30,572,000	5.220	4,432.94
Nikko Securities Co Intl	05/13/96	05/14/96	45,285,000	5.200	6,541.17
Eastbridge Capital	05/13/96	05/14/96	48,150,000	5.220	6,981.75
Nesbitt Burns	05/13/96	05/14/96	50,000,000	5.220	7,250.00
Eastbridge Capital	05/14/96	05/15/96	1,850,000	5.220	268.25
Fuji Securities	05/14/96	05/15/96	2,120,000	5.200	306.22

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	05/14/96	05/15/96	\$ 3,990,000	5.200%	\$ 576.33
Nomura Securities Intl	05/14/96	05/15/96	6,765,000	5.200	977.17
Yamaichi Intl (America)	05/14/96	05/15/96	12,973,000	5.220	1,881.09
Daiwa Securities America	05/14/96	05/15/96	13,412,000	5.200	1,937.29
Yamaichi Intl (America)	05/14/96	05/15/96	14,333,000	5.220	2,078.29
Nomura Securities Intl	05/14/96	05/15/96	15,850,000	5.200	2,289.44
Nikko Securities Co Intl	05/14/96	05/15/96	19,345,000	5.200	2,794.28
Citicorp Securities Mkts	05/14/96	05/15/96	20,000,000	5.200	2,888.89
Yamaichi Intl (America)	05/14/96	05/15/96	22,694,000	5.220	3,290.63
Daiwa Securities America	05/14/96	05/15/96	36,588,000	5.200	5,284.93
Fuji Securities	05/14/96	05/15/96	45,300,000	5.200	6,543.33
Eastbridge Capital	05/14/96	05/15/96	48,150,000	5.220	6,981.75
Nikko Securities Co Intl	05/15/96	05/16/96	537,000	5.400	80.55
Eastbridge Capital	05/15/96	05/16/96	1,850,000	5.420	278.53

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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>
Daiwa Securities America	05/15/96	05/16/96	\$ 2,465,000	5.400%	\$ 369.75
Citicorp Securities Mkts	05/15/96	05/16/96	3,790,000	5.400	568.50
Yamaichi Intl (America)	05/15/96	05/16/96	6,260,000	5.400	939.00
Yamaichi Intl (America)	05/15/96	05/16/96	6,300,000	5.400	945.00
Yamaichi Intl (America)	05/15/96	05/16/96	9,625,000	5.400	1,443.75
Citicorp Securities Mkts	05/15/96	05/16/96	19,350,000	5.400	2,902.50
PaineWebber	05/15/96	05/16/96	44,000,000	5.330	6,514.44
Daiwa Securities America	05/15/96	05/16/96	45,310,000	5.400	6,796.50
Eastbridge Capital	05/15/96	05/16/96	48,150,000	5.420	7,249.25
Nikko Securities Co Intl	05/15/96	05/16/96	49,463,000	5.400	7,419.45
Nesbitt Burns	05/15/96	05/16/96	50,000,000	5.400	7,500.00
Fuji Securities	05/16/96	05/17/96	215,000	5.200	31.06
Eastbridge Capital	05/16/96	05/17/96	1,850,000	5.230	268.76
Nomura Securities Intl	05/16/96	05/17/96	2,465,000	5.200	356.06

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Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nikko Securities Co Intl	05/16/96	05/17/96	\$ 3,790,000	5.200%	\$ 547.44
Daiwa Securities America	05/16/96	05/17/96	6,305,000	5.200	910.72
Yamaichi Intl (America)	05/16/96	05/17/96	7,157,000	5.230	1,039.75
Daiwa Securities America	05/16/96	05/17/96	15,885,000	5.200	2,294.50
Nikko Securities Co Intl	05/16/96	05/17/96	19,355,000	5.200	2,795.72
Lehman Brothers	05/16/96	05/30/96	33,206,250*	5.150	66,504.74
Yamaichi Intl (America)	05/16/96	05/17/96	35,843,000	5.230	5,207.19
Nomura Securities Intl	05/16/96	05/17/96	45,325,000	5.200	6,546.94
Eastbridge Capital	05/16/96	05/17/96	48,150,000	5.230	6,995.13
Fuji Securities	05/16/96	05/17/96	49,785,000	5.200	7,191.17
Nesbitt Burns	05/16/96	05/17/96	50,000,000	5.220	7,250.00
Eastbridge Capital	05/17/96	05/20/96	1,825,000	5.160	784.75
Fuji Securities	05/17/96	05/20/96	2,465,000	5.150	1,057.90
Citicorp Securities Mkts	05/17/96	05/20/96	3,460,000	5.160	1,487.80

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Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Citicorp Securities Mkts	05/17/96	05/20/96	\$ 5,135,000	5.160%	\$ 2,208.05
Yamaichi Intl (America)	05/17/96	05/20/96	11,820,000	5.170	5,092.45
Citicorp Securities Mkts	05/17/96	05/20/96	15,890,000	5.160	6,832.70
Citicorp Securities Mkts	05/17/96	05/20/96	17,615,000	5.160	7,574.45
Nomura Securities Intl	05/17/96	05/20/96	20,000,000	5.100	8,500.00
Daiwa Securities America	05/17/96	05/20/96	21,960,000	5.150	9,424.50
Daiwa Securities America	05/17/96	05/20/96	28,040,000	5.150	12,033.83
Yamaichi Intl (America)	05/17/96	05/20/96	38,180,000	5.170	16,449.22
Fuji Securities	05/17/96	05/20/96	45,340,000	5.150	19,458.42
Eastbridge Capital	05/17/96	05/20/96	48,175,000	5.160	20,715.25
Daiwa Securities America	05/20/96	05/21/96	613,000	5.180	88.20
Eastbridge Capital	05/20/96	05/21/96	1,850,000	5.180	266.19
Fuji Securities	05/20/96	05/21/96	2,465,000	5.180	354.69
Citicorp Securities Mkts	05/20/96	05/21/96	3,460,000	5.170	496.89

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Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Citicorp Securities Mkts	05/20/96	05/21/96	\$ 5,460,000	5.170%	\$ 784.12
Fuji Securities	05/20/96	05/21/96	5,797,000	5.180	834.12
Yamaichi Intl (America)	05/20/96	05/21/96	11,400,000	5.150	1,630.83
Yamaichi Intl (America)	05/20/96	05/21/96	14,024,000	5.150	2,006.21
Citicorp Securities Mkts	05/20/96	05/21/96	15,895,000	5.170	2,282.70
Citicorp Securities Mkts	05/20/96	05/21/96	17,625,000	5.170	2,531.15
Yamaichi Intl (America)	05/20/96	05/21/96	24,576,000	5.150	3,515.73
Fuji Securities	05/20/96	05/21/96	39,583,000	5.180	5,695.55
Eastbridge Capital	05/20/96	05/21/96	48,150,000	5.180	6,928.25
Daiwa Securities America	05/20/96	05/21/96	49,387,000	5.180	7,106.24
Nesbitt Burns	05/21/96	05/22/96	125,000	5.125	17.80
Nikko Securities Co Intl	05/21/96	05/22/96	2,465,000	5.130	351.26
Daiwa Securities America	05/21/96	05/22/96	3,075,000	5.120	437.33
Fuji Securities	05/21/96	05/22/96	5,445,000	5.125	775.16

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	05/21/96	05/22/96	\$ 7,790,000	5.150%	\$ 1,114.40
Yamaichi Intl (America)	05/21/96	05/22/96	9,891,000	5.125	1,408.09
Yamaichi Intl (America)	05/21/96	05/22/96	12,177,000	5.125	1,733.53
Fuji Securities	05/21/96	05/22/96	15,895,000	5.125	2,262.83
Daiwa Securities America	05/21/96	05/22/96	17,625,000	5.120	2,506.67
Yamaichi Intl (America)	05/21/96	05/22/96	27,932,000	5.125	3,976.43
Eastbridge Capital	05/21/96	05/22/96	42,210,000	5.150	6,038.38
Nikko Securities Co Intl	05/21/96	05/22/96	45,395,000	5.130	6,468.79
Nesbitt Burns	05/21/96	05/22/96	49,875,000	5.125	7,100.26
Eastbridge Capital	05/22/96	05/23/96	1,800,000	5.350	267.50
Nomura Securities Intl	05/22/96	05/23/96	2,245,000	5.300	330.51
Citicorp Securities Mkts	05/22/96	05/23/96	2,465,000	5.330	364.96
Fuji Securities	05/22/96	05/23/96	5,445,000	5.300	801.63
Daiwa Securities America	05/22/96	05/23/96	10,000,000	5.300	1,472.22

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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	05/22/96	05/23/96	\$15,900,000	5.300%	\$ 2,340.83
Yamaichi Intl (America)	05/22/96	05/23/96	15,901,000	5.340	2,358.65
Nomura Securities Intl	05/22/96	05/23/96	16,490,000	5.300	2,427.69
Yamaichi Intl (America)	05/22/96	05/23/96	16,896,000	5.340	2,506.24
Yamaichi Intl (America)	05/22/96	05/23/96	17,203,000	5.340	2,551.78
Citicorp Securities Mkts	05/22/96	05/23/96	45,410,000	5.330	6,723.20
Eastbridge Capital	05/22/96	05/23/96	48,200,000	5.350	7,163.06
Nesbitt Burns	05/22/96	05/23/96	50,000,000	5.330	7,402.78
Eastbridge Capital	05/23/96	05/24/96	1,800,000	5.170	258.50
Nikko Securities Co Intl	05/23/96	05/24/96	1,905,000	5.150	272.52
Citicorp Securities Mkts	05/23/96	05/24/96	2,470,000	5.150	353.35
Citicorp Securities Mkts	05/23/96	05/24/96	5,125,000	5.150	733.16
Yamaichi Intl (America)	05/23/96	05/24/96	10,072,000	5.170	1,446.45
Citicorp Securities Mkts	05/23/96	05/24/96	15,515,000	5.150	2,219.51

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Citicorp Securities Mkts	05/23/96	05/24/96	\$16,490,000	5.150%	\$ 2,358.99
Yamaichi Intl (America)	05/23/96	05/24/96	19,675,000	5.170	2,825.55
Yamaichi Intl (America)	05/23/96	05/24/96	20,253,000	5.170	2,908.56
Nikko Securities Co Intl	05/23/96	05/24/96	45,420,000	5.150	6,497.58
Eastbridge Capital	05/23/96	05/24/96	48,200,000	5.170	6,922.06
Nesbitt Burns	05/23/96	05/24/96	50,000,000	5.150	7,152.78
Daiwa Securities America	05/24/96	05/28/96	123,000	5.125	70.04
Yamaichi Intl (America)	05/24/96	05/28/96	905,000	5.130	515.85
Eastbridge Capital	05/24/96	05/28/96	935,000	5.125	532.43
Nikko Securities Co Intl	05/24/96	05/28/96	2,476,000	5.125	1,409.94
Yamaichi Intl (America)	05/24/96	05/28/96	3,426,000	5.130	1,952.82
Yamaichi Intl (America)	05/24/96	05/28/96	6,315,000	5.130	3,599.55
Yamaichi Intl (America)	05/24/96	05/28/96	9,795,000	5.130	5,583.15
Yamaichi Intl (America)	05/24/96	05/28/96	11,394,000	5.130	6,494.58

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>
Nesbitt Burns	05/24/96	05/28/96	\$37,000,000	5.125%	\$21,069.44
Eastbridge Capital	05/24/96	05/28/96	45,435,000	5.125	25,872.71
Nikko Securities Co Intl	05/24/96	05/28/96	47,524,000	5.125	27,062.28
Daiwa Securities America	05/24/96	05/28/96	49,877,000	5.125	28,402.18
Fuji Securities	05/28/96	05/29/96	1,623,000	5.170	233.08
Eastbridge Capital	05/28/96	05/29/96	4,510,000	5.170	647.69
Nomura Securities Intl	05/28/96	05/29/96	5,000,000	5.150	715.28
Nomura Securities Intl	05/28/96	05/29/96	5,800,000	5.150	829.72
Nomura Securities Intl	05/28/96	05/29/96	14,825,000	5.150	2,120.80
Nomura Securities Intl	05/28/96	05/29/96	16,115,000	5.150	2,305.34
Daiwa Securities America	05/28/96	05/29/96	24,509,000	5.170	3,519.76
Citicorp Securities Mkts	05/28/96	05/29/96	25,000,000	5.180	3,597.22
Citicorp Securities Mkts	05/28/96	05/29/96	25,000,000	5.180	3,597.22
Daiwa Securities America	05/28/96	05/29/96	25,491,000	5.170	3,660.79

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Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	05/28/96	05/29/96	\$45,490,000	5.170%	\$ 6,532.87
Fuji Securities	05/28/96	05/29/96	48,377,000	5.170	6,947.47
Eastbridge Capital	05/29/96	05/30/96	4,495,000	5.180	646.78
Fuji Securities	05/29/96	05/30/96	5,625,000	5.160	806.25
Yamaichi Intl (America)	05/29/96	05/30/96	9,567,000	5.180	1,376.59
Yamaichi Intl (America)	05/29/96	05/30/96	11,398,000	5.180	1,640.05
Fuji Securities	05/29/96	05/30/96	14,830,000	5.160	2,125.63
Fuji Securities	05/29/96	05/30/96	16,100,000	5.160	2,307.67
Daiwa Securities America	05/29/96	05/30/96	18,000,000	5.170	2,585.00
Nikko Securities Co Intl	05/29/96	05/30/96	21,951,000	5.170	3,152.41
Citicorp Securities Mkts	05/29/96	05/30/96	25,000,000	5.170	3,590.28
Citicorp Securities Mkts	05/29/96	05/30/96	25,000,000	5.170	3,590.28
Nikko Securities Co Intl	05/29/96	05/30/96	28,049,000	5.170	4,028.15
Yamaichi Intl (America)	05/29/96	05/30/96	29,035,000	5.180	4,177.81

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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>
Eastbridge Capital	05/29/96	05/30/96	\$45,505,000	5.180%	\$ 6,547.66
Yamaichi Intl (America)	05/30/96	05/31/96	4,275,000	5.190	616.31
Yamaichi Intl (America)	05/30/96	05/31/96	4,400,000	5.190	634.33
Fuji Securities	05/30/96	05/31/96	12,000,000	5.180	1,726.67
Yamaichi Intl (America)	05/30/96	05/31/96	14,830,000	5.190	2,137.99
Yamaichi Intl (America)	05/30/96	05/31/96	16,100,000	5.190	2,321.08
Nesbitt Burns	05/30/96	05/31/96	19,803,000	5.180	2,849.43
Nikko Securities Co Intl	05/30/96	05/31/96	21,152,000	5.180	3,043.54
Daiwa Securities America	05/30/96	05/31/96	21,796,000	5.180	3,136.20
Daiwa Securities America	05/30/96	05/31/96	28,204,000	5.180	4,058.24
Nikko Securities Co Intl	05/30/96	05/31/96	28,848,000	5.180	4,150.91
Nesbitt Burns	05/30/96	05/31/96	30,197,000	5.180	4,345.01
Eastbridge Capital	05/30/96	05/31/96	50,000,000	5.200	7,222.22
Fuji Securities	05/31/96	06/03/96	4,045,000	5.300	1,786.54

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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 Intl	05/31/96	06/03/96	\$ 9,390,000	5.300%	\$ 4,147.25
Yamaichi Intl (America)	05/31/96	06/03/96	13,509,000	5.320	5,988.99
Nomura Securities Intl	05/31/96	06/03/96	14,835,000	5.300	6,552.13
Yamaichi Intl (America)	05/31/96	06/03/96	16,225,000	5.320	7,193.08
Yamaichi Intl (America)	05/31/96	06/03/96	20,266,000	5.320	8,984.59
Daiwa Securities America	05/31/96	06/03/96	23,346,000	5.310	10,330.61
Fuji Securities	05/31/96	06/03/96	26,090,000	5.300	11,523.08
Daiwa Securities America	05/31/96	06/03/96	26,654,000	5.310	11,794.40
Citicorp Securities Mkts	05/31/96	06/03/96	30,000,000	5.400	13,500.00
Eastbridge Capital	05/31/96	06/03/96	50,000,000	5.320	22,166.67

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

**This rate is subject to change daily.

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Reverse Repurchase Transactions

<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	05/01/96	05/16/96	\$24,903,250*	5.340%	\$52,864.07
Dean Witter Reynolds	05/09/96	Open	24,900,000*	Variable**	0.00
Lehman Brothers	05/16/96	05/30/96	33,206,250*	4.000	58,203.18

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

**This rate is subject to change daily.

(Board - 7/11/96)

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

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 May 1, 1996 through May 31, 1996, 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

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>
05/10/96	\$10,000,000	OTC European Call on US Treasury Notes 6 1/8% due 3/31/98	5/32	100.5 1/4/32	05/24/96 for 05/28/96	Merrill Lynch Gov Sec	\$15,625.00

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, 1996 through May 31, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of May 31, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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, 1996 through May 31, 1996 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.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, September 12, 1996

FILE COPY
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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, September 12, 1996, 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. Robert C. Janiszewski
 Hon. Alan G. Philibosian
 Hon. Frank J. Wilson

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

George J. Marlin, Executive Director
 John J. Haley, Jr., Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Lysa C. Meduri, Secretary

Karen A. Antion, Chief Technology Officer
 Albert J. Belva, Audio Visual Supervisor, Communication Services Division, Engineering
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port/Commerce
 Frank Bruno, Special Assistant to the Executive Director
 William J. Cahill, Principal Information Officer, Office of Press Secretary
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Efrain R. Gonzalez, General Maintainer, JFK Structural Maintenance, Aviation
 Alfred J. Graser, Manager, JFK Aeronautical Services Division, Aviation
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 George G. Howard, Police Officer, Aviation
 Gita Kalra, Attorney, Law
 Robert J. Kelly, Acting Director, Aviation
 Michael G. Massiah, Director, Business & Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 James C. Reinish, Manager, Policy Analysis and Communication, Office of Board Secretary
 Aldo Paonessa, JFK Structural Maintenance Mechanic, Aviation
 Andrew J. Perrone, JFK Chief Maintenance Supervisor, Aviation
 Jerry Rosen, Photographer, Communications Services Division, Engineering
 Cruz C. Russell, Director, Corporate Policy and Planning
 Renee D. Spann, Supervisor, JFK Transportation Services, Aviation
 Jeff Stein, Executive Assistant to the Chairman
 Earle J. Walker, Manager, Business Services, Business and Job Opportunity
 Peter Yerkes, Press Secretary, Media Relations, Office of Corporate Communications

The public meeting was called to order by Chairman Eisenberg at 3:02 p.m. and ended at 3:10 p.m. The Board also met in executive session on July 11, 1996, September 5, 1996 and prior to today's public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meetings of July 11, 1996. 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 Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meeting on September 5, 1996 which included discussion of internal audit matters, and the report was received.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on September 5, 1996 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 Construction

The Committee on Construction submitted a report, for information, of matters discussed in public session at its meeting on September 5, 1996, which included a discussion of taxiway improvements on runway 13R at John F. Kennedy International Airport and a discussion in executive session 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 Finance

The Committee on Finance submitted a report, for information, of matters discussed in executive session at its meetings on July 11, 1996 and September 12, 1996, which included a discussion of matters related to, or which could impact upon, the issuance, sale, resale or redemption of Port Authority bonds, notes or other obligations, 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.

TRIBUTE TO STAFF

On the evening of July 17, a catastrophe brought down TWA Flight 800 shortly after it left John F. Kennedy International Airport en route to Paris, France. Our dedicated airport staff immediately mobilized to offer whatever assistance was needed.

In the sad days that followed, Port Authority staff at all levels worked around the clock to assist in the recovery effort. For weeks on end, they gave solace to the grieving families and assisted federal authorities in every way possible.

The people of the Port Authority have a long history of effective response to emergencies. The many men and women of our staff who assisted in the TWA Recovery Effort exemplify that proud tradition.

Now, therefore, be it

RESOLVED, that the Board of Commissioners offers its most sincere thanks to the staff members who gave so tirelessly of their time, energy and emotions in assisting with the TWA Recovery Effort; and it is further

RESOLVED, that The Port Authority of New York and New Jersey offers its deepest sympathies to the families, friends, and colleagues of those who were on Flight 800.

This resolution was unanimously adopted.

LAGUARDIA AIRPORT - MANHATTAN FERRY SERVICE PROJECT - PLANNING AND PROJECT AUTHORIZATION

It is recommended that the Board grant planning and project authorization for the establishment of a ferry service between Manhattan and LaGuardia Airport (LGA), and authorize the issuance of a Request for Proposals (RFP) to solicit a private sector partner to operate the proposed ferry/shuttle bus service. The proposed high speed service will link downtown and midtown Manhattan with LGA, with stops at Battery Park City and City owned landings at Pier 11, East 34th Street, East 62nd Street, East 75th Street and East 90th Street and shuttle busses will link the ferries with the air terminals.

The RFP to be issued will request proposals for creation of a public/private partnership with shared capital costs by the Port Authority and the private sector. The objective of the RFP will be to identify a private sector partner willing to assume responsibility for operating a ferry service between LaGuardia Airport and Manhattan, provide the necessary vessels and shuttle busses at its cost, be responsible for the operation and maintenance of the vessels and the LGA ferry/bus terminal and the maintenance and operation of the shuttle busses. The Port Authority will be responsible for the design and construction of the new LGA ferry/bus terminal, select improvements to New York City's Manhattan ferry landings, navigation improvements in Flushing Bay. The ferry/bus system should not require a public operating subsidy.

This project will advance the Port Authority's goal of improving travel between Manhattan and LaGuardia Airport. The project will establish a high quality, customer oriented service which will be a fast, direct, reliable and traffic free alternative for travel to the airport. No purchase or construction funds will be committed by the Port Authority until all appropriate permits, approvals, leases and agreements are in place.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor, Commissioner Wilson abstaining; none against:

RESOLVED, that, subject to necessary or appropriate authorizations and certifications, a project for the establishment of a ferry service between Manhattan and LaGuardia Airport (Flushing Bay) at an estimated project cost of \$35 million, including payments to contractors, vendors and consultants, allowances for extra work and net cost work, engineering, administrative and financial expenses, and a project contingency, 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:

a) issue a Request for Proposals to solicit a private sector partner to operate the proposed ferry service, provide the necessary vessels and shuttle busses to operate from the ferry to the air terminals at its cost and be responsible for the operation and maintenance of the vessels and the

LaGuardia Airport ferry/bus terminal and the maintenance and operation of the shuttle busses;

b) apply for all of the necessary state and Federal environmental and regulatory permits and approvals;

c) enter into an agreement with the City of New York to secure the property rights necessary to construct, operate and maintain a new ferry/bus terminal in Flushing Bay at LaGuardia Airport including navigation improvements in Flushing Bay;

d) enter into an agreement with the City of New York for the Port Authority to fund the design and construction of New York City East River Manhattan ferry landing improvements at East 34th, East 62nd, East 75th and East 90th Streets; and

e) (1) solicit proposals and take action with respect to purchase and 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 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 the Executive Director deems reasonable; rejection of all bids, solicitation of new bids on revised or the same requirements; or negotiation with one or more bidders or others contractors; and (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 and net cost work in connection with each contract, including supplemental agreements thereto; and to enter into such other agreements as may be necessary to effectuate the project; and it is further

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

JOHN F. KENNEDY INTERNATIONAL AIRPORT - INTERNATIONAL ARRIVALS BUILDING WEST FINGER AREA - SUBSURFACE REMEDIATION SYSTEM - PROCEEDING WITH SUPPLEMENTAL AGREEMENT NO. 1 TO CONTRACT JFK-134.007 WITH GRACE INDUSTRIES, INC./TERRA VAC, INC. AND BURNS & MCDONNELL CONSULTANTS, INC., A JOINT VENTURE

Pursuant to the authorization of the Executive Director of July 25, 1995, the Director of Engineering and Chief Engineer authorized the award of Contract JFK-134.007 for subsurface remediation systems for the International Arrivals Building at John F. Kennedy International Airport to the low bidder, Grace Industries, Inc./Terra Vac, Inc. and Burns and McDonnell Consultants, Inc., a joint venture, at its bid price of \$12.8 million, exclusive of Extra Work in an amount of up to \$1.03 million, and an allowance for Net Cost Work roughly estimated at \$425,000. Contract JFK-134.007 provided for design, furnishing, installation, operation, maintenance and removal of three separate subsurface remediation systems, and for the rehabilitation of various sections of the aircraft apron pavement.

On April 25, 1996, the Board authorized approximately \$10 million for the performance of additional subsurface environmental remediation on the International Arrivals Building ramp, and authorized the Executive Director to take bids or proposals and then award a contract or supplemental agreement. On July 11, 1996, the Board amended its prior action to require Board approval of this and certain other agreements.

Supplemental Agreement No. 1 to Contract JFK-134.007 provides for work to accelerate the subsurface remediation efforts in the area of the footprint of the proposed new West Finger Concourse of the International Arrivals Building to conform to LCOR/Schiphol USA's proposed construction schedule for redevelopment of the International Arrivals Building, specifically construction of the proposed new West Finger Concourse. Under the Supplemental Agreement a supplemental remediation system will be added to accelerate the remediation effort in this area only, in order to reduce the subsurface remediation period in the area by approximately two years. The expected completion date of the accelerated remediation is September 1997, which is based on a 365-day construction duration.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor, Commissioner Wilson abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to proceed with Supplemental Agreement No. 1 to Contract JFK-134.007 with Grace Industries, Inc./Terra Vac, Inc., and Burns and McDonnell Consultants, Inc., a joint venture, for work to accelerate the subsurface remediation efforts in the area of the John F. Kennedy International Airport International Arrivals Building West Finger Concourse, at a total cost of \$2.99 million, inclusive of an authorization for Extra Work in the amount of \$200,000 and a Net Cost Work allowance roughly estimated at \$300,000; and it is further

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

PORT AUTHORITY BUS TERMINAL - COSMETICS PLUS GROUP LTD. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with Cosmetics Plus Group Ltd. (Cosmetics Plus) covering the construction and operation of a shop for the sale of quality cosmetics and fragrances on the Main Concourse of the South Wing of the Port Authority Bus Terminal (the Terminal) and a brokerage agreement with Garrick-Aug Associates Store Leasing, Inc., the broker involved with the letting.

The principals of Cosmetics Plus have over twenty years' experience in operating cosmetics shops, and currently operate seventeen Cosmetics Plus stores in Manhattan.

The proposed Lease would be for a term commencing on or about October 1, 1996 and expiring on the day preceding the tenth anniversary of the date payment of rental commences under the Lease. Cosmetics Plus will pay a graduated basic rental for the premises plus a percentage rental as provided in the Lease. Payment of rental under the Lease will commence 240 days from the commencement date of the term of the letting under the Lease. Cosmetics Plus will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The Port Authority will remove asbestos from the premises at a cost not to exceed \$80,000 and will provide Cosmetics Plus with a credit against its rental obligations under the Lease in an amount not to exceed \$10,000 to defray the cost of constructing a corridor leading from the premises to a storage area located on the second floor of the Terminal above the premises. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on ninety days' notice, in which event Cosmetics Plus would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$500,000. If within a stated period of time following the exercise by the Port Authority of this right comparable space in the Terminal becomes available for rent the Port Authority will be obligated to offer such space to Cosmetics Plus at the then current rentals for such space.

The brokerage agreement will provide for payment of a brokerage commission in connection with the letting.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 Cosmetics Plus Group Ltd. at the Port Authority Bus Terminal and a brokerage agreement with Garrick-Aug Associates Store Leasing, Inc., substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER - LUMBERMENS MUTUAL CASUALTY COMPANY
- LEASE RENEWAL, RELOCATION AND EXPANSION**

It was recommended that the Board authorize (1) the Executive Director to enter into a lease agreement with Lumbermens Mutual Casualty Company (Lumbermens), an existing World Trade Center tenant, covering the letting of approximately 80,000 rentable square feet of space consisting of the entire 36th floor and part of the 35th floor of One World Trade Center for a term of approximately sixteen years and to enter into a brokerage agreement with Julien J. Studley, Inc. in connection with the transaction and (2) the Committee on Operations to approve the final terms of the agreements in the event they are not substantially in accordance with the terms outlined below.

Lumbermens has been a tenant at the World Trade Center since 1978. It currently occupies the entire 31st floor and portions of the 28th and 38th floors of Two World Trade Center totaling approximately 63,000 rentable square feet under a lease which expires on January 31, 1998. Lumbermens will continue to pay rental for its current premises until it relocates to the larger space upon completion of its construction and installation work. Under the proposed agreement, Lumbermens will pay an aggregate basic rental of approximately \$36 million during the rent-paying portion of the term. Lumbermens will receive a construction allowance for the new space and will receive a rental credit for any unused portion thereof. The Port Authority will be responsible for performing work in the bathrooms and corridors on the floors on which the new space is located to comply with the Americans with Disabilities Act of 1990 and will also be responsible for performing certain base building work in the new space. In the event the Port Authority is unable to tender the new space as of January 1, 1997, the basic rental for Lumbermens' current premises will be reduced and no further payments with regard to increases in operating and maintenance costs or payments in lieu of taxes will be payable by Lumbermens for the thirteen-month balance of the term.

Notwithstanding such reduction, the Port Authority will be required to continue to make payments to Lumbermens in accordance with the existing arrangement resulting from Lumbermens' earlier relocation to accommodate another World Trade Center tenant. Lumbermens will have the right to lease up to the balance of the 35th floor of One World Trade Center at any time during the term, a right of first refusal to lease certain contiguous space and a right to extend the term for one five-year period. Lumbermens will have the right to terminate the lease at the end of the tenth year following rent commencement upon payment to the Port Authority of the unamortized portion of certain Port Authority costs.

A brokerage agreement will be entered into with Julien J. Studley, Inc. providing for payment of a brokerage commission in accordance with the rates authorized by the Board at its meeting of August 11, 1977.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 of lease with Lumbermens Mutual Casualty Company covering the letting of approximately 80,000 rentable square feet of space consisting of the entire 36th and part of the 35th floor of One World Trade Center for an approximate sixteen-year term and to enter into a brokerage agreement with Julien J. Studley, Inc. in connection with the lease agreement, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and be it further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the agreements in the event that such terms and conditions are not substantially in accordance with the terms and conditions outlined above.

**THE WORLD TRADE CENTER - THACHER, PROFFITT & WOOD - LEASE
EXPANSION AND PARTIAL SURRENDER**

It was recommended that the Board authorize (1) the Executive Director to enter into a lease agreement with Thacher, Proffitt & Wood (Thacher), an existing World Trade Center tenant since 1985, covering the letting of approximately 18,500 rentable square feet of space on part of the 38th floor and the early renewal of the letting of approximately 81,000 rentable square feet of space consisting of the entire 39th and 40th floors of Two World Trade Center for a term of approximately fifteen years and to enter into a brokerage agreement with Julien J. Studley, Inc. in connection with the transaction and (2) the Committee on Operations to approve the final terms of the agreements in the event they are not substantially in accordance with the terms outlined below.

The proposed lease agreement will commence on or about October 1, 1996 and Thacher will pay an aggregate basic rental of approximately \$45 million for both the existing and expansion spaces during the rent-paying portion of the term. Thacher will receive a construction allowance with respect to the existing and expansion spaces. The Port Authority will perform or will reimburse Thacher's contractor for the performance of certain base building work. Effective in 1999, Thacher will lease an additional portion of the 38th floor contiguous to the 38th floor expansion space initially being leased. Thacher will have a right of first refusal on the balance of the 38th floor and will have certain rights to lease additional 38th and, under certain circumstances, 37th floor space during the term. Thacher will also have the right to extend the term for two successive five-year periods. A brokerage agreement will be entered into with Julien J. Studley, Inc. providing for payment of a brokerage commission in accordance with the rates authorized by the Board at its meeting of August 11, 1977.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 of lease with Thacher, Proffitt and Wood covering the letting of approximately 18,500 rentable square feet on part of the 38th floor and the early renewal of the letting of approximately 81,000 rentable square feet of space consisting of the entire 39th and 40th floors of Two World Trade Center and to enter into a brokerage agreement with Julien J. Studley, Inc. in connection with such agreement of lease, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance to be subject to the approval of General Counsel or his authorized representative; and be it further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the agreement of lease in the event that such terms and conditions are not substantially in accordance with the terms and conditions outlined above.

**THE WORLD TRADE CENTER - CANTOR FITZGERALD INCORPORATED LEASE
EXTENSION, EXPANSION AND PARTIAL SURRENDER**

It was recommended that the Board authorize (1) the Executive Director to enter into a lease agreement with Cantor Fitzgerald Incorporated (Cantor), an existing World Trade Center tenant, covering the extension of the letting of approximately 95,000 rentable square feet of space on the 104th and 105th floors of One World Trade Center, the letting of approximately 75,000 rentable square feet of expansion space consisting of the entire 103rd floor and part of the 101st floor of One World Trade Center and the surrender of approximately 25,000 rentable square feet of space on the 32nd floor of One World Trade Center and to enter into a brokerage agreement with Edward S. Gordon Company, Incorporated in connection with the transaction and (2) the Committee on Operations to approve the final terms of the agreements in the event they are not substantially in accordance with the terms outlined below.

Cantor has been a tenant at the World Trade Center since 1979. Under the proposed agreement, Cantor will extend its existing lease for an approximate seven-year period effective at the end of the current term in 2004 and will pay an aggregate basic rental of approximately \$32.8 million for both the existing and expansion spaces during the rent-paying portion of the approximate fifteen-year period covered by the proposed agreement. In addition to the basic rental, Cantor will also pay an annual fee representing recovery of certain concessions and Port Authority costs. Cantor will receive a construction allowance with respect to the expansion space. The Port Authority is responsible for removing asbestos-containing material in the entire premises and for providing stand-by emergency electrical power for which Cantor will make a one-time payment of \$250,000 to the Port Authority and will also pay an annual charge of \$120,000. In addition, the Port Authority will provide space on the 110th floor of One World Trade Center to Cantor on a rent-free basis for the installation, at Cantor's expense, of an uninterruptible power supply system. Cantor will have the right to lease additional space on the 90th through 102nd floors and, in certain circumstances, on the 106th floor of One World Trade Center. Cantor will have the right to terminate the lease at the end of the tenth year upon payment to the Port Authority of an amount to recover certain unamortized Port Authority costs.

A brokerage agreement will be entered into with Edward S. Gordon Company, Incorporated providing for payment of a brokerage commission in accordance with the rates authorized by the Board at its meeting of August 11, 1977. The brokerage commission is based on the entire term of the letting and includes an amount based on the Port Authority's estimated rental for the period during which the rental will be based upon the fair market value for the space.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 of lease with Cantor Fitzgerald Incorporated covering the extension of the letting of approximately 95,000 rentable square feet of space on the 104th and 105th floors of One World Trade Center, the letting of approximately 75,000 rentable square feet of expansion space consisting of the entire 103rd floor and part of the 101st floor of One World Trade Center and the surrender of approximately 25,000 rentable square feet of space on the 32nd floor of One World Trade Center and to enter into a brokerage agreement with Edward S. Gordon Company, Incorporated in connection with such letting, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance to be subject to the approval of General Counsel or his authorized representative; and be it further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the agreements in the event that such terms and conditions are not substantially in accordance with the terms and conditions outlined above.

PORT NEWARK - FAPS, INC. - LEASE AMENDMENT

It was recommended that the Board authorize the Executive Director to enter into an agreement with FAPS, Inc. (formerly known as Foreign Auto Preparation Service, Inc.) (FAPS) amending its lease to provide for the expansion of its leasehold to include approximately 23 acres of contiguous open area at Port Newark.

The letting of the additional space under the supplemental agreement will be effective as of October 1, 1996 and will be coterminous with FAPS' base lease, which expires November 20, 2000. Annual rental payments shall be at a fixed amount through September 30, 1998 and, thereafter, shall be subject to escalation. In addition, effective October 1, 1996, the FAPS' minimum annual vehicle guarantee shall be increased by twenty percent and shall continue to be subject to adjustment as previously provided.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 FAPS, Inc., to amend FAPS' lease at Port Newark, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of the General Counsel or his authorized representative.

**AGREEMENT WITH THE STATE OF NEW JERSEY FOR DREDGING OF THE
PORT JERSEY CHANNEL AND DREDGING OF THE FERRY TERMINAL AT
LIBERTY STATE PARK**

The dredging and deepening of Port Jersey Channel is a priority concern to the State of New Jersey. A recent letter from the New Jersey Director of Maritime Resources requested that the Port Authority assume management responsibility for the Port Jersey Channel project. The State of New Jersey has requested the Port Authority to allocate a portion of funds from New Jersey's share of the \$130 million authorized for dredging projects to pay for this work. Both the Port Authority Auto Marine Terminal and Global Terminal (the only private container terminal in the New York/New Jersey harbor) are located on this waterway. The United States government holds the riparian rights to the underwater lands in the Port Jersey Channel, while the private operator, Global Terminal, owns the channel. Global Terminal contributes 14,600 jobs and \$545 million to the regional economy. The Port Jersey Channel has been the subject of a feasibility study by the U.S. Army Corps of Engineers that would authorize the channel to 41 feet and federalize the channel for future maintenance dredging. If funding is made available by Congress this fiscal year, the federal deepening work could possibly start in 1998. However, additional depth is needed now to ensure safe vessel passage and the continued usage of the Global facility.

The Ferry Terminal at Liberty State Park is the New Jersey access to the Statue of Liberty. Approximately 650,000 visitors utilize the ferry to the statue each year. The lack of water depth at the terminal threatens to halt the ferry service by next year. The State of New Jersey has also asked the Port Authority to accomplish this dredging work and would fund the cost thereof.

The State of New Jersey has asked the Port Authority to act as its agent to accomplish both these projects and, as owner and generator of the dredged material, would indemnify the Port Authority and its contractors against any liability arising out of the performance of the work including those resulting from delays and environmental claims.

The Port Authority will provide engineering, environmental and project management services for the deepening of both the Port Jersey Channel and the Ferry Terminal at Liberty State Park. This will include design, construction, permitting services and contracting for the dredging and disposal. The Port Jersey Channel should be dredged to a depth of 38 feet to ensure that the vessels calling at the two terminals have sufficient clearance for the next few years. The Ferry Terminal at Liberty State Park must be maintained at a depth of 17 feet to ensure safe passage of the tourist ferries to the Statue.

The dredged material at both sites is partially comprised of Category III material, which is unsuitable for ocean disposal and must be placed upland, requiring specialized permitting and handling. The remainder of the material is Category II, which meets ocean disposal criteria, but requires special management at the Mud Dump Site. At the request of the Governor of the State of New Jersey, this material is not to be disposed of in the ocean. The Port Authority's Request for Proposals for Maintenance Dredging and Material Disposition for Material Dredged from Port Facilities in New York and New Jersey included maintenance dredging of the Port Jersey Channel and the Liberty State Park Ferry Slip and could possibly be used to choose the contractor to dredge and dispose of this material.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 State of New Jersey to perform engineering, environmental and project management services including contracting for the dredging and disposal work, for the dredging of the Port Jersey Channel and the Ferry Terminal at Liberty State Park on the terms and conditions above set forth; 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) award the necessary dredging and disposal contracts to the proposer who, in his opinion, is best qualified by reason of responsibility, experience and capacity to perform the work, and whose proposal price the Executive Director deems reasonable, and to order extra work up to eight percent of the amount of the proposal accepted; and to order net cost work; or to reject all proposals, solicit new proposals on revised or the same requirements, or to negotiate with one or more proposers or other contractors as he deems in the best interest of the Port Authority; and b) enter into such other agreements as are required for the work, which may include agreements for professional and advisory services related to the foregoing dredging and disposal, as he deems in the best interest of the Port Authority, including, without limitation, award to the proposer(s) who in his opinion is best qualified by reason of responsibility, experience and capacity to perform the work and whose proposal price the Executive Director deems reasonable; reject all proposals; solicit new proposals on revised or the same requirements; negotiate with one or more proposers or other contractors; and c) execute other contracts and supplemental agreements with such contractors as he deems in the best interest of the Port Authority; and to order extra and net cost work in connection with each contract, including supplemental agreements thereto; and it is further

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

AUTHORIZATION FOR THE PORT AUTHORITY IN ITS OWN BEHALF AND FOR OTHER HARBOR USERS TO OBTAIN EXCLUSIVE USE OF THE DREDGED MATERIAL DISPOSAL CAPACITY AT THE ORION SITE AND TO ENTER INTO A CONTRACT WITH ENVIRO-DREDGE FOR DREDGE, TRANSPORT AND DISPOSAL OF HARBOR SEDIMENT

It is proposed to provide \$5 million to OENJ Corporation (OENJ) as part of the funds needed to construct a critical transportation link in the vicinity of the OENJ MetroMall facility by entering into an agreement with OENJ. This is not part of the Dredging Program authorized by the Board on May 9, 1996 but is an economic development and transportation initiative.

OENJ approached the Port Authority regarding use of its property in Elizabeth, south of the Elizabeth-Port Authority Marine Terminal, as a disposal site for material dredged from the Port of New York and New Jersey. OENJ has plans to construct a regional mall and needs approximately three million cubic yards of fill material for the site as well as funds to construct infrastructure improvements associated with the MetroMall development. Reservation of this disposal site will meet the immediate operating needs of the Port of New York and New Jersey and ensure a disposal site for dredged material not suitable for ocean dumping.

The proposed contract with OENJ will reserve the remaining 1.3 million cubic yards of fill capacity at the Orion-OENJ site for dredged material. The \$5 million reservation fee to be paid by the Port Authority would be used to provide the vital transportation infrastructure for the MetroMall. The site would be able to receive this material immediately through November 1997, at which time the site will no longer be available in order to complete the MetroMall construction. In addition to the benefits to be derived from the proposed transportation improvements and the economic development benefits of the MetroMall Project, the Port Authority will receive a direct benefit from providing \$5 million to OENJ because there is a harbor-wide requirement in 1996 and 1997 for approximately 3.6 million cubic yards of disposal capacity for dredged sediment determined to be unsuitable for ocean disposal. Currently, there is insufficient disposal capacity to handle this volume of material. The report issued in February 1995 by New Jersey Governor Christine Todd Whitman's Dredged Material Management Team (DMMT) included in its recommendations the upland disposal of Category II and III dredged material removed from the Port Authority's New Jersey Marine Terminals.

The \$5 million reservation fee may be repaid to the Port Authority from credits resulting from deposits of material at the rate of \$5 per cubic yard. The repayment will only be paid out of a dedicated fund established to receive amounts paid to OENJ by other project sponsors, including private or government organizations desiring to use the reserved capacity for dredged material deposit. OENJ's liability for repayment to the Port Authority is subject to and contingent upon receipt by OENJ of payments to this fund. The amount owed to the Port Authority will be calculated at the time of the site closure (currently estimated to be November 1997). To the extent that the dedicated fund does not contain sufficient funds at the time of closure to pay the Port Authority the total due, the amount will begin to accrue interest at the rate of 6.75% per annum. Interest, which accrues on the unpaid balance, will be in

addition to the \$5 million amount described above. In no event, however, would payment to the Port Authority exceed the balance available in the dedicated fund received by OENJ.

It is also proposed to enter into an agreement with Enviro-Dredge, a joint venture of OENJ, Walsh Remedial Construction Services, L.L.C., Waste Concepts, Inc., and Great Lakes Dredge and Dock Company, which will provide for the dredging, transport and disposal of harbor sediment as required. Enviro-Dredge proposes to charge a fee of \$49 per cubic yard for a minimum volume of 700,000 cubic yards deposited. If the Port Authority elects prior to November 1, 1996 to have the full 1.3 million cubic yards dredged and deposited, the fee will be reduced to \$45 cubic yard for each cubic yard deposited. For material deposited at the Orion-OENJ site for which dredging has been performed by a contractor other than Enviro-Dredge, Enviro-Dredge will charge a fee of \$45 per cubic yard for a volume of up to 700,000 cubic yards deposited. If the Port Authority elects to use the full 1.3 million cubic yard capacity, the fee will be reduced to \$41 per cubic yard for each yard deposited.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 provide \$5 million to OENJ Corporation (OENJ) as part of the funds needed to construct a critical transportation link in the vicinity of the OENJ MetroMall facilities as an economic development and transportation initiative not part of the Dredging Program authorized by the Board on May 9, 1996, by entering into a contract with OENJ to obtain exclusive use of the dredged material disposal capacity at the Orion-OENJ site in Elizabeth and to assure the availability and use of the capabilities of Enviro-Dredge, of which OENJ is a member, for the dredging, transport and disposal of harbor sediment as required; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award the necessary dredging and disposal contract to Enviro-Dredge to dredge, transport and dispose of up to 1.3 million cubic yards of sediment at the Orion-OENJ site for the Port Authority's direct use or for the use of other harbor interests as required (including by assignment of the contract), on a work order basis, with compensation to Enviro-Dredge as set forth above; b) order extra work up to eight percent of the amount of the proposal accepted and order net cost work; and c) execute other contracts and supplemental agreements to effectuate the work with such contractors as he deems in the best interest of the Port Authority; and to order extra and net cost work in connection with each contract, including supplemental agreements thereto; and it is further

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

PORT AUTHORITY PARTICIPATION IN THE ENVIRONMENTAL PROTECTION AGENCY'S ENERGY STAR AND WASTE WISE PROGRAMS

The Energy Star Program sponsored by the United States Environmental Protection Agency (EPA) is designed to encourage businesses to purchase energy efficient office equipment meeting EPA's Energy Star guidelines. EPA's Waste WISE Program aims to promote a reduction in business solid waste.

Participants in the Energy Star Program sign an agreement with EPA setting forth their commitment to purchase office equipment which saves energy, produces less heat and emits less pollution when purchase of such equipment is cost effective and meets operational needs. The Port Authority currently purchases such equipment when the cost and operational criteria are met.

Waste WISE Program participants sign an agreement with EPA under which they agree to identify goals in the area of waste reduction, recycling and the purchase of recycled products.

Neither program entails a penalty for failure to meet goals and participants can leave either program at any time. In return for participation, EPA provides technical assistance and publicizes successful energy/waste reduction efforts.

These programs will result in reduced pollution and energy consumption, reduce agency operating costs, establish a focus for coordinating Port Authority pollution prevention efforts agency-wide and provide favorable publicity for Port Authority accomplishments.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 Environmental Protection Agency to enable Port Authority participation in the Environmental Protection Agency's Energy Star and Waste WISE Programs; and it is further

RESOLVED, that the form of any documents necessary to effectuate such shall be subject to the approval of General Counsel or his authorized representative.

**AGREEMENT WITH OMNIPOINT COMMUNICATIONS, INC. FOR RELOCATION
OF THE PORT AUTHORITY'S AIRPORTS - WORLD TRADE CENTER
MICROWAVE SYSTEM**

In April 1995, the Federal Communications Commission (FCC) completed the process of awarding the first Personal Communications Services (PCS) licenses to various communications companies throughout the United States. PCS is an enhanced wireless communications service that provides high speed data transmission and extensive network intelligence, allowing a user to possess a single handset and telephone number that can be used in commercial, office, mobile and home environments.

Along with the PCS licenses came the responsibility of relocating (i.e., moving to an alternate frequency band) existing microwave licensees from the 2 GHz band, which the FCC allocated for PCS services. The Port Authority's System, consisting of three point-to-point microwave links that provide critical voice and data communications between the World Trade Center and the three major airports, currently operates in the 2 GHz band. Sprint Spectrum L.P., using the name WirelessCo at the time, was awarded the frequencies interconnecting the World Trade Center and Kennedy International Airport, and Omnipoint Communications, Inc. was awarded the frequencies for the microwave links to LaGuardia and Newark International Airports.

Staff approached voluntary negotiations with the goal of negotiating an arrangement with one of the two licensees to relocate the entire System so as to provide for single vendor responsibility and accountability. Following a period of negotiations by staff with Sprint Spectrum and Omnipoint, which included the submission of a series of technical and financial proposals and a best and final offer by each new licensee, Omnipoint clearly emerged as the vendor of choice.

Under the proposed Agreement, Omnipoint will provide the Port Authority with a full replacement system valued at \$1.1 million, including a 525% increase in capacity; new microwave radios, multiplexers, antenna systems and power equipment; a new microwave radio remote monitoring system; a full complement of test and spare equipment; construction of a microwave equipment shelter in Building 14 at John F. Kennedy International Airport at an estimated cost of \$100,000; and maintenance and operational training. In addition, Omnipoint will assume all costs for the interim transition to leased fiber facilities until completion of installation and testing of permanent facilities, which is planned to occur by the end of November 1996, but in no event later than May 1977. Finally, as an incentive for timely relocation, Omnipoint will provide the Port Authority with a cash payment of \$2 million if the existing 2 GHz microwave links are permanently turned off on or about October 1, 1996 as well as 25 Omnipoint PCS phones and free local service for ten years, up to 500 minutes per month per phone, at an estimated value of \$760,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 Omnipoint Communications, Inc. under which Omnipoint shall relocate the Port Authority's 2 GHz Airport-World Trade Center Microwave System to an alternate frequency band and provide the Port Authority with a full 11 GHz replacement system and other incentives as set forth above, having an estimated aggregate value of \$3,960,000; and it is further

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

SETTLEMENT OF CLAIM - JOSEPH ASARO, AS EXECUTOR OF THE LAST WILL AND TESTAMENT OF MELCHIORRE CHIARENZA AND MARIA CHIARENZA V. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY, ET ANO.

It was recommended that General Counsel be authorized to enter into a settlement with Joseph Asaro, as Executor of the Last Will and Testament of Melchiorre Chiarenza and Maria Chiarenza, and their attorney, in the amount of \$250,000 inclusive of attorney's fees, interest, costs, disbursements, and any and all liens in exchange for a general release and stipulation of discontinuance with prejudice.

This settlement will fully resolve the claim of the Estate of plaintiff's decedent and his widow for damages arising out of an incident on September 17, 1992 on West Street in Manhattan when the decedent was struck by a Port Authority owned and operated vehicle. As a result, he was hospitalized for approximately one and a half months and underwent numerous surgeries including removal of his kidney, and insertion of metal rods into his right leg. He died approximately fourteen months post-accident due to cancer not related to this action.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Wilson 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 action entitled Joseph Asaro, as Executor of the Last Will and Testament of Melchiorre Chiarenza and Maria Chiarenza v. The Port Authority of New York and New Jersey, et ano., for the total amount of \$250,000 inclusive of attorney fees, costs and disbursements, and any and all liens by paying said amount to the Estate of plaintiff's decedent, his widow, and their attorney in exchange for a general release and stipulation of discontinuance with prejudice, in full settlement of the claim.

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 June 1, 1996 to July 31, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK110147	IAB Ceiling Replacement and Vestibule Rehabilitation JFK International Airport Attri Enterprises Inc.	3,282,000(A) 329,000(D) 3,611,000	3,282,000(A) 225,168(D) 3,507,168
EWR534	Tower Road, Underpass Roadway at Taxiway Bridge Repairs Newark International Airport Arkay Construction Inc.	400,000(A) 75,000(B) 31,473(C) 48,000(D) 554,473	334,080(A)(H) 38,911(B) 31,473(C) 45,160(D) 449,624
EWR174047	International Terminal Structural Steele Newark International Airport Helmark Steel, Inc.	3,373,980(A) 17,069(C) 338,000(D) 100,000(J) 16,583(K) 3,845,632	3,373,980(A) 17,069(C) 338,000(D) 47,644(J) 16,583(K) 3,793,276
HT372A	Removal of Roadway Build-up Holland Tunnel IJM Construction Co., Inc.	64,800(A) 7,000(D) 71,800	6,000(A)(I) -0-(C) 6,000
LT417	Resupport of Outbound Roadway Slab Lincoln Tunnel Cornerstone Three Construction	26,000(A) 7,000(B) 8,000(C) 4,000(D) 700(F) -0-(G) 45,700	26,000(A) 7,000(B) -0-(C) -0-(D) 700(F) 400(G) 34,100
LT110073	ADA Compliance Lincoln Tunnel MW Contracting Service	59,811(A) 10,000(C) 6,000(D) 75,811	59,811(A) -0-(C) 625(D) 60,436

LT433	Repairs to Galvin Plaza	22,100(A)	22,100(A)
	Lincoln Tunnel	22,645(B)	17,212(B)
	MACC Construction, Inc.	7,500(C)	-0-(C)
		4,000(D)	-0-(D)
		56,245	39,312
PN110064	Facility Sign	344,661(A)	344,661(A)
	Port Newark	29,810(B)	29,810(B)
	Collinson, Inc.	1,100(F)	1,100(F)
		38,000(D)	4,025(D)
		413,571	379,596
WTC178	Upgrade of Automatic	176,600(A)	176,600(A)
	Temperature Control System	17,660(D)	17,660(D)
	for Air Conditioning	25,000(E)	9,565(E)
	World Trade Center		
	Elite Control Contracting, Inc.	219,260	203,825
MFB214004	Soil Remediation VIA Work	20,871(C)	20,871(C)
	Order		
	Bayonne Bridge, Goethals		
	Bridge & Outerbridge Crossing		
	Rossini Contracting Corp.	20,871	20,871

- (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 Payment" column is the authorized net cost amount
- (D) Extra Work
- (E) Memorandum of Authorization dated 4/19/94, increasing extra work in the amount of \$25,000
- (F) Per PAI 45-1.01.05, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization
- (G) Per PAI 45-1.01.05, uncommitted funds in extra work are permitted to be utilized against additional costs in classified work not covered under (F)
- (H) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders for omitted work
- (I) Contract mutually terminated
- (J) Memorandum of Authorization dated 10/20/94, increasing extra work in the amount of \$100,000
- (K) Premium for furnishing performance and payment bond as provided for in the Contract

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK215550	Asbestos Removal Via Work Order JFK International Airport Air & Water Technologies Corp.	2,000,000(C) 2,000,000	2,796,001(C)(M) 2,796,001
JFK751	Bus Stop Improvements JFK International Airport S & A Contracting, Inc.	285,000(A) 514,000(B) 51,400(F) 13,500(C) 80,000(D) 943,900	285,000(A) 514,000(B) 2,835(F) -0-(C) 15,525(D) 817,360
JFK785	Cargo Building 80-Fire Alarm and Smoke Detection System Upgrade JFK International Airport Total Electrical Construction Co., Inc.	124,000(A) 13,000(D) 137,000	124,000(A) 8,987(D) 132,987
EWR599B	Improvements to Brewster Road Newark International Airport W. Kelly Equipment, Inc.	107,168(A) 163,781(B) 16,378(F) -0-(I) 20,000(C) 22,000(D) 329,327	107,168(A) 163,781(B) 16,378(F) 19,871(I) -0-(C) 898(D) 308,096
HT341	Rehabilitation of Brick Facade-New Jersey Administration Bldg. and Service Garages No. 1 & 2 Holland Tunnel Zanis Construction Corp.	278,400(A) 15,600(B) 13,910(C) 30,000(D) 337,910	278,400(A) 2,250(B) 13,910(C) 11,390(D) 305,950
HT346	Rehabilitation of Police Detention Facility in Service Building #2 Holland Tunnel Pav-Lak Contracting, Inc. d/b/a Precision Contracting	325,000(A) 33,000(D) 358,000	325,000(A) 390(D) 325,390

LGA215279	Central Terminal Bldg West Wing Third Floor Asbestos Abatement LaGuardia Airport Asbestos Containment Services, Inc.	298,000(A) 25,000(C) 30,000(D) 353,000	298,000(A) 2,926(C) 27,510(D) 328,436
LGA517B	Relocation of Security Guard Post One LaGuardia Airport Clover Construction Consultants, Inc.	429,000(A) 43,000(D) 80,000(G) 552,000	429,000(A) 43,000(D) 72,837(G) 544,837
PN223	Rehabilitation of Distribution, Kellogg and Marlin Streets Port Newark Railroad Construction Company, Inc.	848,325(A) 234,000(B) 106,000(H) 100,000(C) 109,000(D) 1,397,325	848,325(A) 234,000(B) 105,708(H) 22,236(C) 68,700(D) 1,278,967
WTC115265	One WTC 28th Floor-Asbestos Abatement World Trade Center Asbestos Containment Services, Inc.	829,000(A) 1,000(C) 165,800(D) 24,870(L) 1,020,670	805,060(A)(K) 1,000(C) -0-(D) 24,870(L) 830,930
WTC115271	One WTC 25th Floor-Asbestos Abatement World Trade Center Asbestos Containment Services, Inc.	847,000(A) 169,400(D) 25,410(L) 1,041,810	816,935(A)(K) 1,700(D) 25,410(L) 844,045
WTC115272	One WTC 27th Floor-Asbestos Abatement World Trade Center Asbestos Containment Services, Inc.	789,000(A) 1,000(C) 23,670(L) 813,670	692,452(A)(K) 1,000(C) 23,670(L) 717,122
GWB362	Repair of Sign Structures in New York and New Jersey George Washington Bridge E. Daskal Corp.	575,757(A) 11,479(C) 58,000(D) 645,236	575,757(A) 11,479(C) 55,516(D) 642,752
GWB389	Replacement of Rest Room Particions New Jersey Administration Bldg. George Washington Bridge Riverside of NY Construction	24,500(A) 1,960(D) 26,460	24,500(A) -0-(D) 24,500

MF415720	Asbestos Removal Via Work Order Multi-Facility TB&T, PATH, EDD-NY Asbestos Control Services, Inc.	3,000,000(C) 3,000,000	3,506,096(C)(M) 3,506,096
MF415750	Asbestos Removal Via Work Order Multi-Facility TB&T, PATH, EDD-NY Air & Water Technologies Corp.	3,000,000(C) 3,000,000	1,627,492(C) 1,627,492
PST110015	Pile Wrapping & Substructure Repairs Piers 88, 90 and 92 New York City Passenger Ship Terminal Gates Construction Corp.	913,000(A) 2,081,000(B) 100,000(C) 300,000(D) 3,394,000	913,000(A) 1,800,901(B) 88,536(C) 156,933(D) 2,959,370
BP110022	Atlantic Wharf Bulkhead Replacement/Stabilization Brooklyn Port Authority Marine Terminal Ribar Contracting Inc.	973,000(A) 245,000(B) 1,472,000(D) 2,690,000	973,000(A) 75,142(B) 1,417,566(D) 2,456,708
MFP197	Maintenance Dredging Via Work Order Multi-Facility Port Great Lakes Dredge & Dock Company	1,868,500(B) 310,000(C) 130,000(D) 250,000(E) 2,558,500	1,324,236(B) -0-(C) 130,000(D) 80,650(E) 1,534,886
EP130	Railroad Track Improvements Elizabeth Port Authority Marine Terminal Railroad Construction Company, Inc.	1,330,000(A) 134,000(B) 60,000(C) 134,000(D) 1,658,000	1,330,000(A) 30,900(B) 41,255(C) 70,000(D) 1,472,155
AKB142	Improvements to On-ramp and Administrative Area Facilities Bayonne Bridge JAB Construction, Inc.	249,260(A) 26,499(C) 20,000(D) 295,759	241,638(A)(J) 26,499(C) -0-(D) 268,137

- (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 Payment" column is the authorized net cost amount
- (D) Extra Work
- (E) Memorandum of Authorization dated 5/17/95, increasing extra work in the amount of \$250,000
- (F) Per AP 45-1.01.05, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization
- (G) Memorandum of Authorization dated 11/21/94, increasing extra work in the amount of \$80,000
- (H) Memorandum of Authorization dated 11/8/95, increasing classified work in the amount of \$106,000
- (I) Per AP 45-1.01.05, uncommitted funds in extra work are permitted to be utilized against additional costs in classified work not covered under (F)
- (J) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$5,399 for deleted work and as per the clause in the Contract entitled "Deductions for Contract Compensation for Deficiencies," Clause 4.01, \$2,223 was also deducted from the Contractor's compensation.
- (K) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders omitted work
- (L) Premium for furnishing performance and payment bond as provided for in the Contract
- (M) Audit Report verified the net cost amount for "Total Payment"

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period June 1, 1996 to July 31, 1996.

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>Purch 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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
06/03/96	\$10,000,000	US T-BILL	---	05/29/97	94.55	5.445%	5.757%	\$ 9,455,500.00	Morgan Stanley & Co
06/03/96	10,000,000	USTBILL(100S)	---	06/18/96	99.78	5.160	5.243	9,978,500.00	First Boston
06/03/96	10,000,000	US T-BILL	---	08/01/96	99.18	4.960	5.070	9,918,711.11	Nikko Securities Co Intl
06/03/96	15,000,000	US T-BILL	---	06/18/96	99.78	5.200	5.284	14,967,500.00	Paribas
06/04/96	10,000,000	US T-BILL	---	08/29/96	98.78	5.080	5.214	9,878,644.44	PaineWebber
06/04/96	20,000,000	GECC CP	---	06/19/96	99.77	5.300	5.386	19,955,833.34	General Electric Capital
06/06/96	10,000,000	US T-NOTE	6.125%	03/31/98	99.87	---	6.194	9,987,500.00	Goldman, Sachs
06/06/96	15,000,000	US T-NOTE	5.875	07/31/97	99.91	---	5.945	14,987,109.38	Paribas
06/06/96	20,000,000	GECC CP	---	06/25/96	99.72	5.270	5.358	19,944,372.22	General Electric Capital
06/10/96	5,000,000	US T-NOTE	6.000	05/31/98	99.29	---	6.384	4,964,843.75	Daiwa Securities America
06/10/96	10,000,000	FMCDN	---	07/08/96	99.59	5.250	5.345	9,959,166.67	PaineWebber
06/11/96	5,000,000	US T-NOTE	6.000	05/31/98	99.28	---	6.388	4,964,453.13	Nikko Securities Co Intl
06/11/96	10,000,000	US T-NOTE	5.875	07/31/97	99.78	---	6.062	9,978,906.25	PaineWebber
06/12/96	5,000,000	US T-BILL	---	10/03/96	98.38	5.145	5.302	4,919,252.09	Nikko Securities Co Intl

(... - 9/12/96)

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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
06/12/96	\$ 15,000,000	US T-BILL	---	09/05/96	98.79	5.100%	5.234%	\$ 14,819,375.00	Nikko Securities Co Intl
06/13/96	15,000,000	FNDN	---	07/15/96	99.53	5.270	5.368	14,929,733.34	PaineWebber
06/17/96	10,000,000	GECC CP	---	07/10/96	99.65	5.340	5.433	9,965,883.33	General Electric Capital
06/18/96	10,000,000	US T-BILL	---	09/12/96	98.78	5.070	5.203	9,878,883.33	Nikko Securities Co Intl
06/18/96	10,000,000	US T-BILL	---	09/12/96	98.78	5.070	5.203	9,878,883.33	First Boston
06/19/96	10,000,000	US T-NOTE	6.500%	05/31/01	99.57	---	6.600	9,957,812.50	Merrill Lynch Gov Sec
06/19/96	*15,000,000	US T-NOTE	6.250	01/31/97	100.35	---	5.635	15,053,906.25	PaineWebber
06/19/96	20,000,000	GECC CP	---	07/09/96	99.70	5.350	5.440	19,940,555.56	General Electric Capital
06/20/96	10,000,000	US T-NOTE	6.500	05/31/01	99.16	---	6.700	9,916,406.25	Goldman, Sachs & Co
06/20/96	10,000,000	FMCDN	---	07/18/96	99.58	5.290	5.386	9,958,855.56	PaineWebber
06/24/96	10,000,000	FMCDN	---	07/19/96	99.63	5.280	5.373	9,963,333.33	PaineWebber
06/25/96	20,000,000	GECC CP	---	07/15/96	99.70	5.370	5.461	19,940,333.34	General Electric Capital
06/27/96	<u>10,000,000</u>	US T-BILL	---	06/26/97	94.38	5.555	5.881	<u>9,438,327.78</u>	PaineWebber
	<u>\$320,000,000</u>							<u>\$317,502,581.28</u>	

BEY - Bond Equivalent Yield

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

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

Sale of Securities

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
06/03/96	\$ 10,000,000	US T-BILL	---	07/25/96	99.29	4.910%	5.014%	5.23%	\$ 9,929,077.78	Nikko Securities Co Intl
06/06/96	15,000,000	US T-NOTE	6.500%	05/15/97	100.59	---	5.832	6.32	15,089,648.44	Paribas
06/12/96	25,000,000	US T-BILL	---	07/05/96	99.68	4.940	5.024	5.19	24,921,097.23	Morgan Stanley & Co
06/18/96	10,000,000	US T-BILL	---	08/29/96	98.99	5.015	5.136	5.56	9,899,700.00	First Boston
06/18/96	10,000,000	US T-BILL	---	08/01/96	99.41	4.785	4.880	5.59	9,941,516.67	Nikko Securities Co Intl
06/19/96	*15,000,000	US T-NOTE	6.500	11/30/96	100.39	---	5.588	6.65	15,058,593.75	PaineWebber
06/24/96	20,000,000	USTBILL(100S)	---	06/27/96	99.96	4.770	4.838	5.01	19,992,050.00	First Boston
06/26/96	<u>5,000,000</u>	USTN (105S)	6.500	09/30/96	100.28	---	5.301	5.11	<u>5,014,453.13</u>	Paribas
	<u>\$110,000,000</u>								<u>\$109,846,137.00</u>	

BEY - Bond Equivalent Yield

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

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>
Eastbridge Capital	06/03/96	06/04/96	\$ 3,865,000	5.280%	\$ 566.87
Eastbridge Capital	06/03/96	06/04/96	9,180,000	5.280	1,346.40
Lehman Brothers	06/03/96	06/17/96	13,470,000*	5.180	27,258.04
Eastbridge Capital	06/03/96	06/04/96	14,840,000	5.280	2,176.53
Eastbridge Capital	06/03/96	06/04/96	15,865,000	5.280	2,326.87
Lehman Brothers	06/03/96	06/17/96	19,780,000*	5.180	40,027.03
Daiwa Securities America	06/03/96	06/04/96	23,000,000	5.280	3,373.33
Eastbridge Capital	06/04/96	06/05/96	8,630,000	5.300	1,270.53
Yamaichi Intl (America)	06/04/96	06/05/96	13,107,000	5.300	1,929.64
Eastbridge Capital	06/04/96	06/05/96	14,840,000	5.300	2,184.78
Eastbridge Capital	06/04/96	06/05/96	15,795,000	5.300	2,325.38
Yamaichi Intl (America)	06/04/96	06/05/96	15,893,000	5.300	2,339.80
Yamaichi Intl (America)	06/05/96	06/06/96	8,330,000	5.375	1,243.72
Yamaichi Intl (America)	06/05/96	06/06/96	14,815,000	5.375	2,211.96

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>
Yamaichi Intl (America)	06/05/96	06/06/96	\$15,755,000	5.375%	\$ 2,352.31
Eastbridge Capital	06/05/96	06/06/96	47,000,000	5.375	7,017.36
Yamaichi Intl (America)	06/06/96	06/07/96	8,330,000	5.220	1,207.85
Dean Witter Reynolds	06/06/96	06/28/96	9,845,000*	5.150	31,394.61
Yamaichi Intl (America)	06/06/96	06/07/96	14,815,000	5.220	2,148.18
Yamaichi Intl (America)	06/06/96	06/07/96	15,755,000	5.220	2,284.48
Eastbridge Capital	06/06/96	06/07/96	32,000,000	5.220	4,640.00
Nomura Securities Intl	06/07/96	06/10/96	7,130,000	5.170	3,071.84
Nomura Securities Intl	06/07/96	06/10/96	14,600,000	5.170	6,290.17
Nomura Securities Intl	06/07/96	06/10/96	15,740,000	5.170	6,781.32
Yamaichi Intl (America)	06/07/96	06/28/96	24,968,750*	5.180	75,946.61
Eastbridge Capital	06/07/96	06/10/96	33,000,000	5.180	14,245.00
Dean Witter Reynolds	06/07/96	06/28/96	33,127,500*	5.150	100,854.83
Eastbridge Capital	06/10/96	06/11/96	6,900,000	5.190	994.75

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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>
Eastbridge Capital	06/10/96	06/11/96	\$14,575,000	5.190%	\$ 2,101.23
Eastbridge Capital	06/10/96	06/11/96	15,670,000	5.190	2,259.09
Daiwa Securities America	06/10/96	06/11/96	33,000,000	5.180	4,748.33
Nikko Securities Co Intl	06/11/96	06/12/96	5,070,000	5.190	730.93
Nikko Securities Co Intl	06/11/96	06/12/96	14,570,000	5.190	2,100.51
Nikko Securities Co Intl	06/11/96	06/12/96	15,600,000	5.190	2,249.00
Eastbridge Capital	06/11/96	06/12/96	30,000,000	5.190	4,325.00
Eastbridge Capital	06/12/96	06/13/96	5,070,000	5.200	732.33
Eastbridge Capital	06/12/96	06/13/96	14,574,000	5.200	2,105.13
Eastbridge Capital	06/12/96	06/13/96	15,600,000	5.200	2,253.33
Daiwa Securities America	06/12/96	06/13/96	40,000,000	5.200	5,777.78
Nikko Securities Co Intl	06/13/96	06/14/96	5,071,000	5.200	732.48
Nikko Securities Co Intl	06/13/96	06/14/96	14,576,000	5.200	2,105.42
Nikko Securities Co Intl	06/13/96	06/14/96	15,603,000	5.200	2,253.77

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
-----	-----	-----	-----	-----	-----
Eastbridge Capital	06/13/96	06/14/96	\$25,000,000	5.210%	\$ 3,618.06
Daiwa Securities America	06/13/96	06/14/96	43,000,000	5.200	6,211.11
Nomura Securities Intl	06/14/96	06/17/96	4,320,000	5.200	1,872.00
Nomura Securities Intl	06/14/96	06/17/96	14,550,000	5.200	6,305.00
Nomura Securities Intl	06/14/96	06/17/96	15,456,000	5.200	6,697.60
Eastbridge Capital	06/14/96	06/17/96	35,000,000	5.200	15,166.67
Daiwa Securities America	06/14/96	06/17/96	35,000,000	5.200	15,166.67
Eastbridge Capital	06/17/96	06/18/96	1,975,000	5.330	292.41
Fuji Securities	06/17/96	06/18/96	4,180,000	5.300	615.39
Fuji Securities	06/17/96	06/18/96	14,500,000	5.300	2,134.72
SBC Capital Markets, Inc.	06/17/96	07/01/96	15,037,500*	5.400	30,640.99
Fuji Securities	06/17/96	06/18/96	15,305,000	5.300	2,253.24
Eastbridge Capital	06/17/96	06/18/96	48,025,000	5.330	7,110.37
Eastbridge Capital	06/18/96	06/19/96	4,175,000	5.300	614.65

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	06/18/96	06/19/96	\$14,495,000	5.300%	\$ 2,133.99
Fuji Securities	06/18/96	06/19/96	20,000,000	5.250	2,916.67
Eastbridge Capital	06/18/96	06/19/96	25,305,000	5.300	3,725.46
Citicorp Securities Mkts	06/18/96	06/19/96	50,000,000	5.300	7,361.11
Nikko Securities Co Intl	06/19/96	06/20/96	936,000	5.350	139.10
Eastbridge Capital	06/19/96	06/20/96	2,925,000	5.350	434.69
Eastbridge Capital	06/19/96	06/20/96	14,385,000	5.350	2,137.77
Citicorp Securities Mkts	06/19/96	06/20/96	15,000,000	5.350	2,229.17
Eastbridge Capital	06/19/96	06/20/96	25,065,000	5.350	3,724.94
Nikko Securities Co Intl	06/19/96	06/20/96	49,064,000	5.350	7,291.46
Fuji Securities	06/20/96	06/21/96	2,495,000	5.250	363.85
Fuji Securities	06/20/96	06/21/96	14,380,000	5.250	2,097.08
First Chicago Capital Mkt	06/20/96	Open	19,300,000*	Variable**	0.00
Prudential Securities	06/20/96	06/27/96	19,950,000*	5.100	20,016.50

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	06/20/96	06/21/96	\$25,050,000	5.250%	\$ 3,653.13
Daiwa Securities America	06/20/96	06/21/96	50,000,000	5.260	7,305.56
Eastbridge Capital	06/21/96	06/24/96	1,550,000	5.160	666.50
Nomura Securities Intl	06/21/96	06/24/96	1,805,000	5.150	774.65
Nomura Securities Intl	06/21/96	06/24/96	14,375,000	5.150	6,169.27
Nomura Securities Intl	06/21/96	06/24/96	25,025,000	5.150	10,739.90
Eastbridge Capital	06/21/96	06/24/96	48,450,000	5.160	20,833.50
Eastbridge Capital	06/24/96	06/25/96	1,780,000	5.200	257.11
Fuji Securities	06/24/96	06/25/96	14,370,000	5.180	2,067.68
Fuji Securities	06/24/96	06/25/96	16,000,000	5.180	2,302.22
Citicorp Securities Mkts	06/24/96	06/25/96	20,080,000	5.180	2,889.29
Citicorp Securities Mkts	06/24/96	06/25/96	29,920,000	5.180	4,305.16
Eastbridge Capital	06/24/96	06/25/96	45,020,000	5.200	6,502.89
Fuji Securities	06/25/96	06/26/96	1,000,000	5.130	142.50

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Fuji Securities	06/25/96	06/26/96	\$ 5,585,000	5.130%	\$ 795.86
Citicorp Securities Mkts	06/25/96	06/26/96	8,990,000	5.080	1,268.59
Citicorp Securities Mkts	06/25/96	06/26/96	14,370,000	5.080	2,027.77
Citicorp Securities Mkts	06/25/96	06/26/96	24,010,000	5.080	3,388.08
Fuji Securities	06/25/96	06/26/96	39,310,000	5.130	5,601.68
Eastbridge Capital	06/25/96	06/26/96	50,000,000	5.150	7,152.78
Eastbridge Capital	06/26/96	06/27/96	1,250,000	5.100	177.08
Nomura Securities Intl	06/26/96	06/27/96	1,630,000	5.080	230.01
Nomura Securities Intl	06/26/96	06/27/96	14,335,000	5.080	2,022.83
Daiwa Securities America	06/26/96	06/27/96	42,000,000	5.100	5,950.00
Citicorp Securities Mkts	06/26/96	06/27/96	42,495,000	5.080	5,996.52
Eastbridge Capital	06/26/96	06/27/96	48,750,000	5.100	6,906.25
Nikko Securities Co Intl	06/27/96	06/28/96	1,465,000	5.130	208.76
Fuji Securities	06/27/96	06/28/96	14,225,000	5.125	2,025.09

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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	06/27/96	06/28/96	\$30,000,000	5.125%	\$ 4,270.83
Nikko Securities Co Intl	06/27/96	06/28/96	42,235,000	5.130	6,018.49
Eastbridge Capital	06/27/96	06/28/96	50,000,000	5.130	7,125.00
Nikko Securities Co Intl	06/28/96	07/01/96	1,395,000	5.450	633.56
Eastbridge Capital	06/28/96	07/01/96	13,630,000	5.450	6,190.29
SBC Capital Markets, Inc.	06/28/96	Open	19,450,000*	Variable**	0.00
Fuji Securities	06/28/96	07/01/96	24,495,000	5.500	11,226.88
Eastbridge Capital	06/28/96	07/01/96	25,000,000	5.450	11,354.17
Fuji Securities	06/28/96	07/01/96	25,505,000	5.500	11,689.79
First Chicago Capital Mkt	06/28/96	Open	29,625,000*	Variable**	0.00
Nikko Securities Co Intl	06/28/96	07/01/96	40,960,000	5.450	18,602.67

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

**This rate is subject to change daily.

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

Reverse Repurchase Transactions

Dealer	Sale Date	Purchase Date	Par Value	Interest Rate	Total Interest Paid
Lehman Brothers	06/03/96	06/17/96	\$33,250,000*	5.150%	\$65,410.14
Dean Witter Reynolds	06/06/96	06/28/96	9,845,000*	5.100	30,615.22
Dean Witter Reynolds	06/07/96	06/28/96	33,127,500*	5.100	96,667.89
Yamaichi Intl (America)	06/07/96	06/28/96	24,968,750*	5.130	74,628.82
SBC Capital Markets, Inc.	06/17/96	07/01/96	15,037,500*	5.250	29,719.95
First Chicago Capital Mkt	06/20/96	Open	19,300,000*	Variable**	0.00
Prudential Securities	06/20/96	06/27/96	19,950,000*	5.050	19,578.71
SBC Capital Markets, Inc.	06/28/96	Open	19,450,000*	Variable**	0.00
First Chicago Capital Mkt	06/28/96	Open	29,625,000*	Variable**	0.00

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

**This rate is subject to change daily.

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

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 June 1, 1996 through June 30, 1996, 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

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>
06/04/96	\$10,000,000	OTC European Put on US Treasury Notes 6 1/2% due 5/31/01	15 1/4/32	99.18+/32	06/18/96 for 06/19/96	Merrill Lynch Gov Sec	\$47,656.25
06/26/96	10,000,000	OTC European Call on US Treasury Notes 6 1/2% due 5/31/01	13+/32	99.06/32	07/10/96 for 07/11/96	Goldman, Sachs & Co.	42,187.50

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 June 1, 1996 through June 30, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of June 30, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 June 1, 1996 through June 30, 1996 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.

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 April 1, 1996 through June 30, 1996 involving the use of the Municipal Bond Futures Contracts (Muni) and the United States Treasury Bond Futures Contracts (T-Bond) 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>Contract</u>	<u>Short Position</u>	<u>Cumulative 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 2nd Quarter 1996.

Report A: Pursuant to investment policies adopted by the Committee, the Executive Director reports that he has authorized the following security transactions during the period July 1, 1996 through July 31, 1996.

Purchase of Port Authority Bonds

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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Call Year	YTC @ Cost	BEY @ Cost	Total Principal	Dealer
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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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
07/03/96	\$15,000,000	US T-NOTE	6.375%	05/15/99	99.96	---	6.383%	\$14,995,312.50	Paribas
07/08/96	15,000,000	FMCDN	---	07/22/96	99.79	5.290%	5.375	14,969,141.67	PaineWebber
07/09/96	*10,000,000	US T-BILL	---	09/12/96	99.07	5.110	5.229	9,907,736.11	Nikko Securities Co Intl
07/09/96	20,000,000	GECC CP	---	07/24/96	99.77	5.350	5.436	19,955,416.66	General Electric Capital
07/10/96	10,000,000	GECC CP	---	08/01/96	99.67	5.250	5.340	9,967,916.67	General Electric Capital
07/15/96	15,000,000	FMCDN	---	08/16/96	99.53	5.250	5.348	14,930,000.00	First Chicago Capital Mkt
07/15/96	20,000,000	GECC CP	---	08/01/96	99.74	5.300	5.387	19,949,944.44	General Electric Capital
07/18/96	10,000,000	FMCDN	---	08/19/96	99.53	5.240	5.338	9,953,422.22	First Chicago Capital Mkt
07/19/96	10,000,000	US T-BILL	---	06/26/97	94.84	5.425	5.723	9,484,625.00	First Boston
07/19/96	10,000,000	US T-NOTE	6.250	06/30/98	100.21	---	6.127	10,021,875.00	Paribas
07/19/96	10,000,000	FMCDN	---	08/20/96	99.53	5.240	5.338	9,953,422.22	First Chicago Capital Mkt
07/22/96	15,000,000	FCDN	---	08/21/96	99.56	5.230	5.326	14,934,625.01	PaineWebber
07/24/96	365,000	US T-BILL	---	01/02/97	97.65	5.215	5.414	356,434.36	Fuji Securities
07/24/96	20,000,000	GECC CP	---	09/03/96	99.39	5.290	5.396	19,879,505.56	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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
07/26/96	\$ 26,000,000	US T-NOTE	6.125%	07/31/96	100.00	---	5.395%	\$ 26,002,031.25	First Boston
07/31/96	<u>10,000,000</u>	US T-NOTE	6.250	06/30/98	99.92	---	6.290	<u>9,992,187.50</u>	Paribas
	<u>\$216,365,000</u>							<u>\$215,253,596.17</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

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
07/01/96	\$15,000,000	US T-NOTE	6.375%	05/15/99	100.14	---	6.314%	7.31%	\$ 15,022,265.63	Goldman, Sachs & Co
07/01/96	10,000,000	US T-NOTE	6.500	05/31/01	99.65	---	6.581	22.92	9,965,625.00	Morgan Stanley & Co
07/01/96	10,000,000	US T-NOTE	6.000	05/31/98	99.83	---	6.089	7.30	9,983,593.76	PaineWebber
07/09/96	*10,000,000	US T-BILL	---	09/05/96	99.18	5.050%	5.162	5.34	9,918,638.89	Nikko Securities Co Intl
07/11/96	10,000,000	US T-NOTE	6.500	05/31/01	99.18	---	6.695	0.00	9,918,750.00	Goldman, Sachs & Co
07/12/96	5,000,000	US T-NOTE	6.500	09/30/96	100.25	---	5.212	5.24	5,012,890.63	First Chicago Capital Mkt
07/15/96	<u>25,000,000</u>	US T-NOTE	6.125	07/31/96	100.04	---	5.005	6.31	<u>25,010,742.20</u>	Paribas
	<u>\$85,000,000</u>								<u>\$84,832,506.11</u>	

*This transaction was part of a swap in which there was a related purchase of securities.
BEY - Bond Equivalent Yield

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

Repurchase Transactions

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	07/01/96	07/02/96	\$ 1,190,000	5.350%	\$ 176.85
Yamaichi Intl (America)	07/01/96	07/02/96	10,165,000	5.370	1,516.28
Yamaichi Intl (America)	07/01/96	07/02/96	11,428,000	5.370	1,704.68
Yamaichi Intl (America)	07/01/96	07/02/96	13,630,000	5.370	2,033.14
Yamaichi Intl (America)	07/01/96	07/02/96	14,777,000	5.370	2,204.24
Nomura Securities Intl	07/01/96	07/02/96	24,232,000	5.350	3,601.14
Nomura Securities Intl	07/01/96	07/02/96	25,768,000	5.350	3,829.41
Eastbridge Capital	07/01/96	07/02/96	40,755,000	5.350	6,056.65
Daiwa Securities America	07/02/96	07/03/96	1,192,000	5.350	177.14
Yamaichi Intl (America)	07/02/96	07/03/96	11,472,000	5.375	1,712.83
Fuji Securities	07/02/96	07/03/96	12,000,000	5.350	1,783.33
Eastbridge Capital	07/02/96	07/03/96	13,570,000	5.350	2,016.65
Yamaichi Intl (America)	07/02/96	07/03/96	19,068,000	5.375	2,846.96
Yamaichi Intl (America)	07/02/96	07/03/96	19,460,000	5.375	2,905.49

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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>
Prudential Securities	07/02/96	07/19/96	\$24,531,250*	5.230%	\$ 60,660.33
Eastbridge Capital	07/02/96	07/03/96	36,000,000	5.350	5,350.00
Lehman Brothers	07/02/96	07/09/96	39,250,000*	5.250	40,645.56
Daiwa Securities America	07/02/96	07/03/96	40,490,000	5.350	6,017.26
Nikko Securities Co Intl	07/03/96	07/05/96	1,175,000	5.480	357.72
Nikko Securities Co Intl	07/03/96	07/05/96	2,888,000	5.480	879.24
Eastbridge Capital	07/03/96	07/05/96	13,560,000	5.500	4,143.33
Yamaichi Intl (America)	07/03/96	07/05/96	24,128,000	5.500	7,372.44
Yamaichi Intl (America)	07/03/96	07/05/96	25,872,000	5.500	7,905.33
Eastbridge Capital	07/03/96	07/05/96	36,000,000	5.500	11,000.00
Nikko Securities Co Intl	07/03/96	07/05/96	37,407,000	5.480	11,388.35
Nikko Securities Co Intl	07/05/96	07/08/96	1,175,000	5.280	517.00
Nikko Securities Co Intl	07/05/96	07/08/96	1,349,000	5.280	593.56
Citicorp Securities Mkts	07/05/96	07/08/96	13,560,000	5.280	5,966.40

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Citicorp Securities Mkts	07/05/96	07/08/96	\$34,000,000	5.280%	\$ 14,960.00
Nikko Securities Co Intl	07/05/96	07/08/96	38,891,000	5.280	17,112.04
Eastbridge Capital	07/05/96	07/08/96	50,000,000	5.280	22,000.00
Nomura Securities Intl	07/08/96	07/09/96	1,175,000	5.250	171.35
Daiwa Securities America	07/08/96	07/09/96	13,570,000	5.250	1,978.96
Yamaichi Intl (America)	07/08/96	07/09/96	24,788,000	5.270	3,628.69
Yamaichi Intl (America)	07/08/96	07/09/96	25,212,000	5.270	3,690.76
Daiwa Securities America	07/08/96	07/09/96	30,000,000	5.250	4,375.00
Nomura Securities Intl	07/08/96	07/09/96	40,255,000	5.250	5,870.52
Nikko Securities Co Intl	07/09/96	07/10/96	1,025,000	5.150	146.63
Eastbridge Capital	07/09/96	07/10/96	13,430,000	5.170	1,928.70
Yamaichi Intl (America)	07/09/96	07/10/96	23,965,000	5.170	3,441.64
Dean Witter Reynolds	07/09/96	07/19/96	24,687,500*	5.250	35,694.01
Yamaichi Intl (America)	07/09/96	07/10/96	26,035,000	5.170	3,738.92

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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>
Eastbridge Capital	07/09/96	07/10/96	\$36,570,000	5.170%	\$ 5,251.86
Nikko Securities Co Intl	07/09/96	07/10/96	40,435,000	5.150	5,784.45
Daiwa Securities America	07/10/96	07/11/96	1,020,000	5.100	144.50
Daiwa Securities America	07/10/96	07/11/96	13,425,000	5.100	1,901.88
Yamaichi Intl (America)	07/10/96	07/11/96	20,245,000	5.125	2,882.10
Yamaichi Intl (America)	07/10/96	07/11/96	24,755,000	5.125	3,524.15
Citicorp Securities Mkts	07/10/96	07/11/96	40,435,000	5.100	5,728.29
Eastbridge Capital	07/10/96	07/11/96	50,000,000	5.125	7,118.06
Eastbridge Capital	07/11/96	07/12/96	200,000	5.120	28.44
Fuji Securities	07/11/96	07/12/96	1,000,000	5.100	141.67
Nikko Securities Co Intl	07/11/96	07/12/96	1,974,000	5.100	279.65
Fuji Securities	07/11/96	07/12/96	11,000,000	5.100	1,558.33
Fuji Securities	07/11/96	07/12/96	13,410,000	5.100	1,899.75
Yamaichi Intl (America)	07/11/96	07/12/96	24,778,000	5.120	3,523.98

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Yamaichi Intl (America)	07/11/96	07/12/96	\$25,222,000	5.120%	\$ 3,587.13
Nikko Securities Co Intl	07/11/96	07/12/96	37,396,000	5.100	5,297.77
Eastbridge Capital	07/11/96	07/12/96	49,800,000	5.120	7,082.67
Eastbridge Capital	07/12/96	07/15/96	750,000	5.110	319.38
Daiwa Securities America	07/12/96	07/15/96	6,100,000	5.100	2,592.50
Daiwa Securities America	07/12/96	07/15/96	13,270,000	5.100	5,639.75
Fuji Securities	07/12/96	07/15/96	14,788,000	5.100	6,284.90
Yamaichi Intl (America)	07/12/96	07/15/96	23,867,000	5.120	10,183.25
Fuji Securities	07/12/96	07/15/96	24,577,000	5.100	10,445.23
Yamaichi Intl (America)	07/12/96	07/15/96	26,133,000	5.120	11,150.08
Eastbridge Capital	07/12/96	07/15/96	49,250,000	5.110	20,972.29
Nomura Securities Intl	07/15/96	07/16/96	6,105,000	5.250	890.31
Nomura Securities Intl	07/15/96	07/16/96	13,275,000	5.250	1,935.94
Yamaichi Intl (America)	07/15/96	07/16/96	18,550,000	5.270	2,715.51

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>
Yamaichi Intl (America)	07/15/96	07/16/96	\$20,830,000	5.270%	\$ 3,049.28
Nikko Securities Co Intl	07/15/96	07/16/96	42,000,000	5.250	6,125.00
Eastbridge Capital	07/15/96	07/16/96	50,000,000	5.260	7,305.56
Eastbridge Capital	07/16/96	07/17/96	625,000	5.280	91.67
Citicorp Securities Mkts	07/16/96	07/17/96	6,070,000	5.270	888.58
Fuji Securities	07/16/96	07/17/96	11,408,000	5.270	1,670.00
Citicorp Securities Mkts	07/16/96	07/17/96	13,255,000	5.270	1,940.38
Yamaichi Intl (America)	07/16/96	07/17/96	19,387,000	5.280	2,843.43
Dean Witter Reynolds	07/16/96	07/19/96	24,025,000*	5.250	10,577.67
Fuji Securities	07/16/96	07/17/96	27,942,000	5.270	4,090.40
Yamaichi Intl (America)	07/16/96	07/17/96	30,613,000	5.280	4,489.91
Eastbridge Capital	07/16/96	07/17/96	49,375,000	5.280	7,241.67
Eastbridge Capital	07/17/96	07/18/96	575,000	5.320	84.97
Fuji Securities	07/17/96	07/18/96	6,075,000	5.300	894.38

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Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	07/17/96	07/18/96	\$10,925,000	5.300%	\$ 1,608.40
Fuji Securities	07/17/96	07/18/96	13,255,000	5.300	1,951.43
Yamaichi Intl (America)	07/17/96	07/18/96	24,724,000	5.320	3,653.66
Yamaichi Intl (America)	07/17/96	07/18/96	25,276,000	5.320	3,735.23
Nikko Securities Co Intl	07/17/96	07/18/96	28,430,000	5.300	4,185.53
Eastbridge Capital	07/17/96	07/18/96	49,425,000	5.320	7,303.92
Eastbridge Capital	07/18/96	07/19/96	550,000	5.230	79.90
Nikko Securities Co Intl	07/18/96	07/19/96	4,750,000	5.200	686.11
Nikko Securities Co Intl	07/18/96	07/19/96	5,000,000	5.200	722.22
Nikko Securities Co Intl	07/18/96	07/19/96	12,945,000	5.200	1,869.83
Yamaichi Intl (America)	07/18/96	07/19/96	21,808,000	5.230	3,168.22
Yamaichi Intl (America)	07/18/96	07/19/96	28,192,000	5.230	4,095.67
Citicorp Securities Mkts	07/18/96	07/19/96	38,220,000	5.230	5,552.52
Eastbridge Capital	07/18/96	07/19/96	49,450,000	5.230	7,183.99

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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>
Eastbridge Capital	07/19/96	07/22/96	\$ 700,000	5.160%	\$ 301.00
Citicorp Securities Mkts	07/19/96	07/22/96	4,655,000	5.150	1,997.77
First Chicago Capital Mkt	07/19/96	07/22/96	12,940,000	5.140	5,542.63
Citicorp Securities Mkts	07/19/96	07/22/96	38,195,000	5.150	16,392.02
Yamaichi Intl (America)	07/19/96	07/22/96	42,000,000	5.150	18,025.00
Eastbridge Capital	07/19/96	07/22/96	49,300,000	5.160	21,199.00
Prudential Securities	07/19/96	08/15/96	50,900,000*	5.161	196,983.00
Daiwa Securities America	07/22/96	07/23/96	1,349,000	5.180	194.11
Citicorp Securities Mkts	07/22/96	07/23/96	4,625,000	5.180	665.49
Citicorp Securities Mkts	07/22/96	07/23/96	12,885,000	5.180	1,854.01
Fuji Securities	07/22/96	07/23/96	37,340,000	5.170	5,362.44
Eastbridge Capital	07/22/96	07/23/96	47,000,000	5.180	6,762.78
Daiwa Securities America	07/22/96	07/23/96	48,651,000	5.180	7,000.34
Eastbridge Capital	07/23/96	07/24/96	2,250,000	5.170	323.13

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nomura Securities Intl	07/23/96	07/24/96	\$ 4,610,000	5.150%	\$ 659.49
Citicorp Securities Mkts	07/23/96	07/24/96	10,000,000	5.150	1,430.56
Yamaichi Intl (America)	07/23/96	07/24/96	12,849,000	5.170	1,845.26
Nomura Securities Intl	07/23/96	07/24/96	12,875,000	5.150	1,841.84
Yamaichi Intl (America)	07/23/96	07/24/96	37,151,000	5.170	5,335.30
Fuji Securities	07/23/96	07/24/96	37,305,000	5.160	5,347.05
Eastbridge Capital	07/23/96	07/24/96	47,750,000	5.170	6,857.43
Eastbridge Capital	07/24/96	07/25/96	500,000	5.180	71.94
Daiwa Securities America	07/24/96	07/25/96	4,610,000	5.160	660.77
Daiwa Securities America	07/24/96	07/25/96	5,000,000	5.160	716.67
First Chicago Capital Mkt	07/24/96	07/25/96	9,000,000	5.150	1,287.50
First Chicago Capital Mkt	07/24/96	07/25/96	12,875,000	5.150	1,841.84
Yamaichi Intl (America)	07/24/96	07/25/96	22,744,000	5.180	3,272.61
Citicorp Securities Mkts	07/24/96	07/25/96	24,550,000	5.170	3,525.65

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Citicorp Securities Mkts	07/24/96	07/25/96	\$25,450,000	5.170%	\$ 3,654.90
Yamaichi Intl (America)	07/24/96	07/25/96	27,256,000	5.180	3,921.84
Daiwa Securities America	07/24/96	07/25/96	32,275,000	5.160	4,626.08
Fuji Securities	07/24/96	07/25/96	48,590,000	5.170	6,978.06
Eastbridge Capital	07/24/96	07/25/96	49,500,000	5.180	7,122.50
Citicorp Securities Mkts	07/25/96	07/26/96	620,000	5.250	90.42
Eastbridge Capital	07/25/96	07/26/96	3,800,000	5.250	554.17
Fuji Securities	07/25/96	07/26/96	4,610,000	5.250	672.29
Nomura Securities Intl	07/25/96	07/26/96	10,000,000	5.300	1,472.22
Nomura Securities Intl	07/25/96	07/26/96	12,875,000	5.300	1,895.49
Daiwa Securities America	07/25/96	07/26/96	22,931,000	5.270	3,356.84
Yamaichi Intl (America)	07/25/96	07/26/96	24,707,000	5.280	3,623.69
Yamaichi Intl (America)	07/25/96	07/26/96	25,293,000	5.280	3,709.64
Daiwa Securities America	07/25/96	07/26/96	25,674,000	5.270	3,758.39

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	07/25/96	07/26/96	\$37,280,000	5.250%	\$ 5,436.67
Eastbridge Capital	07/25/96	07/26/96	46,200,000	5.250	6,737.50
Citicorp Securities Mkts	07/25/96	07/26/96	49,380,000	5.250	7,201.25
Eastbridge Capital	07/26/96	07/29/96	500,000	5.270	219.58
Citicorp Securities Mkts	07/26/96	07/29/96	4,450,000	5.250	1,946.88
Nikko Securities Co Intl	07/26/96	07/29/96	12,230,000	5.250	5,350.63
Fuji Securities	07/26/96	07/29/96	23,809,000	5.250	10,416.44
Yamaichi Intl (America)	07/26/96	07/29/96	23,878,000	5.270	10,486.42
Fuji Securities	07/26/96	07/29/96	24,126,000	5.250	10,555.13
Citicorp Securities Mkts	07/26/96	07/29/96	25,000,000	5.250	10,937.50
Yamaichi Intl (America)	07/26/96	07/29/96	26,122,000	5.270	11,471.91
Nikko Securities Co Intl	07/26/96	07/29/96	35,995,000	5.250	15,747.81
Eastbridge Capital	07/26/96	07/29/96	49,500,000	5.270	21,738.75
Eastbridge Capital	07/29/96	07/30/96	500,000	5.300	73.61

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
First Chicago Capital Mkt	07/29/96	07/30/96	\$ 3,905,000	5.350%	\$ 580.33
Nikko Securities Co Intl	07/29/96	07/30/96	12,215,000	5.300	1,798.32
Yamaichi Intl (America)	07/29/96	07/30/96	19,334,000	5.300	2,846.39
First Chicago Capital Mkt	07/29/96	07/30/96	20,000,000	5.350	2,972.22
Yamaichi Intl (America)	07/29/96	07/30/96	30,666,000	5.300	4,514.72
Nikko Securities Co Intl	07/29/96	07/30/96	36,000,000	5.300	5,300.00
Daiwa Securities America	07/29/96	07/30/96	46,350,000	5.300	6,823.75
Eastbridge Capital	07/29/96	07/30/96	49,500,000	5.300	7,287.50
Eastbridge Capital	07/30/96	07/31/96	100,000	5.320	14.78
Fuji Securities	07/30/96	07/31/96	3,905,000	5.300	574.90
Citicorp Securities Mkts	07/30/96	07/31/96	11,910,000	5.320	1,760.03
Daiwa Securities America	07/30/96	07/31/96	19,782,000	5.320	2,923.34
Yamaichi Intl (America)	07/30/96	07/31/96	24,412,000	5.320	3,607.55
Yamaichi Intl (America)	07/30/96	07/31/96	25,588,000	5.320	3,781.34

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	07/30/96	07/31/96	\$26,378,000	5.320%	\$ 3,898.08
Citicorp Securities Mkts	07/30/96	07/31/96	35,265,000	5.320	5,211.38
Fuji Securities	07/30/96	07/31/96	36,000,000	5.300	5,300.00
Eastbridge Capital	07/30/96	07/31/96	49,900,000	5.320	7,374.11
Daiwa Securities America	07/31/96	08/01/96	1,349,000	5.600	209.84
Nikko Securities Co Intl	07/31/96	08/01/96	3,880,000	5.570	600.32
Citicorp Securities Mkts	07/31/96	08/01/96	11,865,000	5.600	1,845.67
First Chicago Capital Mkt	07/31/96	08/01/96	18,000,000	5.550	2,775.00
Fuji Securities	07/31/96	08/01/96	19,908,000	5.600	3,096.80
Yamaichi Intl (America)	07/31/96	08/01/96	24,778,000	5.600	3,854.36
Yamaichi Intl (America)	07/31/96	08/01/96	25,222,000	5.600	3,923.42
Fuji Securities	07/31/96	08/01/96	30,092,000	5.600	4,680.98
Citicorp Securities Mkts	07/31/96	08/01/96	35,240,000	5.600	5,481.78
Nikko Securities Co Intl	07/31/96	08/01/96	37,945,000	5.570	5,870.93
Daiwa Securities America	07/31/96	08/01/96	48,651,000	5.600	7,567.93

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

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

Reverse Repurchase Transactions

Dealer -----	Sale Date ----	Purchase Date ----	Par Value -----	Interest Rate ----	Total Interest Paid ----
Prudential Securities	07/02/96	07/19/96	\$24,531,250*	5.180%	\$58,057.29
Lehman Brothers	07/02/96	07/09/96	39,250,000*	5.200	39,173.68
Dean Witter Reynolds	07/09/96	07/19/96	24,687,500*	5.200	35,213.98
Dean Witter Reynolds	07/16/96	07/19/96	24,025,000*	5.150	10,310.73
Prudential Securities	07/19/96	08/15/96	50,900,000*	5.000	190,875.00

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

(ward - 9/12/96)

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

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 July 1, 1996 through July 31, 1996, 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

No new transactions this period.

Options Transactions - Sold

<u>Transaction</u> <u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Exercise</u> <u>Price</u>	<u>Expirations/</u> <u>Settlement</u>	<u>Dealer</u>	<u>Option</u> <u>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 July 1, 1996 through July 31, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of July 31, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 July 1, 1996 through July 31, 1996 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.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period April 1, 1996 to June 30, 1996.

PART I:

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
All Airports - Aircraft Noise Abatement Monitoring System Tracor Applied Sciences, Inc. Austin, TX	Sole Source			2) \$ 110,000 3) 17,500	
All Airports - Runway Microtexturing Humble Equipment Co., Inc. Ruston, LA	Sole Source			2) \$ 250,000 4) 250,000	
JFK-215.690 John F. Kennedy International Airport - Asbestos Removal Via Work Order Comprehensive Environmental Service, Inc.				3) \$ 250,000	
JFK-757 John F. Kennedy International Airport - Rehabilitation of the Erosion Pavement Between Taxiways "A" and "B" Bi-County Paving Corp.	7			1) \$ 646,300 2) 284,015 3) 23,000 4) 435,650	
JFK-819 John F. Kennedy International Airport - Regrooving of Runways 13R-31L and 4L-22R Perfetto Contracting Co., Inc.	10			1) \$ 498,300 2) 269,500 3) 14,000 4) 385,000	

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
John F. Kennedy International Airport - Reimbursement of Fuel Spill Clean-up Costs Associated with February 20, 1996 Spill from Bulk Fuel Farm Miller Environmental Group, Inc. Calverton, NY	Sole Source		2) \$ 119,276		
John F. Kennedy International Airport - Reduction of Bird Strike Hazards with Falconry Bird Control International Burlington, Ontario, Canada	Sole Source		2) \$ 75,000		
EWR-625 Newark International Airport - Removal & Replacement of Underground Fuel Oil Storage Tanks and Oil-Water Separators - Building Nos. 45, 79, 94, 119 and 140 Precision General Contractors, Inc. Livingston, NJ	4	1) \$ 797,000	2) 328,000	3) 27,000	4) 410,000
EWR-640 Newark International Airport - Rehabilitation of Terminals A & B Arrivals Level Roadways Armenio's Trucking, Inc. Kearny, NJ	6	1) \$ 1,199,363	2) 700,940	3) 57,000	4) 740,000

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
Newark International Airport and Port Newark and Elizabeth Port Authority Marine Terminal - Contribution to The University of Medicine and Dentistry of New Jersey Newark, NJ	2)	\$ 210,000
LGA-578 LaGuardia Airport - Gasoline and Diesel Tanks and Dispensing System D.T. Allen Contracting Company, Inc.	3)	\$ 75,000
LGA-583 LaGuardia Airport - Regrading, Asphalt Paving, Drainage Improvements, Vehicular Access Improvements and Expansion of Parking Areas at Building 303 Columbus Construction Corp.	12	1) \$ 447,125 2) 256,589 3) 20,000 4) 260,000
LGA-589 LaGuardia Airport - Relocation of Snow Melters Nos. 13 & 14 Clover Construction Consultants, Inc. Great Neck, NY	13	1) \$ 858,000 2) 447,000 3) 36,000 4) 580,000

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I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
Aviation Department - 1996 Funding to Provide Civic & Community Program Recruitment and Job Placement Services in the Aviation Industry to Local New York and New Jersey Residents Council for Airport Opportunity Jamaica, NY		2) \$ 950,000
AK-143 Bayonne Bridge, Goethals Bridge, Outerbridge Crossing - Maintenance Paving Via Work Order P.T. Stone, Inc. Brooklyn, NY	7	1) \$ 2,105,500 2) 560,700 3) 45,000 4) 750,000
GWB-244.001 George Washington Bridge - Air Rights Buildings - Soffit Slab Removal Between Lines "A" & "B" Supplemental Agreement No. 1 Gardner M. Bishop, Inc. and Joseph M. Sanzari, Inc. A Joint Venture		3) \$ 90,000
GWB-244.019 George Washington Bridge Rock Slope Maintenance - New Jersey Plaza - Upper Level Approach J. Fletcher Creamer & Son, Inc.		3) \$ 150,000

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
GWB-385 George Washington Bridge - Milling and Replacement of the Asphalt Surfaces of both the New Jersey Administration Building and the Main Tolls Parking Lots J. Fletcher Creamer & Son, Inc.	5	1) \$ 443,180 2) 342,632 3) 28,000 4) 365,000
AKG-274.006 Goethals Bridge - Deck & Steel Rehabilitation at Median Barrier - Supplemental Agreement No. 1 Karl Koch Erecting Co., Inc.		3) \$ 100,000
IPE-255.051B Port Authority Industrial Park at Elizabeth - Center Drive Pavement and Utilities Improvements Gardner M. Bishop, Inc. and Joseph M. Sanzari, Inc. A Joint Venture		3) \$ 250,000
MFP-201 New York and New Jersey Marine Terminals - Fender System Repairs Via Work Order - Supplemental Agreement No. 1 Simpson & Brown, Inc.		3) \$ 250,000

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
MFP-315.740 Port Commerce Department - New York Facilities - Asbestos Removal Via Work Order Niram, Inc. West Paterson, NJ	6	1) *	13.90%	2) 2.57%	4) \$ 500,000
HH-240.001A Howland Hook Marine Terminal - Wharf Rehabilitation Robert Charles Enterprises, Inc.		3)	\$ 750,000		
PN-110.053 Port Newark Port Asset Rehabilitation Program - Marsh Street Port Rehabilitation Paving and Utilities and Replacement of Pump Stations Parsippany Construction Co., Inc.		3)	\$ 250,000		
MFP-354.018 Port Newark and Elizabeth Port Authority Marine Terminal - Removal/Abandonment of Underground Tanks Brocon Petroleum, Inc. Perth Amboy, NJ	20	1) \$ 2,071,340	2) 201,288	3) 16,000	4) 530,000

* The bids are based on the net cost of the time and material of the work, plus a percentage weighted average fee.

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
HT-332					
Holland Tunnel -	4	1) \$ 765,000			
New Jersey Entrance Portal -		2) 469,000			
Granite Restoration		3) 38,000			
Bri-Den Construction Co., Inc.		4) 400,000			
Old Bethpage, NY					
HT-358					
Holland Tunnel -	8	1) \$ 765,000			
Emergency Garages Ventilation System		2) 455,150			
Castle Construction & Management		3) 37,000			
Services, Inc.		4) 600,000			
Belleville, NJ					
LT-234.001					
Lincoln Tunnel -					
Center Tube Rehabilitation -					
Supplemental Agreement No. 1				3) \$ 250,000	
Schiavone Construction Co.					
WTC-697.000					
World Trade Center -					
Construction Labor Services -					
Exercise of Option				3) \$ 26,000,000	
Turner Construction Company					
New York, NY					

(board - 9/12/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
WTC-831.041 World Trade Center - Asbestos Abatement and Retrofitting of Shuttle Elevator Shaft 14/15 Asbestos Containment Services, Inc. New York, NY	3	1) \$ 1,100,000 2) 678,700 3) 25,000 4) 1,200,000
World Trade Center - Marketing, Advertising and Promotion Services Renewal of Option Grey Advertising, Inc. New York, NY		3) \$ 3,600,000
Port Authority Technical Center and Jersey Avenue Maintenance Shops - Interim Agreement for General Cleaning Services Garden State Building Maintenance and Consulting Services, Inc. West Paterson, NJ	Negotiated	2) \$ 120,000 4) 120,000

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period April 1, 1996 to June 30, 1996.

PART II.

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44342	1	1)\$ -----		
P.O. NO: 13784	NJ STATE CONTRACT	2) 116,611.50		
DESCRIPTION: VARIOUS PLUMBING PARTS-2 YR REQ.		3) 120,000.00		
AWARDED TO: GRANT SUPPLY CO. NORTH BRUNSWICK, NJ				
REQUISITION NO: 43401	3*	1)\$ 100,590.00		
P.O. NO: 13815		2) 95,770.00		
DESCRIPTION: TWO WHEEL LIFT TRUCKS & EQUIPMENT		3) 96,000.00		
AWARDED TO: BRUNO TRUCK SALES BROOKLYN, NY				
REQUISITION NO: 44358	13*	1)\$ 297,777.20		
P.O. NO: 14285		2) 149,354.70		
DESCRIPTION: 1996 EDITION OF THE AIRPORT GUIDE		3) 170,000.00		
AWARDED TO: CASTLEREACH INC. FREEPORT, NY				

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO:	44379	6*	1)\$ 425,538.00	2) 216,100.00	3) 350,000.00
P.O. NO:	14332				
DESCRIPTION:	TRAFFIC PAINT-1YR. REQ.				
AWARDED TO:	STEVEN PAINTS STONY POINT, NY				
REQUISITION NO:	44617	10*	1)\$ 435,000.00	2) 229,750.00	3) 200,000.00
P.O. NO:	14499				
DESCRIPTION:	COMPOUND EPOXY, CONGRESIVE PASTE-2 YR. REQ.				
AWARDED TO:	FORT LEE HARDWARE & SUPPLY COMPANY FORT LEE, NJ				
REQUISITION NO:	44257	2*	1)\$ 153,750.00	2) 150,000.00	3) 75,000.00
P.O. NO:	14582				
DESCRIPTION:	GENUINE SIKORSKY HELICOPTER PARTS 2 YR. REQ.				
AWARDED TO:	KEYSTONE HELICOPTER CORP. WEST CHESTER, PA				
REQUISITION NO:	45230	1	1)\$ -----	2) 330,000.00	3) 330,000.00
P.O. NO:	14614	NYC CONTRACT			
DESCRIPTION:	VARIOUS FEDERAL SIGNAL PARTS-3 YR.REQ.				
AWARDED TO:	GENERAL SALES ADMINISTRATION, INC. MORRIS PLAINS, NJ				

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44650	3*	1)\$ 413,425.00
P.O. NO: 14623, 14624, 14626, 14628, 14631 & 14647		2) 342,302.55**
DESCRIPTION: **5% SBE PREFERENCE	8 PARTIAL BIDS	3) 283,000.00
DESCRIPTION: VARIOUS SNOW PLOW PARTS-1 YR. REQ.		
AWARDED TO: 14623 - ACTION RUBBER INDUSTRIAL SUPPLY LITTLE FERRY, NJ	\$ 6,200.00	
14624 - FORT LEE HARDWARE & SUPPLY FORT LEE, NJ	276,864.90**	
14626 - MATCHA MACHINERY CLIFTON, NJ	3,606.00	
14628 - SHWAYDER COMPANY BIRMINGHAM, MI	9,475.00	
14631 - WESTCHESTER MACHINERY CHESTER, NJ	3,906.70	
14647 - VANDINE'S 4X4 CENTER HACKENSACK, NJ	20,635.00	
TOTAL AWARD	<u>\$ 320,687.50</u>	
REQUISITION NO: 44562	8*	1)\$ 440,612.00
P.O. NO: 14641		2) 231,474.00
DESCRIPTION: POWER CENTER CIRCUIT BREAKERS		3) 250,000.00
AWARDED TO: WALKER CONTROL COMPONENTS PISCATAWAY, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44626 P.O. NO: 14653 DESCRIPTION: LOCKSMITH SERVICES FOR NEWARK AIRPORT 2 YR. REQ.	10*	1)\$ 184,000.00 2) 80,000.00 3) 90,000.00
AWARDED TO: MAFFEY'S LOCK & SAFE CO. ELIZABETH, NJ		
REQUISITION NO 44366 P.O. NO: 14662 DESCRIPTION: PUMP REPAIR-2 YR. MAINTENANCE AGREEMENT	10*	1)\$ 284,500.00 2) 88,875.00 3) 140,000.00
AWARDED TO: QUEENS INDUSTRIAL ELECTRIC CORP. JAMAICA, NY		
REQUISITION NO: 44131 P.O. NO: 14713 DESCRIPTION: PROVIDE PIPING, EQUIPMENT & CONTROLS FOR CENTRAL HEATING & REFRIGERATION AT NEWARK AIRPORT	2*	1)\$ 83,000.00 2) 77,000.00 3) 74,000.00
AWARDED TO: ATLANTIC & PACIFIC MECHANICAL LINDEN, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO:	45133	4	1)\$ 286,281.00
P.O. NO:	14735	NOT ADVERTISED DUE TO LEAD TIME	2) 227,910.00
DESCRIPTION:	RAILROAD SWITCHES FOR NJMT		3) 250,000.00
AWARDED TO:	PROGRESS RAIL SERVICES MACUNGIE, PA		
REQUISITION NO:	44222	1*	1)\$ -----
P.O. NO:	14775 & 14776-3	3 PARTIAL BIDS	2) 212,418.80
DESCRIPTION:	VARIOUS DOOR PARTS-2 YR. REQ.		3) 240,000.00
AWARDED TO:	14775 - ACE LOCKSMITH COMPANY PARAMUS, NJ	\$ 87,708.80	
	14776 - WEILGUS & SONS INC. NEW YORK, NY	83,145.80	
TOTAL AWARD		<u>170,863.60</u>	
REQUISITION NO:	44420	*10	1)\$ 536,116.00
P.O. NO:	14799		2) 215,322.50
DESCRIPTION:	FIRE ALARM CABLE-1 YR. REQ.		3) 200,000.00
AWARDED TO:	MONTANA DATA COM LONG ISLAND CITY, NY		

*ADVERTISED

(Board - 9/12/96)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44321	0*	1)\$ -----
P.O. NO: 14800	1 PARTIAL BID	2) -----
DESCRIPTION: VARIOUS RHW & XHHW WIRE-1 YR. REQ.		3) 100,000.00
AWARDED TO: LIBERTY SUPPLY COMPANY FARMINGDALE, NY	\$ 108,526.02	
REQUISITION NO: 44690	3*	1)\$ 132,250.00
P.O. NO: 14840		2) 104,550.00
DESCRIPTION: REFLECTORIZED PAVEMENT MARKING-1 YR REQ.		3) 350,000.00
AWARDED TO: IBERIA ROAD MARKING BROOKLYN, NY		
REQUISITION NO: 45459	1	1)\$ -----
P.O. NO: 14848	NJ STATE CONTRACT	2) 347,419.00
DESCRIPTION: REMOTE VIDEO MONITORING SYSTEMS-MULTI-FACILITY		2) 347,419.00
AWARDED TO: TELEMEASUREMENTS, INC. CLIFTON, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44786 P.O. NO: 14862 DESCRIPTION: VARIOUS NORTH RESPIRATORS-1 YR. REQ.	10*	1)\$ 187,339.00 2) 101,904.20 3) 100,000.00
AWARDED TO: BALCO INDUSTRIES GARDEN CITY, NY		
REQUISITION NO: 45493 P.O. NO: 14983 DESCRIPTION: CELLULAR TELEPHONE SERVICE-15 MO. REQ.	1 NY STATE CONTRACT	1)\$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: BELL ATLANTIC NYNEX MOBILE INC. ORANBURG, NY		
REQUISITION NO: 44824 P.O. NO: 15007 DESCRIPTION: XEROGRAPHIC PAPER-1 YR. REQ.	3* 10% MBE PREFERENCE	1)\$ 86,256.00 2) 82,080.00 3) 104,000.00
AWARDED TO: JANNUS GROUP, INC. NEW YORK, NY	\$ 84,096.00	

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44945 P.O. NO: 15023 DESCRIPTION: COMPUTER ART OUTPUT-1YR. REQ.	5*	1)\$ 527,388.00 2) 102,648.25 3) 162,000.00
AWARDED TO: KATZ DIGITAL TECHNOLOGIES NEW YORK, NY		
REQUISITION NO: 44864 P.O. NO: 15109 DESCRIPTION: EQUIPMENT FOR AIR FILTER SERVICE @ NEWARK INTERNATIONAL AIRPORT-2 YR. REQ.	4*	1)\$ 172,498.00 2) 78,592.80 3) 145,000.00
AWARDED TO: AIR ENGINEERING CHAPPAQUA, NY		
REQUISITION NO: 45226 P.O. NO: 15350 DESCRIPTION: LABOR & MATERIALS, GF WORKSTATION	2*	1)\$ 275,392.00 2) 243,650.00 3) 265,000.00
AWARDED TO: C.F. RUTHERFORD & ASSOCIATES NEW YORK, NY		
REQUISITION NO: 45387 P.O. NO: 15417 DESCRIPTION: HONEYWELL PARTS, VARIOUS-2 YR. REQ.	1 GSA PRICING	1) _____ 2)\$ 181,823.20 3) 140,000.00
AWARDED TO: HONEYWELL INC. WESTFIELD, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 45225	2*	1)\$ 204,080.00
P.O. NO: 15479		2) 203,325.00
DESCRIPTION: LABOR & MATERIALS FOR EXISTING HON, SIMPLICITY & CONCENSYS MODULAR PANEL SYSTEM WORKSTATIONS		3) 265,000.00
AWARDED TO: ARENSON OFFICE FURNISHING NEW YORK, NY		
REQUISITION NO: 45882	5*	1)\$ 315,550.00
P.O. NO: 15632		2) 176,060.00
DESCRIPTION: GLASS REQUIREMENTS CONTRACT @ PABT		3) 150,000.00
AWARDED TO: CHECKER GLASS CORP. GARDEN CITY, NY		
REQUISITION NO: 43955	1*	1) -----
P.O. NOS: 15672, 15673 & 15674	4 PARTIALS	2)\$ 119,647.00
DESCRIPTION: VARIOUS SIGN MATERIALS		3) 124,575.00
AWARDED TO: 15672 - MR. SIGN \$		
BROOKLYN, NY	5,343.58	
15673 - CRAIG ENTERPRISES, INC.	6,918.18	
DOYLESTOWN, PA		
15674 - BULLDOG GRAPHICS	79,768.00	
NEW YORK, NY	<u>79,768.00</u>	
TOTAL AWARD	<u>\$ 92,029.76</u>	

* ADVERTISED

(Board - 9/12/96)

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BID RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
Port Commerce Department - Purchase of Trade Information Data The Journal of Commerce New York, NY	Sole Source	2) \$ 160,000
Tunnels, Bridges & Terminals Department - Purchase and Installation of Closed Circuit Television Systems Integration Equipment for all TB&T Facilities and The World Trade Center Tele-Measurements, Inc. Clifton, NJ	Negotiated	2) \$ 350,000 3) 350,000

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period April 1, 1996 to June 30, 1996.

NAME	FACILITY	AMOUNT COLLECTED
CONTI & REFCO	World Trade Center	\$ 5,000.00
DUNN & BRADSTREET CORP	World Trade Center	33,000.00
EXPRESS INDUSTRIES	Brooklyn Piers	575,000.00
GRISWOLD & BATEMAN	Port Elizabeth	20,000.00
IRAN NATIONAL AIRLINE CO	John F. Kennedy International Airport	63,000.00
LOCAL AREA TELECOMMUNICA	World Trade Center	152,000.00
METRO STORAGE	Brooklyn Piers	500,000.00
ACTIVE FIRE SPRINKLER	Port Authority Bus Terminal	18,000.00
AMERICAN AIRLINES	John F. Kennedy International Airport	2,892.86
AMERICAN AIRLINES	John F. Kennedy International Airport	1,149.48
AMERICAN AIRLINES	LaGuardia Airport	1,708.00
CONT. AIR CARGO	Newark International Airport	850.00
DELTA AIRLINES	John F. Kennedy International Airport	3,378.55
DYN AIR	John F. Kennedy International Airport	1,649.80
DYN AIR	John F. Kennedy International Airport	421.66
FANTONI INC	Holland Tunnel	850.87
GABOU SECK	Teleport	3,203.79
GUNTHERS LEASING TRANSP	John F. Kennedy International Airport	1,012.98
HUDSON GENERAL CORP	LaGuardia Airport	42,800.00
INTERNATIONAL MOTOR FREI	Port Elizabeth	1,079.41
MULLANE GLENN	Bayonne Bridge	4,104.09
NORTHWEST ORIENT AIRLINES	John F. Kennedy International Airport	2,625.00
OGDEN ALLIED	World Trade Center	17,187.10
PAREDES ELIGIO	George Washington Bridge	2,431.00
SHALLOWBROOK LEASING	Port Elizabeth	1,966.00
ST SURIN PIERRE A	LaGuardia Airport	2,160.00
WATSON JOSEPH G	Newark International Airport	1,542.94
	TOTAL	\$ 1,459,013.53

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
FERRARI MURIEL	Newark International Airport	\$ 351.60
LOGUIDICE NICHOLAS	Newark International Airport	150.28
WERNER WILFRED	Newark International Airport	137.80
ARIZA-PUENTES LUIS	John F. Kennedy International Airport	472.33
ATTARIAN KRIKOR	LaGuardia Airport	505.61
BROWER RONALD S	Lincoln Tunnel	545.64
BURTON ERIC	Holland Tunnel	550.00
BUTVINIK ALAN	Lincoln Tunnel	1,065.44
FOGGIA PAULA	John F. Kennedy International Airport	899.13
FORTUNATO JON/ALLSTATE	George Washington Bridge	844.75
HORNER WILLIAM/SELECTIVE	Lincoln Tunnel	1,200.64
IGNATOFF RUTH	Lincoln Tunnel	500.00
KIM TAE WOO	John F. Kennedy International Airport	752.39
KRANZLER SHARYN	Lincoln Tunnel	902.70
KRUZUIAK KEITH	Holland Tunnel	112.33
KUZBIK JOHN	Lincoln Tunnel	315.00
LAM CHAN	Port Newark	500.00
LEONARDO LEONARDO	Holland Tunnel	800.00
MUNASINGHE LLOYD	LaGuardia Airport	1,568.90
PEREZ DANY	John F. Kennedy International Airport	879.83
RODRIGUEZ ALICIA	Off Property	424.48
SIDDIGI MOHAMMAD	Off Property	470.64
ZAPATA NORA/MARYLAND ASO	Holland Tunnel	4,573.99
APONTE LUISA	Off Property	16,500.00
BOARD MICHAEL	LaGuardia Airport	49,500.00
BORU CHRISTOPHER	George Washington Bridge	2,000,000.00
DANIELS WILLIAM III	LaGuardia Airport	50,000.00
GACHETTE LAMBERT	George Washington Bridge	35,000.00
GASS RONALD	Newark International Airport	10,000.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
JOHN GLENDA	George Washington Bridge	\$ 17,500.00
LEWIS ROBERT M	Port Newark	17,500.00
MOORE BETH J	Holland Tunnel	150,000.00
SARASTI ELVIA	Off Property	50,000.00
SARMIENTO JORGE	Off Property	17,500.00
CARRIGAN JOSEPH	John F. Kennedy International Airport	448.16
CONTESSA JOHN	John F. Kennedy International Airport	324.75
LAWRENCE DUANE	John F. Kennedy International Airport	351.81
REICHEL KURT	John F. Kennedy International Airport	989.52
THE POLISHING PAD	Bayonne Bridge	2,672.75
GREEN MARK ANTHONY	Port Authority Bus Terminal	6,000.00
KOMAN BRUCE	George Washington Bridge	1,750.00
RENNA ANTHONY	John F. Kennedy International Airport	10,000.00
TARAF HESHAM M	Port Authority Bus Terminal	8,000.00
TILTON DAVE	Newark International Airport	500.00
TULLY TERRENCE T	John F. Kennedy International Airport	125,000.00
MADDEN CAROL	World Trade Center	5,000.00
BARROW AMELIA	World Trade Center	2,500.00
JONES DURANT	Port Authority Bus Terminal	25,000.00
PEPE JANNINE M	George Washington Bridge	25,000.00
VERA DIOGENSES	Port Authority Bus Terminal	4,500.00
MODUPE ATANDA-OWO	Port Authority Bus Terminal	20,000.00
OWO MODUPE ATANDA (GDN)	Port Authority Bus Terminal	40,000.00
ALBANY DODGE INC	John F. Kennedy International Airport	596.16
AUDINO JOSEPH	Port Authority Bus Terminal	487.67
AUDINO JOSEPH	Lincoln Tunnel	1,620.48
BADEN PAUL	Port Authority Technical Center	1,009.16
BEATTY RICHARD	Port Authority Bus Terminal	299.45
BRIDGEFORTH WENDY/STATE	Holland Tunnel	2,655.79

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
CARROLL RAYMOND	Lincoln Tunnel	\$ 100.00
CORIO RICKY	Bayonne Bridge	40.00
CRESCENT DUCK PROCESSING	Holland Tunnel	1,345.56
DRUMMY DENNIS	World Trade Center	1,793.10
DURANT ALEXANDER	LaGuardia Airport	5,100.00
FANTONI INC/ATLANTIC MUT	Holland Tunnel	289.22
FISH INGRID	Newark International Airport	684.02
GRABLEY MICHELE	Lincoln Tunnel	496.82
HOFFMAN NORA	Lincoln Tunnel	173.79
JULIEN NORRIS	John F. Kennedy International Airport	120.00
KIRDZIK JOHN	Holland Tunnel	206.29
KNOBLAUGH WOLFRAM	John F. Kennedy International Airport	203.63
KOHN KEVIN USF&G ASO	George Washington Bridge	1,003.50
KOLODY ELIZABETH	Holland Tunnel	492.12
LEONE ALDO	George Washington Bridge	969.99
LOHANA JYOII	LaGuardia Airport	1,617.66
MANDEL DOUGLAS	Lincoln Tunnel	152.11
MONDOLFI JOSEPH	Lincoln Tunnel	1,479.18
Off PENHEIM ALAN	Lincoln Tunnel	164.04
PERA ROY	Lincoln Tunnel	897.04
PERRY GERALDINE	Port Authority Technical Center	732.73
RAWDING LUCILLE/LIBERTY	Holland Tunnel	408.74
REDZINSKI TOM	John F. Kennedy International Airport	1,377.79
RUBIN ARLENE	George Washington Bridge	371.00
SCHAEFER AMY JO	Lincoln Tunnel	170.21
SHINALL LINDA	George Washington Bridge	777.36
SHIRTZ HENRY	Off Property	138.80
SIMIONE MICHAEL	Outerbridge Crossing	75.00
SIMON JOSEPH	Lincoln Tunnel	1,366.93

(Board - 9/12/96)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
SISSELMAN LAWRENCE	John F. Kennedy International Airport	\$ 473.82
SMITH WILLIAM	World Trade Center	757.26
SPEBOUND MUSIC	John F. Kennedy International Airport	2,240.91
STEPHENS LYDIA/ALLSTATE	Holland Tunnel	4,485.59
SUMMA LEONARD/NY CENTRAL	John F. Kennedy International Airport	650.00
WALLACE HUGH	Lincoln Tunnel	169.00
WILLIAMS MAURICE	LaGuardia Airport	1,001.98
YAEGER SANDRA	Newark International Airport	371.00
BRYANT ELIZA	LaGuardia Airport	175,000.00
CONSOR SOL	World Trade Center	8,500.00
FERNANDEZ CATHERINE	Newark International Airport	1,000.00
OHLSEN DAGMAR	John F. Kennedy International Airport	42,500.00
DINERSTEIN ROSE	Newark International Airport	2,000.00
TICE JESSIE	LaGuardia Airport	600,000.00
AYOUB JOSEPH	Newark International Airport	109.18
BRACH BRIAN	Newark International Airport	348.91
BRENNAN KEVIN	Newark International Airport	81.01
CAROLAN RONALD	Newark International Airport	72.57
DIOLOSA PETER JR	Newark International Airport	100.67
DORIN GEORGE	Newark International Airport	275.20
EPHRATH PEGGY	Newark International Airport	159.00
GRIFFING BARRY J	Newark International Airport	193.40

(Board - 9/12/96)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
HALKYARD MARTIN	Newark International Airport	65.95
NEWMAN D	Newark International Airport	97.94
SAHRBECK KERI	Newark International Airport	130.20
SWALLING MATTHEW	Newark International Airport	70.36
	TOTAL	\$ 3,580,329.76

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, October 17, 1996

FILED
OCT 17 1996

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday,
October 17, 1996, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
Hon. Henry F. Henderson, Jr.
Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. James G. Hellmuth
Hon. Peter S. Kalikow
Hon. George D. O'Neill
Hon. Melvin L. Schweitzer
Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
Jeffrey S. Green, General Counsel
Lysa C. Meduri, Secretary

Daniel Bergstein, Executive Policy Analyst, Office of the Deputy Executive Director
A. Paul Blanco, Chief Administrative Officer
Frank Bruno, Special Assistant to the Executive Director
William J. Cahill, Principal Information Officer, Office of Press Secretary
Karen E. Eastman, Assistant Secretary
Mark O. Hatfield, Jr., Director, Office of Corporate Communications
Gita Kalra, Attorney, Law
John M. Kampfe, Principal Information Officer, Office of Corporate Communications
Michael G. Massiah, Director, Business & Job Opportunity
Maryann E. Ralph, Secretary to the Chairman
James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
Patrick D. Rooney, Chief, Employment and Labor Law Division, Law
Cruz C. Russell, Director, Corporate Policy and Planning
Jeff Stein, Executive Assistant to the Chairman
Carmen S. Suardy, Director, Labor Relations

Guests

Hon. Daniel Feldman, Member of Assembly, State of New York
Matthew Greene, United Transportation Union representative
Karen Kennedy, Office of the Governor of New Jersey
Karen Szczepanski, Chair, Port Authority and PATH Labor Councils

(Board - 10/17/96)

The public meeting was called to order by Chairman Eisenberg at 2:09 p.m. and ended at 2:24 p.m. The Board also met in executive session on September 12, 1996, September 26, 1996 and prior to today's public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of September 12, 1996. 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 Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meetings on September 30, 1996 and October 17, 1996, which included discussion of internal audit matters. The Committee has advised, in consultation with the Chairman and Vice-Chairman of the Port Authority, that staff not proceed in connection with actions authorized in an item appearing on pages 214-215 of the Minutes of the meeting of May 9, 1996, and the report was received.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of action taken and matters discussed in executive session at its meeting on September 26, 1996, which included a discussion of contract and lease matters, and the report was received.

Report of Committee on Construction

The Committee on Construction submitted a report, for information, of matters discussed in executive session at its meeting on September 26, 1996, which included a 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 Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning submitted a report, for information, of matters discussed in executive session at its meetings on September 26, 1996, and October 10, 1996, which included a discussion of matters which could affect the competitive economic position of the Port Authority, the port district and businesses with whom we deal, and the report was received.

Report of Committee on Finance

The Committee on Finance submitted a report, for information, of matters discussed in executive session at its meeting on October 17, 1996, which included a discussion of matters related to, or which could impact upon, the issuance, sale, resale or redemption of Port Authority bonds, notes and other obligations, 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.

Member of Assembly Daniel Feldman of New York, Matthew Greene of the United Transportation Union, and Karen Szczepanski, Chair of the Port Authority and PATH Labor Councils, addressed the Board.

(Board Calendar - 10/17/96)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - SOUTHWEST QUADRANT
TAXIWAY IMPROVEMENT PROJECT - PLANNING AND PROJECT
AUTHORIZATION**

In recent years, airplane congestion and departure delays in the Southwest Quadrant of John F. Kennedy International Airport have increased during the peak summer travel period due to increased aircraft movements in the area. The delays, which are most pronounced during severe summer weather conditions, have raised serious concerns on the part of the airport community, including the Air Transport Association of America (ATA) and the Federal Aviation Administration (FAA), because of their cost and schedule impact. Working with the FAA and ATA, staff has reviewed a series of taxiway improvement options to mitigate the congestion that occurs when Runway 13R is used by departing aircraft during bad weather. The proposed project will implement the alternative that was agreed upon as the most cost effective solution to improve traffic flow.

The project provides for the construction of a new 100-foot wide taxiway section located 490 feet east of and parallel to Taxiway "PD". This addition to the taxiway system in the Southwest Quadrant provides for enhanced queuing capacity and improved mobility for aircraft intending to take off from Runway 13R. The project will reduce aircraft delay time and aircraft direct operating costs during the summer peak travel season by an estimated \$3 million annually. Project planning Stages II and III will be conducted in late 1996 and early 1997, with a request for Executive Director authorization for Stage IV contract award planned for Spring 1997.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philiposian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project for the construction of taxiway improvements on the northwest end of Runway 13R at John F. Kennedy International Airport at an estimated total project cost of approximately \$7.2 million, including payments to contractors, allowances for extra work and net cost work, planning, engineering, administrative and financial expenses, and a project contingency, 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 a) take action with respect to purchase and 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 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 the Executive Director deems reasonable; rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other contractors; and 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 and net cost work in connection with each contract, including

supplemental agreements thereto; and c) to enter into such other agreements as may be necessary to effectuate the project; and it is further

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

(Board - 10/17/96)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - LEASE AGREEMENT WITH
WENDY'S INTERNATIONAL, INC. FOR THE DEVELOPMENT OF A NEW
RESTAURANT FACILITY**

It was recommended that the Board authorize the Executive Director to enter into an approximately nineteen-year lease with Wendy's International, Inc. covering approximately one acre of land at John F. Kennedy International Airport. The lease would provide for the design, construction and operation of a new restaurant facility on a presently vacant site. The Port Authority shall provide \$150,000 toward the cost of site preparation.

The rentals will be based on a percentage of gross sales, with the Port Authority receiving an annual guaranteed rent subject to escalation at prescribed intervals throughout the term of the lease. After each of the tenth and fifteenth year of the term, the lessee shall have the option to extend the term for an additional five-year period and four-year period, respectively. The rent commencement date shall be the later of the date construction is completed or nine months after the lease commencement date.

Upon termination of the lease without cause by the Port Authority, the Port Authority will be obligated to reimburse the lessee for the unamortized portion of its investment up to \$1.3 million, amortized over nineteen years on a straight line basis. Moreover, in such event, the Port Authority will agree not to use the site as a food facility for the succeeding three years.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Wendy's International, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 10/17/96)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - AMENDMENT OF LEASE WITH
JAPAN AIRLINES MANAGEMENT CORP. - EMPLOYEE FOOD FACILITIES**

It was recommended that the Board authorize the Executive Director for and on behalf of the Port Authority to enter into an agreement amending Lease AYB-970 with Japan Airlines Management Corp. (JMC) in order to rebid the contract for the provision of employee food services at Building No. 14 at John F. Kennedy International Airport and create a more cost-effective business arrangement between JMC and the Port Authority.

JMC will continue to be obligated to secure an operator for the employee food services facility at Building 14. The contract between JMC and the cafeteria operator will be terminable without cause on 30 days' notice. As amended, the lease would provide that the cafeteria contractor would operate the cafeteria on its own account, retaining any profits and absorbing any deficits. The cafeteria contractor would pay an annual rental fee (fixed or percentage or combination thereof) which fee would be shared equally between JMC and the Port Authority. The lease amendment will also provide that both the Port Authority and JMC may choose to deposit, from the fees paid by the cafeteria contractor, an appropriate amount annually into a cafeteria sinking fund, which fund would be used to pay for replacements and repairs to furniture, fixtures and equipment of the cafeteria. The Port Authority and JMC will be jointly responsible for replacements and repairs to furniture, fixtures and equipment of the cafeteria, and may assume utility costs of the cafeteria.

The cafeteria contractor would also be allowed, subject to designation by the Port Authority of vending areas in Building 14, to provide vending services in such Building 14 areas.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Japan Airlines Management Corp. amending and supplementing its lease agreement covering the Building 14 premises at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 10/17/96)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - LEASE FOR BUILDING NO. 141
AND RELATED SOUTH SIDE AREA**

It was recommended that the Board authorize the Executive Director to enter into an eighteen-year lease with a developer to be selected by the United States General Services Administration (GSA) and covering approximately ten acres at John F. Kennedy International Airport. The lease is contingent upon the developer being awarded a lease by GSA for a new office facility for the Federal Aviation Administration. The term would be extended up to four years in the event the Port Authority's lease of the New York City air terminals is extended.

The rentals will be subject to escalation at prescribed intervals throughout the term of the lease. In addition, if a leasehold mortgage is required in connection with any tenant financing, additional rent would be required.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 a developer to be selected by the United States General Services Administration, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 10/17/96)

**TETERBORO AIRPORT - JOHNSON CONTROLS WORLD SERVICES INC. AND
JET AVIATION OF AMERICA, INC. - VARIOUS AGREEMENTS**

It was recommended that the Board authorize the Executive Director to enter into agreements with Johnson Controls World Services Inc. (Johnson Controls), the present operator of Teterboro Airport (Airport) under an agreement due to expire on December 31, 1999, and Jet Aviation of America, Inc. (Jet Aviation) to provide the Port Authority's consent and agreement that (i) agreements covering Jet Aviation's existing Airport facilities would be extended at specified fees for a period of approximately twenty years from the date that Jet Aviation commences construction of a new 46,000 square foot hangar on a 2.77 acre site in the South Area of the Airport at a cost of approximately \$8 million and (ii) said agreements would continue on substantially the same terms and conditions directly with the Port Authority or such other airport operator operating the Airport in the event the current Operating Agreement with Johnson Controls is terminated or expires. Total annual fees under Jet Aviation's agreements would be subject to annual Consumer Price Index escalation.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philiposian, Schweitzer and Talley 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 various agreements with Johnson Controls World Services Inc. and Jet Aviation of America, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - EXCO PLC. - LEASE AGREEMENT

It was recommended that the Board (1) authorize the Executive Director to (a) enter into a lease agreement with Exco Plc. (Exco) for a term of between fifteen and seventeen years covering the letting of the entire 92nd floor and part of the 91st floor of One World Trade Center (WTC) consisting of approximately 66,000 rentable square feet; (b) enter into a brokerage agreement with Jones Lang Wootton USA in connection with the lease agreement; and (c) enter into an agreement providing for an assignment or other assumption of Exco's current lease agreement at 199 Water Street, New York, N.Y.; (2) delegate to the Committee on Operations the authority to approve the final terms and conditions of an agreement with a brokerage firm covering the disposition of Exco's existing lease obligations; and (3) delegate to the Committee on Operations the authority to approve the final terms and conditions of the entire arrangement with Exco in the event they are not substantially in accordance with those outlined below.

Exco is a securities and money market broker headquartered in the United Kingdom and operating branch offices in the United States. It currently leases space at 199 Water Street.

The aggregate basic rental during the lease term will be approximately \$31 million. The Port Authority would pay a brokerage commission to Jones Lang Wootton USA in connection with the leasing of the portion of the premises on the 91st floor of One WTC calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977. Exco would be granted the option to extend the term of the letting for an additional five-year period. The Port Authority would pay Edward S. Gordon and Company, Incorporated (Gordon) a brokerage commission in connection with the leasing of the 92nd floor of One WTC, such commission to be calculated in accordance with the agreement making Gordon the Port Authority's exclusive agent for certain space in One WTC that includes the 92nd-floor portion of Exco's space.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philiposian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that (1) the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to (a) enter into a lease agreement with Exco Plc. (Exco) for a term of between fifteen and seventeen years covering the letting of the entire 92nd floor and part of the 91st floor of One World Trade Center consisting of approximately 66,000 rentable square feet; (b) enter into a brokerage agreement with Jones Lang Wootton USA in connection with the lease agreement; and (c) enter into an agreement providing for an assignment or other assumption of Exco's current lease agreement at 199 Water Street, New York, N.Y.; (2) the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of an agreement with a brokerage firm covering the disposition of Exco's existing lease obligations; and (3) the Committee on Operations be and it hereby is authorized to approve the final terms and

conditions of the entire arrangement with Exco in the event they are not substantially in accordance with those outlined above; the form of agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

(Board - 10/17/96)

THE WORLD TRADE CENTER - GRUNTAL & CO., INCORPORATED - LEASE AGREEMENT

It was recommended that the Board 1) authorize the Executive Director to: a) enter into a lease agreement with Gruntal & Co., Incorporated (Gruntal), covering the letting of approximately 271,300 rentable square feet of office space on floors 25 through 30 of One World Trade Center and up to approximately 10,000 rentable square feet of subgrade storage space for a term of approximately 21 years; b) take such actions as may be necessary to perform base building work in connection with the lease agreement; and c) enter into a brokerage agreement with Williams Real Estate Co. Inc. in connection with the lease agreement providing for the payment of a commission not exceeding an amount calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977; 2) delegate to the Committee on Operations the authority to approve the final terms and conditions of agreements with existing tenants on the 29th floor of One World Trade Center to provide for the relocation of their offices in order to make the space available for leasing to Gruntal; and 3) delegate to the Committee on Operations the authority to approve the final terms and conditions of one or more agreements with brokerage firms relating to the disposition of the remaining portions of Gruntal's existing leases at 77 Water Street and 717 Fifth Avenue, New York, N.Y., all as outlined herein.

The aggregate basic rental payable by Gruntal for the office space over the term of the lease agreement is approximately \$170 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that (1) the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, (a) to enter into a lease agreement with Gruntal & Co., Incorporated, (b) to take such actions as may be necessary to perform base building work in connection with the lease agreement, and (c) to enter into a brokerage agreement with Williams Real Estate Co. Inc. in connection with the lease agreement; and (2) the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of agreements providing for the relocation of certain existing tenants of space at The World Trade Center to be leased to Gruntal, and (3) the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of agreements with brokerage firms relating to the disposition of the remaining portions of two of Gruntal's existing leases; substantially in accordance with the terms and conditions outlined above; the form of the agreement or agreements in each instance shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - DUKE AND COMPANY - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with Duke and Company (Duke) covering the letting of approximately 48,500 rentable square feet of space at The World Trade Center (WTC) consisting of the entire 94th floor of One WTC for an approximate fifteen year term.

Duke is an investment banking and securities brokerage firm that trades securities listed on the New York and American Stock Exchanges, as well as Over the Counter issues.

The proposed Lease would be for a term commencing on or about November 1, 1996 and expiring on the day preceding the fifteenth anniversary of the date payment of rental commences under the Lease. Duke will pay an aggregate rental for the premises of approximately \$20 million. Duke will pay its proportionate share of any increases in operating and maintenance costs over the costs and expenses for the 1997 base year and will pay increases in payments in lieu of taxes as provided in the Lease. The Port Authority will provide Duke with a construction allowance, and a specified amount of overtime HVAC service during the term of the Lease. Duke will also be granted subletting, expansion, termination, and renewal rights, as specified in the Lease.

The Port Authority will pay a brokerage commission to Edward S. Gordon and Company Incorporated (Gordon) as the Port Authority's exclusive agent for the premises. In accordance with the Port Authority's existing agreement with Gordon, Gordon will be responsible for payment of a commission to Koll Management Services, the outside broker involved in the transaction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Duke and Company covering space at The World Trade Center, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**PORT AUTHORITY BUS TERMINAL - STATE NEWS CORNER CARD SHOP, INC. -
LEASE AGREEMENT**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with State News Corner Card Shop, Inc. (State News) covering the construction and operation of a card and gift shop for the sale of greeting cards, stationary, and related items on the second floor at the crossover between the North and South Wings of the Port Authority Bus Terminal (PABT).

State News, presently a sublessee of the Hallmark Marketing Corporation, has operated at the PABT since 1986, providing quality service. This Lease will relocate State News from an area with low pedestrian traffic to a highly visible area.

The proposed Lease would be for a term commencing on or about November 1, 1996 and expiring on the day preceding the tenth anniversary of the date payment of rental commences under the Lease. State News will pay a graduated basic rental for the premises plus a percentage rental as provided in the Lease. Payment of rental under the Lease will commence 120 days from the commencement date of the term of the letting under the Lease or upon the commencement of business operations in the premises, whichever occurs first. State News will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The Port Authority will remove asbestos from the premises at a cost not to exceed \$40,000. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event State News would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$200,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 State News Corner Card Shop, Inc. covering space at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 10/17/96)

THE NEW YORK STATE LINKED DEPOSIT PROGRAM, MANAGED BY EMPIRE STATE DEVELOPMENT - THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY PARTICIPATION

It was recommended that the Board authorize the Executive Director to: (1) make available up to \$2,000,000 to support loans for Port Authority-certified minority, women-owned and small businesses that are awarded Port Authority contract(s); (2) enter into agreements with Empire State Development, the New York State Department of Taxation and Finance and/or other appropriate public entities in connection with the New York State Linked Deposit Program (LDP) (the Port Authority shall not make, guarantee or collateralize any loan. A default by the borrower on a Linked Deposit Program loan will in no way affect the linked deposit agreement between the LDP and the Port Authority), and; (3) enter into agreements with financial institutions as appropriate.

Participation in the Linked Deposit Program will encourage and assist Port Authority-certified minority, women-owned and small businesses within New York State, that are awarded Port Authority contracts, to make investments and undertake eligible projects that will contribute to improved productivity, performance and competitiveness.

The LDP strategically invests public funds to reduce interest rates on bank loans to small businesses. By paying a below-market interest rate on the deposit of governmental funds, participating banks are able to make below-market rate loans to qualified businesses. Since 1994, the LDP has assisted over 184 firms, resulting in the creation of 1,593 new jobs, and the retention of 7,183 jobs in New York State. Based on the size of the Port Authority contracts and contract awards, it is projected that each loan would be in the range of \$200,000 to \$250,000 and not be outstanding for more than two years.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor, Commissioner Gargano abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: (1) make available up to \$2,000,000 to support loans for Port Authority-certified minority, women-owned and small businesses that are awarded Port Authority contract(s); (2) enter into agreements with Empire State Development, the New York State Department of Taxation and Finance and/or other appropriate public entities in connection with the New York State Linked Deposit Program (LDP) (the Port Authority shall not make, guarantee or collateralize any loan. A default by the borrower on a Linked Deposit Program loan will in no way affect the linked deposit agreement between the LDP and the Port Authority); and (3) enter into agreements with financial institutions as appropriate; in each case, the form of such agreements shall be subject to approval by General Counsel or his authorized representative.

(Board - 10/17/96)

REGIONAL ALLIANCE FOR SMALL CONTRACTORS, INC. - RENEWAL OF PARTICIPATION

It was recommended that the Board authorize the Port Authority to continue its support of the Regional Alliance for Small Contractors, Inc. (Regional Alliance) with a financial contribution in the amount of \$250,000 for the Regional Alliance's fiscal year beginning October 1, 1996 and ending September 30, 1997. The Port Authority would also provide in-kind services in an amount not to exceed \$20,000 for the purpose of office space at The World Trade Center.

The Regional Alliance has proven to be an effective way to pool public and private resources to provide training programs, access to financial institutions, and assistance and advice to help the growth of minority, women-owned and all small business (M/W/SBE) firms in the region. The Port Authority is utilizing this program to support the M/W/SBE portion of its annual capital program.

Participation in the Regional Alliance was initially authorized by the Board in November 1990, and renewed in February 1992, in June 1993 and 1994, and in February 1995. In November, 1995, the Board authorized \$250,000 in financial assistance and \$40,000 for in-kind services for the Regional Alliance's fiscal year beginning October 1, 1995 and ending September 30, 1996. The Port Authority's 1996 contribution represents approximately 25 percent of the Regional Alliance's 1996 revenues. The recommended 1997 contribution will represent approximately 20 percent of the Regional Alliance's total projected revenues.

The Regional Alliance will continue to provide business support to Port Authority-certified M/W/SBE firms through its Managing Growth classroom series, expert advice on construction management through its Loaned Executive Assistance Program, assist in publicizing upcoming contract opportunities through announcements in various newsletters and through organized events and assist contractors referred by the Port Authority in packaging loan and bond applications. The Fund for the City of New York, a not-for-profit public benefit corporation established by the Ford Foundation, continues to be the financial administrator for the Regional Alliance.

Cash contributions totaling \$990,845 were received from the following organizations for the Regional Alliance's 1996 fiscal year programs:

	<u>Contribution</u>	<u>Percentage of Total</u>
New Jersey Department of Transportation	\$ 399,999	40%
The Port Authority of NY & NJ	250,000	25%
Federal Highway Administration/New Jersey	66,667	7%
Fund-Raising Activities	50,950	5%
Dormitory Authority of the State of New York	50,000	5%
Annual Luncheon (Net Proceeds)	45,000	5%
Managing Growth Classes	37,750	4%
New Jersey Economic Development Authority	37,500	4%
Empire State Development	20,000	2%
City of Elizabeth, NJ	3,000	0%
Urban Visions/New York City School Construction Authority	2,787	0%
Other Revenue	27,192	3%
TOTAL	\$ 990,845	100%

In-kind contributions from member organizations (inclusive of the Port Authority) in the form of professional services and loaned staff totaled \$549,000.

Cash contributions totaling \$1,244,800 are projected from the following organizations for the Regional Alliance's 1997 fiscal year programs:

	<u>Contribution</u>	<u>Percentage of Total</u>
The Port Authority of NY & NJ	\$ 250,000	20%
Federal Highway Administration/New Jersey	200,000	16%
New York State Department of Transportation	150,000	12%
Hudson Bergen Light Rail Project (Raytheon)	150,000	12%
Proposed Atlantic City Office Operations	150,000	12%
Managing Growth Classes	67,500	5%
New Jersey Economic Development Authority	50,000	4%
Dormitory Authority of the State of New York	50,000	4%
Partnership Dues	50,000	4%
Bronx Overall Economic Development Corp.	47,000	4%
Empire State Development	40,300	3%
Annual Luncheon (Net Proceeds)	35,000	3%
City of Elizabeth, New Jersey	5,000	0%
TOTAL	\$ 1,244,800	100%

Port Authority staff will continue to monitor contract performance and budget and will evaluate the contributions from other participants, on a quarterly basis.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 Regional Alliance for Small Contractors, Inc. (Regional Alliance) under which the Port Authority would provide funds to the Regional Alliance to help meet the expenses of current and future programs, designed in accordance with the Regional Alliance objectives, in the amount of \$250,000 for the Regional Alliance fiscal year beginning October 1, 1996 and ending September 30, 1997; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to provide in-kind services in an amount not to exceed \$20,000 for the purpose of office space at The World Trade Center; and it is further

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

**ACCEPTANCE AND EXPENDITURE OF FEDERAL GRANT FUNDS FOR THE
DESIGN OF A NEW INTERMODAL FERRY TERMINAL AT WEEHAWKEN,
NEW JERSEY**

Ferry service to New York City from Weehawken, New Jersey, has grown in importance as part of the Trans-Hudson network since its inception in 1987. In 1995, approximately 7,400 passengers traveled daily to and from midtown-Manhattan via the services offered at the Weehawken site. The ferry serves passengers primarily originating in Bergen and Hudson Counties in New Jersey and is seen as an alternative for PATH, Lincoln Tunnel and George Washington Bridge commuters.

Ferry service at Weehawken is operated by NY Waterway at a terminal called THE JAMESTOWN. THE JAMESTOWN is a decommissioned ferry boat that is structurally obsolete (built in 1941) and will require a significant investment in the near future merely to maintain its current utility. The terminal cannot be expanded to meet a projected increase in ridership. A projected increase in demand is due to local residential and commercial development in surrounding Hudson and Bergen County communities that is currently underway. Furthermore, the construction of the Hudson-Bergen Light Rail Transit system (HBLRT) is expected to bring up to 80,000 riders a day past the ferry terminal site when it is completed after the year 2000.

The New Jersey Department of Transportation (NJDOT) has indicated a desire to utilize the Port Authority's expertise and engineering ability to design a new intermodal terminal to replace THE JAMESTOWN. This replacement will ensure the continued viability of the existing service, ensure the best design/placement, and accommodate ridership growth from local development and the HBLRT. NJDOT has been granted up to \$1 million from the Intermodal Surface Transportation Efficiency Act - Ferry Boat Discretionary Program (administered by the Federal Highway Administration) for the design of a new, replacement intermodal ferry terminal at Weehawken. NJDOT has requested the Port Authority's Office of Ferry Transportation to act as project manager for the preliminary design of the terminal. The Office of Ferry Transportation was chosen because of its experience and expertise in implementation of ferry transportation systems.

The Port Authority, as project manager for NJDOT, will participate as a member of the project Steering Committee, composed of local planning, community and transportation officials, and will conduct community outreach meetings. The Port Authority will be responsible for the design and environmental/financial analyses of the terminal and project economics. Design services will be provided by Port Authority Engineering Department staff. Specialty technical and other professional services will be secured by solicitation of competitive proposals through an RFP process.

The proposed agreement with NJDOT will provide for reimbursement of the Port Authority's allowable direct and indirect costs.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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) enter into agreements with the New Jersey Department of Transportation (NJDOT) to accept up to \$1 million of Federal (Intermodal Surface Transportation Efficiency Act - Ferry Boat Discretionary Program) grant funds for the design, including environmental and financial analyses, of an intermodal ferry terminal in Weehawken, New Jersey; and b) authorize the expenditure of such grant funds, including (1) soliciting proposals and taking action with respect to purchase contracts and contracts for professional and advisory services related to the terminal design as he deems in the best interest of the Port Authority including, without limitation, award to the proposer who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose proposal price the Executive Director deems reasonable; rejection of all proposals, solicitation of new proposals on revised or the same requirements, or negotiation with one or more proposers or other contractors; and (2) executing contracts and supplemental agreements with such proposers and contractors as he deems in the best interest of the Port Authority, and the ordering of extra work and net cost work in connection with each contract, including supplemental agreements thereto; and the entering into of such other agreements as may be necessary to effectuate the terminal design; and it is further

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

(Board - 10/17/96)

PORT AUTHORITY PARTICIPATION IN THE GREATER LONG ISLAND CLEAN CITIES COALITION - MEMORANDUM OF UNDERSTANDING

The Clean Cities Program is a United States Department of Energy (US DOE) public/private initiative designed to expand the awareness and use of alternatives to gasoline and diesel fuel. US DOE's designation of Long Island as a "Clean City" under the Clean Cities program will make it easier for employers in Long Island to obtain federal grant monies to facilitate their use of alternative fueled vehicles as mandated by the provisions of the Energy Policy Act of 1992 and the 1990 amendments to the Clean Air Act.

As a result of regulations established pursuant to the Energy Policy Act and the Clean Air Act, states, municipalities, vehicular fleet owners (such as the Port Authority), and utilities will be required to include within their new vehicle purchases a certain percentage of alternative fueled vehicles.

The Greater Long Island Clean Cities Coalition will be composed of federal, state, municipal and private entities who will seek a "Clean City" designation and who are interested in promoting the use of alternative fuel vehicles in order to improve air quality and encourage economic growth. Membership does not entail any financial commitments or contractual obligations to the other signatories.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 execute a Memorandum of Understanding with approximately 28 other public and private entities setting forth the terms of participation in the Greater Long Island Clean Cities Coalition; the form of the documents necessary to effectuate such shall be subject to the approval of General Counsel or his authorized representative.

**BUDGET SUPPLEMENTS FOR THE NEWARK INTERNATIONAL AIRPORT MONORAIL
NORTHEAST CORRIDOR (NEC) EXTENSION PROJECT**

On June 6, 1996, the Board authorized a project to implement the Newark International Airport (EWR) Monorail-NEC Connection Project (the Project) at an estimated total project cost of \$250 million and to reimburse the New Jersey Transit Corporation (NJ Transit) up to \$120 million (such amount being part of the \$250 million) for procurement and implementation of the Monorail-NEC Station, and Northeast Corridor (NEC) Gateway track work and signalization necessary for the Project.

In March 1995, the Federal Aviation Administration (FAA) granted Passenger Facility Charge (PFC) "Collection" authority for \$250 million for the Project. In anticipation of receiving PFC "Use" authority from the FAA, the Board authorized, on December 14, 1995, the advance of \$24 million, including \$12 million to NJ Transit, for implementation of the Project.

The application for PFC "Use" authority was submitted to the FAA in April 1996. PFC "Use" authority was expected to be granted by the FAA in August 1996. Due to a policy change by the FAA in processing PFC use applications, FAA approval was delayed and it is currently anticipated that PFC "use" authority will not be granted until the fourth quarter of this year.

Substantial interagency coordination has been established between the Port Authority and NJ Transit. In 1994, the Port Authority entered into an agreement with NJ Transit to jointly advance the preliminary planning of the Project, with the Port Authority responsible for the airport/monorail elements and NJ Transit responsible for all Northeast Corridor related elements. In August 1996, a subsequent agreement with NJ Transit was executed advancing \$12 million to NJ Transit for the provision of engineering services and procurement for the Rail Station/NEC portion of the Project.

In order to advance the Rail Station/NEC portion of the Project pending receipt of PFC "Use" authority, it is necessary that \$48 million in supplemental expenditures be authorized. The \$48 million in additional expenditures requested for the Project would continue to allow NJ Transit to advance the Rail Station/NEC portion of the Project. Expenditures beyond the proposed additional \$48 million bridge funding for the Project will not occur until further Board approval is received. Because of the interconnection of the proposed Monorail to the Northeast Corridor on which NJ Transit operates its passenger rail service, NJ Transit is uniquely qualified to provide the engineering for the Rail Station/NEC portion of the Project.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that the advance of additional Port Authority funds of up to \$48 million to New Jersey Transit Corporation for engineering services, Northeast Corridor track work and procurement for the Monorail NEC Extension Project be and the same hereby is authorized; and it is further

(Board - 10/17/96)

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

STATEN ISLAND BRIDGES PROGRAM - MODERNIZATION AND CAPACITY ENHANCEMENT OF THE GOETHALS BRIDGE - INCREASE IN COMPENSATION UNDER AGREEMENT PCA-593-93-CB7-002 WITH PARSONS BRINCKERHOFF QUADE & DOUGLAS FOR EXPERT PROFESSIONAL SERVICES

The Draft Environmental Impact Statement (DEIS) for the modernization and capacity enhancement of the Goethals Bridge was released in May 1995. The subsequent public comment period generated numerous comments (over 70 letters yielding 400 comments were submitted to the United States Coast Guard (USCG)). In order to properly respond to these comments, many of which were substantial in nature, the USCG required additional detailed analyses in the areas of natural resources, archeology, air quality traffic and the examination of alternatives. In addition, the project team in an effort to reduce total project costs and further minimize environmental impacts, made significant modifications to the proposed actions. These included redesigning the toll plaza to include the addition of one toll booth within the existing canopy; shifting the bikeway/walkway from the existing bridge to the new bridge; suggesting reconstructing the Travis Spur railroad bridge; redesigning the construction access road and shifting pier locations to be more environmentally sensitive to the wetlands; and developing a plan for wetlands creation to compensate for the permanent taking resulting from piers in the wetlands. The net result of these modifications reduced overall project costs by over \$40 million. These modifications resulted in the need to refine or reperform a number of analyses conducted in the Draft Environmental Impact Statement (DEIS) stage of the process for inclusion in the Final Environmental Impact Statement (FEIS).

An increase in the total compensation payable under the agreement with Parsons Brinckerhoff Quade & Douglas for expert professional services is required to complete preparation, under the direction of the USCG, of an acceptable FEIS pursuant to the requirements of the National Environmental Policy Act (NEPA) including additional studies and alternative environmental investigations, as required by the USCG and requested by others. This action is also necessary to maintain an implementation schedule which will bring the project on line to meet customer demand as soon as possible, but no later than the year 2001. The remaining estimated timetable for this project includes 10 more months for completing the activities leading to environmental permitting and four years for final design and construction. On February 9, 1995, the Board authorized additional compensation payable under the agreement with Parsons Brinckerhoff Quade & Douglas in the amount of \$700,000, for an estimated total of \$2,726,645. To date \$2,975,529 has been committed. Of the additional \$700,000 now being requested, \$248,884 has already been committed. This requested increase will bring the total authorized compensation to \$3,426,645.

The Goethals Bridge modernization and capacity enhancement project is a key element of the Interstate Network Analysis (INA) study which addresses existing and future-year (2020) major improvements to the Southern, Northern, Midtown, and Downtown Corridors of the Port Authority's Interstate Transportation Network. For the Northern Interstate Corridor, the Port Authority has authorized expenditures for Intelligent Vehicle Highway Systems (IVHS) technology to improve traffic flow on the George Washington Bridge and the Cross Bronx Expressway. In February 1995, the Port Authority's Board of Commissioners authorized \$22.7 million to support the second phase of Stage II planning for

(Board - 10/17/96)

the proposed modernization and capacity enhancement of the Goethals Bridge, including required design work, obtaining a Record of Decision from the USCG, obtaining environmental approvals, permits and licenses, undertaking planning for acquisition of property interests (including, but not limited to, expenditure of funds for title surveys, title reports, title insurance and real estate appraisals) and entering into necessary agreements to effectuate the project.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 increase the total compensation payable under the agreement with Parsons Brinckerhoff Quade & Douglas, Inc. for expert professional environmental services for the modernization and capacity enhancement of the Goethals Bridge by \$700,000, resulting in total authorized compensation of \$3,426,645.

SPECIAL PROJECT BONDS, SERIES 6 AND 7, JFK INTERNATIONAL AIR TERMINAL LLC PROJECT - REPORT

It was reported that on April 25, 1996, as amended on July 11, 1996, the Board authorized the Executive Director to enter into various agreements with an entity to be formed and controlled by the principals of LCOR Incorporated and Schiphol USA Inc. (JFK International Air Terminal LLC), including a lease agreement to effectuate the redevelopment and operation of the international arrivals terminal at John F. Kennedy International Airport.

It was also reported that the lease agreement would provide for the construction by JFK International Air Terminal LLC of a new passenger terminal having approximately 1.4 million square feet on a site of approximately 165 acres at the airport, which is presently occupied in part by the existing international arrivals and wing buildings (Terminal 4). Additionally, the lease would provide that, at the lessee's request, the Authority would consider the issuance of Special Project Bonds in an aggregate principal amount not to exceed \$1.2 billion to provide for certain project costs. Any Special Project Bonds to be issued for these purposes would be issued under and pursuant to the Special Project Bond Resolution adopted by the Board on June 9, 1983, and would only be issued upon request of JFK International Air Terminal LLC for this type of project financing. Debt service on these bonds would be a special obligation of the Authority payable from the sources and to the extent generally as provided in the Special Project Bond Resolution and the Authority's full faith and credit would not be pledged to the payment of such debt service.

It is presently anticipated that the Authority and JFK International Air Terminal LLC would enter into the project agreements in December, 1996, and that JFK International Air Terminal LLC would request that the Authority sell all or a portion of the Special Project Bonds for this project at such time. Additionally, to the extent leveraged lease or other similar transactions with respect to all or any portion of the project may be feasible in the future, the Authority or the Lessee may enter into such transactions which are not inconsistent with the pledges, mortgages, security interest and assignments applicable to the Bonds.

It was recommended, to effectuate the timely issuance of Special Project Bonds for this project, that the Board establish the general terms and conditions of such Bonds, to be known as Special Project Bonds, Series 6 and Series 7, respectively, and that the Committee on Finance be authorized to take various actions to provide for the effectuation of the sale of such Bonds, at the request of JFK International Air Terminal LLC, at public or private sale. In addition, it was recommended that the Executive Director, the Chief Financial Officer, the Treasurer or the Deputy Treasurer be authorized to take any and all actions which may be taken by the Committee on Finance, including the sale of such Bonds on either a competitive or negotiated basis.

A public hearing, consistent with and to the extent provided by the public approval provisions of the Internal Revenue Code of 1986, as amended, was held on October 16, 1996, after public notice published on September 30, 1996 in *The New York Times* and *The Star Ledger*. In pertinent part the notice contained the following description of the Bonds, the facility and the project, "The Port Authority of New York and New Jersey Special Project Bonds, Series 6 and Series 7, JFK International Air Terminal LLC Project, in aggregate principal amount of up to \$1.2 billion, in connection with the costs of or related to the

construction of a new international arrivals passenger terminal, to be operated by JFK International Air Terminal LLC, having approximately 1.4 million square feet on a site of approximately 165 acres (presently occupied in part by the existing international arrivals and wing buildings (Terminal 4)), at John F. Kennedy International Airport, located in the Borough of Queens, City and State of New York".

**SPECIAL PROJECT BONDS, SERIES 6 AND 7, JFK INTERNATIONAL AIR
TERMINAL LLC PROJECT - ESTABLISHMENT AND AUTHORIZATION OF
ISSUANCE**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

WHEREAS, on June 9, 1983, The Port Authority of New York and New Jersey (hereinafter called the "Authority") adopted the Special Project Bond Resolution (such term and all other terms of special meaning having the meanings ascribed to such terms in or pursuant to Section 1 of this Resolution) providing for the issuance of Special Project Bonds of particular series, from time to time, in conformity with the Special Project Bond Resolution, for certain specified purposes, on the basis that any such Special Project Bonds so issued would not be direct and general obligations of the Authority and would be secured in the manner and be payable from the sources and to the extent set forth in the Special Project Bond Resolution, which Special Project Bond Resolution constitutes a contract with the holders of the Special Project Bonds so issued; and

WHEREAS, the Special Project Bond Resolution provides that Special Project Bonds shall be issued in such series as the Authority may determine, and that the characteristics of the bonds of each such series shall be determined by the Authority pursuant to a particular Special Project Bond Series Resolution, and that such Special Project Bond Series Resolution may contain other terms and provisions not inconsistent with the Special Project Bond Resolution; and

WHEREAS, the Project will provide a new passenger terminal at John F. Kennedy International Airport which will serve or be available on a regular basis for general public use, and the Authority has duly considered issuance of Special Project Bonds in connection with the Project; and

WHEREAS, on April 25, 1996, the Authority adopted a resolution, among other matters, reflecting its intention to issue Special Project Bonds to finance the Project Costs; and

WHEREAS, the Authority has heretofore established certain series of Special Project Bonds for purposes other than with respect to the Project, and has now determined that it is necessary, advisable and in the public interest to establish two series of Special Project Bonds to be issued on a parity basis, secured in the manner and payable from the sources and to the extent provided in or pursuant to the Special Project Bond Resolution and this Resolution, for and in connection with the Project, without prejudice to its right hereafter to establish other and additional series of Special Project Bonds for purposes with respect to the Project or otherwise; and

WHEREAS, the Lease is to provide, among other items, for and in connection with the construction and operation of a new passenger terminal at John F. Kennedy International Airport by the Lessee, with the issuance, sale and delivery of Special Project Bonds as the financing arrangement for Project Costs; and

WHEREAS, there will be pledged to the payment of Debt Service, the Trust Estate and the Leasehold Mortgage by the Lessee, and in addition thereto JFK International Air Terminal LLC shall also agree in the Guaranty by JFK International Air Terminal LLC that JFK International Air Terminal LLC shall pay Debt Service, when due, as a separate and independent obligation of JFK International Air Terminal LLC;

NOW, THEREFORE, be it resolved by the Authority:

SECTION 1. Definitions.

Unless the context shall clearly indicate some other meaning or may otherwise require, the terms defined in this Section 1 shall, for all purposes of this Resolution and of any resolution amendatory hereof or supplemental hereto and of any certificate, opinion, instrument or document herein or therein mentioned (unless otherwise defined therein), have the meanings specified in this Section 1, with the following definitions to be equally applicable to both the singular and plural forms of any terms defined in this Section 1 and vice versa. Terms of special meaning which are not defined in this Section 1 shall have the meanings specified in Section 1 of the Special Project Bond Resolution (except as herein otherwise expressly provided or unless the context otherwise requires).

The term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman of the Authority; Vice Chairman of the Authority; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Deputy Treasurer of the Authority.

The term "Bond Fund" shall mean the special trust fund established by the Authority under this Resolution for and in connection with the Bonds in accordance with the provisions of the Special Project Bond Resolution, and known as the "Special Project Bonds JFK International Air Terminal LLC Project Bond Fund".

The term "Bondholder" shall mean the registered holder or holders of the Bonds, as determined on the basis of the books and records maintained with respect to the Bonds by the Registrar.

The term "Bonds" shall mean each series of bonds established by and authorized to be issued under this Resolution.

The term "Committee on Finance" shall mean the Committee on Finance of the Board of Commissioners of the Authority.

The term "Construction Fund" shall mean the special trust fund established by the Authority under this Resolution for and in connection with the Bonds in accordance with the provisions of the Special Project Bond Resolution, and known as the "Special Project Bonds JFK International Air Terminal LLC Project Construction Fund".

The term "Debt Service" shall mean the interest payable on the Bonds, and the amounts which the Authority is obligated by agreements with or for the benefit of the

Bondholder to pay or set aside for the amortization, maturity, redemption (including redemption premium, if any) or retirement of the Bonds.

The term "Debt Service Fund" shall mean the special trust fund established by the Authority under this Resolution for and in connection with the Bonds in accordance with the provisions of the Special Project Bond Resolution, and known as the "Special Project Bonds JFK International Air Terminal LLC Project Debt Service Fund".

The term "Facility Rental" shall mean the rental payable by the Lessee as Facility Rental pursuant to the Lease which is, together with any other monies which may be available therefor in the Bond Fund, pledged to pay Debt Service, and, if applicable, shall include the accelerated Facility Rental payable by the Lessee under the Lease.

The term "Governmental Obligations" shall mean (i) direct obligations of the United States of America for the payment of which the full faith and credit of the United States of America is pledged or (ii) obligations issued by any agency controlled or supervised by or acting as an instrumentality of the United States of America, the payment of the principal of and interest on which is fully and unconditionally guaranteed as a full faith and credit obligation of the United States of America (including any securities described in clause (i) or clause (ii) issued or held in book-entry form on the books of the Department of the Treasury of the United States of America).

The term "Guaranty by JFK International Air Terminal LLC" shall mean the guaranty by JFK International Air Terminal LLC to pay Debt Service on the Bonds, when due.

The term "Investment Securities" shall mean those types of securities in which the Trustee is authorized to invest the monies held in the Construction Fund, the Bond Fund, the Debt Service Fund and any fund established pursuant to Section 7(e) of this Resolution.

The term "JFK International Air Terminal LLC" shall mean JFK International Air Terminal LLC, a limited liability company formed under the laws of the State of New York.

The term "Lease" shall mean the agreement of lease pertaining to the Project between the Authority and the Lessee, as the same may from time to time be amended and supplemented.

The term "Leasehold Mortgage by the Lessee" shall mean the mortgage by the Lessee in favor of the Trustee of its interest in the Lease.

The term "Lessee" shall mean JFK International Air Terminal LLC, or its successors or assigns pursuant to the Lease.

The term "Minimum Debt Service Fund Balance" shall mean, as of any date of calculation, the amount of monies and the value of Investment Securities and the other assets required to be on deposit in the Debt Service Fund on such date of calculation in accordance with the provisions of the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture.

The term "Personal Property Security Interest by the Lessee" shall mean the security interest granted by the Lessee to the Authority, mortgaged by the Authority in favor of the Trustee, in certain items of personalty of the Lessee located or to be located at the Project and listed on schedules attached or to be attached to the Personal Property Security Interest by the Lessee from time to time.

The term "Project" shall mean the buildings, structures and other improvements in connection with a passenger terminal at John F. Kennedy International Airport and covered by the Lease, including the equipment permanently affixed thereto or permanently located therein, including but not limited to electrical, plumbing, sprinkler, fire protection and fire alarm, heating, steam, sewage, drainage, refrigerating, communications, gas and other systems, and their pipes, wires, mains, lines, tubes, conduits, equipment and fixtures, and all paving, drains, culverts, ditches and catch basins, located or to be located or constructed or to be constructed in connection with the Lease by or on behalf of the Lessee, or necessary or convenient in connection therewith, and any future expansions thereof, the costs of which, including, without limitation, any fees, costs or reserves related to the financing, construction or installation thereof or in connection with the issuance of the Bonds, are to be financed through the issuance of the Bonds.

The term "Project Costs" shall mean the costs as provided in the Lease to be financed or refinanced through the issuance of the Bonds for or in connection with the Project, including, without limitation, any fees, costs or reserves related to the financing, refinancing, construction, installation or future expansion of the Project or in connection with the issuance of the Bonds.

The term "Resolution" shall mean this Special Project Bond Series Resolution adopted October 17, 1996, entitled "*Special Project Bonds, Series 6 and 7, JFK International Air Terminal LLC Project - Establishment and Authorization of Issuance*", including any amendments, modifications or supplements to this Resolution.

The term "Special Project Bond Resolution" shall mean the resolution of the Authority adopted June 9, 1983, entitled "*Special Project Bonds - Establishment of Issue*", including any amendments, modifications or supplements thereto.

The term "Special Project Bond Series Resolution" shall mean the resolution adopted by the Authority establishing and authorizing a particular series of Special Project Bonds.

The term "Special Project Bonds" shall mean bonds of the issue established by the Special Project Bond Resolution, of which the Bonds are each a series.

The term "Trust Estate" shall mean all rights, title and interest of the Authority in and to (i) the Facility Rental; (ii) all amounts on deposit from time to time in the Construction Fund (to the extent not disbursed or otherwise disbursable as provided in the Lease), the Bond Fund, the Debt Service Fund and any fund established pursuant to Section 7(e) of this Resolution, subject to the provisions of this Resolution, the Special Project Bond Resolution, the Trust Indenture and the Lease, permitting the application thereof for the purposes and on the terms and conditions set forth in this Resolution, the Special Project Bond Resolution, the Trust Indenture and the Lease; (iii) the Personal Property Security Interest by

the Lessee; and (iv) any assets of the Lessee (other than those described in clause (iii) above) in which the Authority is granted a security interest by the Lessee to the extent of such security interest granted by the Lessee.

The term "Trust Indenture" shall mean the Trust Indenture between the Authority and the Trustee specifying the rights, responsibilities and duties of the Trustee and providing for the mortgage, pledge and assignment by the Authority of the Trust Estate in favor of the Trustee, as the same may from time to time be amended and supplemented.

The term "Trustee" shall mean the Trustee appointed under Section 9 of this Resolution by the Authority pursuant to the Special Project Bond Resolution for and in connection with the Bonds, and any successor Trustee appointed in accordance with the foregoing.

SECTION 2. Establishment and Issuance of and Security for the Bonds.

(a) General Provisions with Respect to the Establishment and Issuance of the Bonds.

Each of "The Port Authority of New York and New Jersey Special Project Bonds, Series 6, JFK International Air Terminal LLC Project" and "The Port Authority of New York and New Jersey Special Project Bonds, Series 7, JFK International Air Terminal LLC Project" is established as a separate series of Bonds, to be issued in conformity with the provisions of the Special Project Bond Resolution and this Resolution, in an aggregate principal amount of up to One Billion Two Hundred Million Dollars (\$1,200,000,000) at any one time outstanding; *provided, however*, that the total aggregate principal amount of all of the Bonds shall not exceed One Billion Two Hundred Million Dollars (\$1,200,000,000) at any one time outstanding. This Resolution shall apply with equal force and effect to each of such series on an individual basis. The Bonds are to be secured on a parity basis, in the manner and shall be payable from the sources and to the extent provided in or pursuant to the Special Project Bond Resolution, this Resolution, the Lease, the Trust Indenture, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC. The issuance of the Bonds is determined to be necessary to accomplish the purposes for which the Bonds are to be issued -- to wit, to provide for the financing and/or refinancing of Project Costs.

(b) Security for the Bonds.

The payment of Debt Service on the Bonds, regardless of the dates of their issuance or maturity, shall be separately secured equally and ratably by (i) a mortgage by the Authority, in favor of the Trustee, of the Facility Rental; (ii) the Leasehold Mortgage by the Lessee; (iii) the Personal Property Security Interest by the Lessee; (iv) the assets of the Lessee encompassed by clause IV of the Trust Estate under the Trust Indenture; and (v) the Guaranty by JFK International Air Terminal LLC. The Authority hereby reaffirms that and the Facility Rental is hereby irrevocably mortgaged by the Authority in favor of the Trustee, and pledged to the payment, when due, of Debt Service, subject, however, to the provisions of this Resolution, the Special Project Bond Resolution, the Lease and the Trust Indenture relating

to the application of funds in the Construction Fund, the Bond Fund, the Debt Service Fund and any fund established pursuant to Section 7(e) of this Resolution.

The Bonds shall constitute special limited obligations of the Authority payable by the Authority solely from the revenues and other sources pledged, mortgaged and assigned by the Authority in the Special Project Bond Resolution, this Resolution and the Trust Indenture and shall not constitute general obligations of the Authority or of either of the States of New York or New Jersey, or of any municipality or subdivision of either of the States of New York or New Jersey, and neither the full faith and credit of the Authority nor any of its revenues, assets or reserve funds (other than Facility Rental, the Construction Fund, to the extent not disbursed or otherwise disbursable as provided in the Lease, the Bond Fund, the Debt Service Fund, any fund established pursuant to Section 7(e) of this Resolution, the Personal Property Security Interest by the Lessee and the assets of the Lessee encompassed by clause IV of the Trust Estate under the Trust Indenture) are pledged or shall be deemed to be pledged by the Authority in any manner whatsoever for the payment of Debt Service or for the fulfillment of any obligation which the Authority has assumed or may hereafter assume to or for the benefit of the Bondholders.

In the event that all or a portion of the Bonds shall be deemed to be paid in accordance with the provisions of Section 10(a) of this Resolution from the proceeds of a series of Refunding Bonds, then and in that event the same pledges, mortgages, security interests and assignments applicable to the Bonds may be extended to the Refunding Bonds in the Special Project Bond Series Resolution pertaining to the Refunding Bonds, and the Trustee shall execute such documents as may reasonably be required by the Authority acting at the request of the Lessee to accomplish such purpose.

(c) **Additional Series of Special Project Bonds for the Project.**

The Authority may, from time to time, establish and authorize the issuance and sale of additional series of Special Project Bonds for purposes of the Project on a parity basis with the Bonds, and the same pledges, mortgages, security interests and assignments applicable to the Bonds may be extended to each of such additional series in the Special Project Bond Series Resolution pertaining to such series, and the Trustee shall execute such documents as may reasonably be required by the Authority acting at the request of the Lessee to accomplish such purposes.

(d) **Leveraged Lease or Other Similar Transactions.**

The Authority or the Lessee may enter into leveraged lease or other similar transactions with respect to all or any portion of the Project which are not inconsistent with the pledges, mortgages, security interests and assignments applicable to the Bonds.

SECTION 3. General Terms and Provisions of the Bonds.**(a) General.**

The Bonds shall be issued in one or more installments as the Committee on Finance may hereafter determine, and in connection with the issuance of the Bonds, the Committee on Finance is authorized prior to the issuance of each installment of the Bonds (i) to establish the date as of which such installment shall be dated; (ii) to establish, adjust or change the provisions relating to the rate or rates of interest to be borne by such installment and to the payment of interest on such installment; (iii) to establish the date or dates (in the event such installment is comprised in whole or in part of serial maturities) at which any of such installment shall mature; (iv) to adjust or change the medium of payment for such installment; (v) to establish, adjust, change or rescind the redemption, retirement and call provisions relating to such installment; (vi) to provide for such installment to be issued on original issuance as registered bonds or as book-entry only securities, in either case, subject to a book-entry system for determining interests therein, with such adjustments and changes in the provisions of this Resolution as in the opinion of the Committee on Finance are appropriate to effectuate such issuance of such installment; (vii) at the request of the Lessee, to rescind the provisions pertaining to the Debt Service Fund set forth in this Resolution as such provisions pertain to such installment and provide that such installment shall not be payable from or otherwise secured by the Debt Service Fund, if any, established for the Bonds; (viii) to provide for such installment to be separately registrable as to principal and interest (including any authorized incremental interest) to any one or more Bondholders or holders of certificates (if any) with respect to the payment of interest thereon; (ix) to establish the authorized denomination or denominations of such installment; (x) to establish events, in addition to those set forth in Section 5 of this Resolution, the occurrence of which shall require the extraordinary mandatory redemption, in whole or in part, of such installment; and (xi) to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

(b) Form and Places of Payment.

Unless otherwise determined by the Committee on Finance, Debt Service shall be payable in lawful money of the United States of America; principal of the Bonds shall be payable upon presentation and surrender thereof by the Bondholders, at the office or offices, designated by the Authority, of the Paying Agent or Paying Agents, in a county which is in whole or in part in the Port District; and interest on the Bonds shall be payable when due to the Bondholders by check or draft drawn on the Paying Agent or Paying Agents and mailed to the Bondholders.

(c) Effect of Saturdays, Sundays and Legal Holidays.

If the date for payment of Debt Service, or the date fixed for maturity or redemption of any of the Bonds shall be a Saturday, a Sunday, a legal holiday or a day on which banking institutions within the Port District are required or authorized by law to remain closed, then such payment or redemption may be made on the next succeeding business day not a Saturday, a Sunday, a legal holiday or a day on which banking institutions within the Port District are required or authorized by law to remain closed, with the same force and effect as if done on the nominal date provided in this Resolution.

(d) **Form and Denominations of the Bonds; Registrar; Books of Registry.**

Unless otherwise determined by the Committee on Finance, the Bonds shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in authorized denominations.

The Authority will keep or cause to be kept at the offices, designated by the Authority, of its Registrar appointed for that purpose, in a county which is in whole or in part in the Port District, proper and sufficient books for the registration of the Bonds.

(e) **Transfer and Exchange of the Bonds.**

Each bond issued under this Resolution shall be transferable by the Bondholder thereof in accordance with the provisions of this Resolution, only upon the books for registration of the Bonds kept pursuant to Section 3(d) of this Resolution.

Upon the written request of the Bondholder and upon surrender of a bond or bonds, such bond or bonds may be exchanged for a bond or bonds of like tenor of any other authorized denominations, registered as designated in such request.

All requests for the registration, transfer, exchange and delivery pertaining to any of the Bonds shall be filed with the Registrar; all bonds to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all bonds delivered in exchange as aforesaid shall be delivered by the Registrar. All bonds surrendered to the Registrar in exchange for other bonds or for transfer shall be cancelled by the Registrar upon such surrender.

All costs incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of any of the Bonds, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this Resolution, shall be borne by the Lessee, except to the extent provided in Section 3(f) of this Resolution.

Nothing contained in this Resolution shall be deemed to authorize the execution and delivery of bonds except in authorized denominations.

(f) **Mutilated, Lost or Destroyed Bonds.**

In case any bond issued under this Resolution shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new bond of like tenor in exchange or substitution for and upon cancellation of such mutilated bond or in lieu of or in substitution for such destroyed or lost bond; or if such bond shall have matured, instead of issuing a substitute bond the Paying Agent may pay the same without surrender thereof upon the written request or authorization of the Authority. In case of destruction or loss, the applicant for a substitute bond shall furnish to the Authority and the Trustee evidence satisfactory to the Authority of the destruction or loss of such bond and of the ownership thereof and also such security and indemnity as may be required by the Authority. Upon the issuance of any substitute bond, the Authority, at its option may require

the applicant for such substitute bond to pay a sum sufficient to reimburse the Authority and the Trustee for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new bond so issued in substitution. Any bond issued under the provisions of this Section 3(f) in lieu of any bond alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the bond so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of the Special Project Bond Resolution, this Resolution, the Trust Indenture, the Leasehold Mortgage by the Lessee and the Guaranty by JFK International Air Terminal LLC.

SECTION 4. Execution of Bonds.

(a) Execution of Bonds.

Each of the Bonds shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be manually signed by an Authorized Officer; *provided, however*, that each bond may be executed by the facsimile signature of an Authorized Officer and, in such event, such bond shall have endorsed thereon a certificate of authentication manually executed by the Trustee. No bond bearing a facsimile signature of any Authorized Officer shall be entitled to any benefit under this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Leasehold Mortgage by the Lessee or the Guaranty by JFK International Air Terminal LLC, or be valid or obligatory for any purpose unless and until such certificate of authentication shall have been manually executed by the Trustee, as aforesaid, and such manually executed certificate upon such bond shall be conclusive evidence that such bond has been authenticated and delivered under this Resolution. Such certificate of authentication on any such bond shall be deemed to have been executed by the Trustee, as aforesaid, if signed by an authorized officer of the Trustee, but it shall not be necessary that the same officer sign the certificate of authentication on all of such bonds issued under this Resolution.

(b) Validity of Signatures on the Bonds.

In case any Authorized Officer who shall have signed or whose facsimile signature shall appear on any of the Bonds shall cease to be an Authorized Officer before such bonds shall have been actually issued, such bonds may nevertheless be issued as though such Authorized Officer who signed such bonds had not ceased to be an Authorized Officer.

SECTION 5. Redemption or Retirement of Bonds.

(a) Optional Redemption.

In the event that prior to the issuance of any installment of the Bonds it is determined that such installment shall be subject to optional redemption by the Authority, such installment shall be subject to optional redemption by the Authority only upon request of the Lessee, from monies deposited into the Bond Fund, in whole or in part, on prior notice, on the date to be fixed for redemption in the Authority's notice of intention to redeem bonds.

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The Authority's obligation with respect to optional redemption pursuant to the provisions of this Section 5(a) shall be subject to the provision of sufficient monies by the Lessee to accomplish such redemption, and shall be limited solely to the monies so provided by the Lessee and deposited into the Bond Fund for such purposes.

(b) Mandatory Periodic Retirement.

In the event that prior to the issuance of any installment of the Bonds it is determined that such installment shall be subject to mandatory periodic retirement by the Authority, such installment shall be subject to mandatory periodic retirement by the Authority prior to maturity at the times and in the amounts set forth on the schedule of mandatory periodic retirement established by the Authority for such installment, from monies to be deposited into the Bond Fund (to the credit of a sinking fund to be established in the Bond Fund) for such purposes.

The Authority's obligation with respect to mandatory periodic retirement pursuant to the provisions of this Section 5(b) shall be subject to the provision of sufficient monies by the Lessee to accomplish such mandatory periodic retirement and shall be limited solely to the monies so provided by the Lessee and deposited into the Bond Fund for such purposes.

At any time and from time to time the Lessee may, and the Authority shall at the request of the Lessee and upon provision to the Authority of the requisite monies, instructions and/or any of the Bonds, deliver to the Trustee (i) such amount of monies, with instructions to purchase and cancel the principal amount of the Bonds which is equal to the principal amount of bonds acquired with such monies or (ii) such bonds for cancellation. On or before the sixtieth day next preceding the mandatory periodic retirement date in each year (except the year of maturity) set forth in the schedule of mandatory periodic retirement established for an installment of the Bonds, the Trustee shall furnish the Lessee and the Authority with a certificate (i) specifying the aggregate principal amount, if any, of the bonds which prior to such date have been redeemed or purchased by the Trustee (otherwise than through the operation of sinking fund retirement) and cancelled or delivered by the Lessee or the Authority to the Trustee for cancellation and (ii) specifying the aggregate principal amount of the bonds not theretofore applied as a credit against any mandatory periodic retirement obligation for the Bonds. On or before the fiftieth day next preceding each mandatory periodic retirement date, the Lessee shall furnish the Trustee and the Authority with a certificate specifying the amount, if any, of such bonds which the Trustee shall apply as a credit in respect of the mandatory periodic retirement obligation of the Authority on such mandatory periodic retirement date. Each bond so credited shall be credited by the Trustee at 100% of the principal amount thereof and any excess over the amount required for such current mandatory periodic retirement obligation may be credited against such mandatory periodic retirement obligation or such future mandatory periodic retirement obligations as the Lessee may specify.

(c) Extraordinary Mandatory Redemption.

The Bonds shall be redeemed by the Authority in whole and not in part at par on any date prior to maturity from monies to be deposited into the Bond Fund for such purposes (i) upon the expiration or termination of the Lease or (ii) in accordance with the provisions of Section 9(c) of this Resolution, upon notice from the Trustee.

In the event that prior to the issuance of any installment of the Bonds it is determined that such installment shall be subject to extraordinary mandatory redemption by the Authority, upon the occurrence of events in addition to those set forth in the first paragraph of this Section 5(c), such installment shall also be subject to extraordinary mandatory redemption prior to maturity upon the occurrence of such events, from monies to be deposited into the Bond Fund for such purposes.

The Authority's obligation with respect to extraordinary mandatory redemption pursuant to the provisions of this Section 5(c) shall be subject to the provision of sufficient monies by the Lessee to accomplish such redemption, and shall be limited solely to the monies so provided by the Lessee and deposited into the Bond Fund for such purposes.

(d) **Notice of Redemption.**

Notice of intention to redeem any bonds issued under this Resolution, except under Section 5(c) of this Resolution, shall be given by the Authority not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption, to the Bondholders of the bonds to be called for redemption, by deposit of a copy of such notice, postage prepaid by first class mail, certified or registered, in a United States Post Office, addressed to such Bondholders at their last known addresses as appearing upon the books for the registration of the Bonds kept pursuant to Section 3(d) of this Resolution. Notice of the mailing of such notice of intention to redeem bonds shall also be published by the Authority in a daily newspaper of general circulation in the Port District not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption; *provided, however*, that failure to give such notice by publication, or any defect therein, shall not affect the validity of any action with respect to the redemption of such bonds. Notice of intention to redeem any bonds issued under this Resolution shall not be required in connection with a redemption under Section 5(c) of this Resolution.

(e) **Payment of Redemption Price; Effect of Redemption.**

Before the date fixed for redemption specified in the Authority's notice of intention to redeem, the Authority will cause to be paid to the Paying Agent (or Paying Agents), subject to receipt by the Trustee from the Lessee of the same, an amount in cash which, together with other funds available therefor in the Bond Fund, is in the aggregate sufficient to redeem all of the outstanding bonds which are to be redeemed, at the respective redemption prices thereof, which, in each case, shall include the accrued interest until the date fixed for redemption and the premium (if any), such principal amount and premium (if any) to be held by the Paying Agent (or Paying Agents), in trust for the account of the Bondholders of the bonds so called for redemption and to be paid to such Bondholders, respectively, upon presentation and surrender of such bonds with accrued interest included in such redemption price to be paid to the Bondholders in accordance with the provisions of this Resolution. On and after the date fixed for redemption, the notice of intention to redeem having been completed as above provided, the bonds so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for the redemption of such bonds on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the bonds so called on and after the date fixed for their

redemption, and such bonds shall not be entitled to the benefit or security of the Special Project Bond Resolution, this Resolution, the Trust Indenture, the Leasehold Mortgage by the Lessee or the Guaranty by JFK International Air Terminal LLC, but shall rely solely upon the funds so deposited.

(f) Selection of Bonds for Redemption.

If less than all of any installment of the Bonds then outstanding are to be called for redemption at the option of the Authority, and if such installment then outstanding includes bonds of any serial maturities, the bonds so to be called shall be in such order of maturity as shall be determined prior to the issuance of such installment, and if bonds constituting a particular maturity are to be called for redemption, but not all bonds constituting such maturity are to be called for redemption, the bonds so to be called shall be determined by lot by the Authority or the Registrar, in such manner and by such entity as the Authority may elect or by such other system or method as the Committee on Finance may determine.

If bonds are to be called for redemption to meet the schedule of mandatory periodic retirement established for an installment of the Bonds, the bonds so to be called shall be determined by lot by the Authority or the Registrar, in such manner and by such entity as the Authority may elect or by such other system or method as the Committee on Finance may determine.

(g) Partial Redemption of the Bonds.

In the case of bonds of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value representing the minimum authorized denomination shall be treated as though it were a separate bond of the minimum authorized denomination, and the word "bond" as used in the foregoing provisions of this Section 5 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the units of face value representing the minimum authorized denomination of any bond are to be called for redemption, then upon notice of intention to redeem such unit or units, the Bondholder of such bond shall forthwith present such bond to the Registrar which shall issue a new bond or bonds of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange for such bond, pursuant to Section 3 of this Resolution, including a new bond or bonds with the aggregate principal amount of the unit or units of face value called for redemption; and such new bond or bonds shall be deemed to be duly called for redemption without further notice to the Bondholder thereof. If the Bondholder of such bond of a denomination greater than the minimum authorized denomination shall fail to present such bond to the Registrar for the issuance of new bonds of smaller denominations in exchange therefor, as aforesaid, such bond shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent or Paying Agents, as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such bond represented by such unit or units of face value on and after the date fixed for redemption, and such bond shall not be entitled to the benefit or security of this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Leasehold Mortgage by the Lessee or the Guaranty by JFK

International Air Terminal LLC, to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption and premium, if any) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

SECTION 6. Form of the Bonds.

The form for the bonds issued under this Resolution, including provisions with respect to numbering, authentication and assignment, shall be determined by an Authorized Officer prior to the issuance of the first installment of the Bonds.

SECTION 7. Establishment of Funds.

(a) Construction Fund.

There is hereby established a special trust fund for and in connection with the Bonds, which shall be known as the "Special Project Bonds, JFK International Air Terminal LLC Project, Construction Fund" into which there shall be deposited any portion of the proceeds received from the sale of the Bonds which is required to be deposited into the Construction Fund in accordance with the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture. In addition, there shall also be deposited into the Construction Fund all other monies required to be paid thereto in accordance with the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture. The Construction Fund (including all accounts and sub-accounts therein established pursuant to Section 7(d) of this Resolution) shall be administered by the Trustee in accordance with the provisions of the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture and any amounts remaining in the Construction Fund upon completion of the Project shall be applied as provided in the Trust Indenture, this Resolution, the Special Project Bond Resolution and the Lease.

(b) Bond Fund.

There is hereby established a special trust fund for and in connection with the Bonds which shall be known as the "Special Project Bonds, JFK International Air Terminal LLC Project, Bond Fund" into which there shall be deposited any portion of the proceeds received from the sale of the Bonds required to be deposited into the Bond Fund in accordance with the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture. In addition thereto, the Lessee shall pay the Facility Rental, when due in accordance with the Lease and the Trust Indenture, in an amount sufficient together with other monies available therefor in the Bond Fund to pay Debt Service not later than when due, directly to the Trustee for deposit into the Bond Fund. Further, the Trustee shall transfer from the Construction Fund amounts remaining in the Construction Fund upon completion of the Project, if any, for deposit to the Bond Fund in accordance with this Resolution, the Special Project Bond Resolution, the Lease and the Trust Indenture. In the event that the Trustee shall receive any monies from a partial sale (by condemnation or otherwise) of the premises covered by the Lease, and the Lease has not been terminated in accordance with its terms, such monies shall be deposited into the Bond Fund in accordance with this Resolution, the

Special Project Bond Resolution, the Lease and the Trust Indenture. Any portion of the proceeds of a series or installment of Refunding Bonds shall be paid to the Trustee, deposited into the Bond Fund and disbursed in accordance with the terms and conditions for the Refunding as provided in this Resolution, and in the Special Project Bond Series Resolution pertaining to the Refunding Bonds. In addition, there shall also be deposited into the Bond Fund all other monies required to be paid thereto in accordance with the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture. The Bond Fund (including all accounts and sub-accounts therein established pursuant to Section 7(d) of this Resolution) shall be administered by the Trustee in accordance with the provisions of the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture.

Pursuant to the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture, in the event that the monies in the Bond Fund are insufficient to pay Debt Service in full, such monies in the Bond Fund shall be applied to the payment of interest, then to the payment of premium (if any), and then to the payment of the principal of each of the Bonds ratably as to each of the Bonds.

(c) **Debt Service Fund.**

There is hereby established a Debt Service Fund for and in connection with the Bonds, which shall be known as the "Special Project Bonds, JFK International Air Terminal LLC Project, Debt Service Fund". The Debt Service Fund shall be maintained so long as any of the Bonds are outstanding. The monies, Investment Securities and other assets credited to the Debt Service Fund shall constitute a reserve for the payment of Debt Service. The Minimum Debt Service Fund Balance shall be determined by the Committee on Finance in connection with the sale of the Bonds, or each installment thereof, at the time of each such sale. There shall be deposited into the Debt Service Fund from the proceeds received from the sale of the Bonds, or each installment thereof, any amount which is required to be deposited from such proceeds to cause the amount on deposit in the Debt Service Fund, together with any amounts to be deposited by the Lessee pursuant to the Lease, to equal the then applicable Minimum Debt Service Fund Balance. In addition, there shall also be deposited into the Debt Service Fund all other monies required to be deposited therein in accordance with the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture. The Debt Service Fund (including all accounts and sub-accounts therein established pursuant to Section 7(d) of this Resolution) shall be administered by the Trustee in accordance with the provisions of the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture.

(d) **Establishment of Accounts and Sub-Accounts of the Construction Fund, the Bond Fund and the Debt Service Fund.**

Any Authorized Officer may establish such accounts or sub-accounts within the Construction Fund, the Bond Fund and the Debt Service Fund for such purposes as such Authorized Officer shall deem necessary, consistent with this Resolution, the Special Project Bond Resolution, the Lease and the Trust Indenture.

(e) **Establishment of Additional Funds within the Trust Estate.**

Any Authorized Officer may establish any funds and all accounts and sub-accounts therein, to be established, held and administered by the Trustee under this Resolution, the Lease or the Trust Indenture for purposes of or in connection with those assets comprising a portion of the Trust Estate, encompassed by clause IV of the Trust Estate.

SECTION 8. Investments.

Subject to the provisions of Section 7 of the Special Project Bond Resolution, the Trustee may invest the monies in the Construction Fund, the Bond Fund, the Debt Service Fund and in any fund established pursuant to Section 7(e) of this Resolution, respectively, in such Investment Securities as are designated by an Authorized Officer for such purposes.

The value of Investment Securities shall be computed at such times and by such methods provided in or pursuant to the Trust Indenture.

Pursuant to Section 7 of the Special Project Bond Resolution, all income or other gain derived from or attributable to Investment Securities shall be credited to or deposited into the fund which purchased such Investment Securities and any loss derived from or attributable to Investment Securities shall be charged to such fund. In accordance with the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture, any such income or gain credited to or deposited into the Debt Service Fund shall be transferred by the Trustee for deposit into the Construction Fund to the extent and upon the determination by the Trustee in accordance with Section 7(c) of this Resolution that there is in the Debt Service Fund an amount in excess of the Minimum Debt Service Fund Balance required to be maintained therein, and upon and after final disbursement of the Construction Fund into the Bond Fund, to be applied in accordance with the Special Project Bond Resolution, this Resolution, the Lease and the Trust Indenture.

SECTION 9. The Trustee.

(a) **Appointment and Powers of the Trustee.**

The Authority shall appoint a bank or trust company as Trustee for and in connection with the Bonds. The Trustee is hereby authorized to (i) institute any action or proceeding on behalf of the Bondholders against the Authority or others, or (ii) intervene in any pending action or proceeding, or (iii) take any other action which it shall in its sole discretion determine to be necessary or advisable in order to protect the rights of the Bondholders; *provided, however*, that any action instituted or taken with respect to the Authority shall only be instituted or taken to the limited extent of any liability of the Authority with respect to the Bonds. The rights of the Trustee in this respect and in all other respects shall be in addition to and not in substitution of any and all rights which would otherwise inure to the Bondholders. It is understood that the Trustee in its sole discretion may, but shall be under no obligation to, review the activities or operations of the Authority concerning the Project or any of the contracts or agreements of the Authority concerning the Project or exercise any of the rights or powers vested in it by this Section 9 in connection

with the Project whether on the Trustee's initiative or at the request or direction of any of the Bondholders.

(b) **Qualification of the Trustee.**

The Trustee (which shall include any successor Trustee) shall be a bank or trust company organized under the laws of the State of New York or the State of New Jersey or a national banking association doing business and having its principal office in the Port District and having a total capital (including capital stock, surplus, undivided profits and capital notes, if any) aggregating at least \$25,000,000, which is willing and able to accept the office on reasonable and customary terms and is authorized by law to perform all the duties imposed upon it by the Special Project Bond Resolution, this Resolution, the Trust Indenture, the Lease, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC.

(c) **Declaration by the Trustee of Principal of and Interest on the Bonds as Due.**

In the event that the Lessee fails to provide sufficient monies for deposit into the Bond Fund to pay Debt Service, when due, or, to the extent set forth in the Lease, in the event that certain events involving the bankruptcy or insolvency of the Lessee or the appointment of a receiver, trustee or liquidator in connection therewith for the property of the Lessee shall occur, to the extent set forth in the Trust Indenture, the Trustee may, and upon the written request or direction of the Bondholders representing not less than a majority in aggregate principal amount of all series of Bonds issued under this Resolution and then outstanding (excluding any of the Bonds held by or for the account of the Authority or the Lessee), the Trustee shall, by written notice to the Authority and the Lessee, declare the principal amount of all series of Bonds issued under this Resolution and then outstanding and the interest accrued thereon to be immediately due and payable, and said principal and interest shall thereupon become immediately due and payable (subject to the rights of rescission and annulment set forth in the paragraph below and in the Lease), anything contained in the Special Project Bond Resolution, this Resolution, the Trust Indenture and the Lease, to the contrary notwithstanding.

If however, at any time after the principal of all series of Bonds issued under this Resolution and then outstanding and the accrued interest thereon shall have been so declared to be due and payable, and before the later of (i) entry of final judgment or decree in any suit, action or proceeding instituted on account of any of the events referred to in the first paragraph of this Section 9(c) and (ii) the completion of the enforcement of any other remedy under this Resolution, monies shall have accumulated or shall have been deposited into the Bond Fund sufficient to pay the principal of and any premium (or redemption price) on all of such matured Bonds, and all of such Bonds (or portions of the principal amount thereof) then or theretofore required to be redeemed pursuant to any provisions of this Resolution (excluding principal not then due except by reason of the aforesaid declaration) and all arrears of interest and interest then due, if any, upon all of such Bonds then outstanding, and if the charges, compensation, expenses, disbursements, advances and liabilities of the Trustee and all other amounts then payable by the Authority hereunder shall have been paid or a sum sufficient to pay the same shall have been deposited with the Trustee, and every other such event (other than a default in the payment of the principal of such Bonds then due only by

reason of the aforesaid declaration) shall have been remedied to the satisfaction of the Trustee or, in the case of any such event other than the nonpayment of an amount due and owing or an event involving the bankruptcy or insolvency of the Lessee or the appointment of a receiver, trustee or liquidator in connection therewith for the property of the Lessee to the extent set forth in the Lease, the Authority or the Lessee shall be taking, or shall be causing to be taken, appropriate action in good faith to effect its cure, then in every such event the Trustee may, and upon the written request or direction of the Bondholders representing not less than a majority in aggregate principal amount of all series of Bonds issued under this Resolution and then outstanding (excluding any of the Bonds held by or for the account of the Authority or the Lessee) not then due by their terms (except by reason of the aforesaid declaration), the Trustee shall, by written notice to the Authority and the Lessee, rescind and annul such declaration and its consequences, and such rescission shall be binding upon all Bondholders. No such rescission or annulment pursuant to the next preceding sentence shall extend to or affect any subsequent default or impair any right consequent thereto.

(d) **Liability of the Trustee.**

The Trustee shall not be liable for any action taken or suffered upon any notice, resolution, request, consent, order, certificate, report, opinion, bond or other paper or document believed by it to be genuine, and to have been signed or presented by the proper party or parties. The Trustee may consult with counsel, who may or may not be counsel to the Authority or the Lessee, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Lease, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC, in good faith and in accordance therewith. The Trustee shall not be liable in connection with the exercise, performance or non-performance of its powers and duties except for its own wilful misconduct, negligence or bad faith.

(e) **Evidence Upon Which the Trustee May Act.**

If the Trustee shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action under this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Lease, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC, such matter (unless other evidence in respect thereof be specifically prescribed) may be deemed to be conclusively proved and established as to the Trustee and the Bondholders by a certificate of an Authorized Officer or an authorized representative of the Lessee as provided in the Lease, and such certificate shall be full warrant for any action taken or suffered in good faith under the provisions of this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Lease, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC, in reliance thereon; *provided, however*, that in its discretion the Trustee may in lieu thereof accept other evidence of such fact or matter or may require such further or additional evidence as to it may seem reasonable.

(f) **Reports by Trustee.**

In addition to any other reports or information which the Trustee shall be required to furnish to the Authority and the Lessee pursuant to the Trust Indenture, not more than ninety (90) days after the close of each bond year with respect to the Bonds, the Trustee shall furnish to the Authority, the Lessee and any Bondholder filing with the Trustee a written request for a copy, a statement setting forth (to the extent applicable) in respect to such bond year (i) all transactions relating to the receipt, disbursement and application of all monies received by the Trustee applicable to the Bonds; (ii) the amount held by the Trustee at the end of such bond year to the credit of each fund established in connection with the Bonds, including a breakdown by account and sub-account; (iii) a brief description of all Investment Securities held by the Trustee as of the end of such bond year as an investment of monies in each fund established in connection with the Bonds, including a breakdown by account and sub-account, (iv) the principal amount of the Bonds, purchased by the Trustee during such bond year from monies available therefor in each fund pursuant to the provisions of this Resolution, and the respective purchase price of the Bonds; (v) the principal amount of the Bonds redeemed or retired during such bond year and the redemption prices thereof, if any; and (vi) any other information which the Authority or Lessee may reasonably request. The Trustee shall also furnish to the Authority and the Lessee monthly statements setting forth the foregoing information (to the extent applicable) with respect to each month of such bond year.

(g) **Cancellation and Destruction of Bonds by the Trustee.**

All of the Bonds surrendered to the Trustee or other Paying Agent for payment pursuant to Section 5 of this Resolution shall be cancelled upon such payment by the Trustee or such other Paying Agent as the case may be. Whenever cancellation of any bonds is by any Paying Agent other than the Trustee, such bonds so cancelled shall be delivered to the Trustee or as it may direct. All cancelled bonds, including those cancelled by the Trustee, shall be delivered to the Authority or as it may direct. Upon the written request of the Authority, the Trustee (or other Paying Agent) may in lieu of such cancellation and delivery destroy such bonds. If any bonds are destroyed by the Trustee, the Authority may require that such destruction be done in the presence of its appointee, and if any bonds are destroyed by a Paying Agent other than the Trustee, the Authority or the Trustee may require that such destruction be done in the presence of its respective appointee or officer. If the Trustee shall destroy any bonds it shall deliver a certificate of such destruction to the Authority, and if such destruction be performed by a Paying Agent other than the Trustee, such Paying Agent shall deliver a certificate of such destruction to both the Authority and the Trustee.

(h) **Compensation of the Trustee, the Paying Agent and the Registrar.**

The Authority shall provide in the Lease for the Lessee to (i) pay to the Trustee, the Paying Agent and the Registrar, from time to time, reasonable compensation for all services rendered by each of them under this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Paying Agent's Agreement, the Registrar's Agreement, the Lease, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC; (ii) reimburse the Trustee, the Paying Agent and the Registrar upon each of their requests for all reasonable expenses, disbursements and advances incurred or made by each of them in connection with the exercise,

performance or non-performance of any of their powers or duties under this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Paying Agent's Agreement, the Registrar's Agreement, the Lease, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC (including the reasonable compensation and the expenses and disbursements of each of their agents and counsel); and (iii) to indemnify the Trustee, the Paying Agent and the Registrar for, and hold each of them harmless against, any loss, liability or expense incurred without wilful misconduct, negligence or bad faith on their part, arising out of or in connection with the exercise, performance or non-performance of each of their powers and duties under this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Paying Agent's Agreement, the Registrar's Agreement, the Lease, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC, including the costs and expenses of any defense against any claim or liability in connection with such exercise, performance or non-performance.

(i) **Right of the Trustee to Own or Hold Bonds.**

The Trustee may become a Bondholder with the same rights as it would have if it were not the Trustee. To the extent permitted by law, the Trustee may act as depository for the Authority, act as paying agent and registrar for other obligations of the Authority and obligations of others, act itself and permit any of its officers or directors to act in any other capacity with respect to the Authority, the Lessee, the Bonds and the Bondholders as it or its officers or directors would be able to act were it not the Trustee. The Trustee, either as principal or agent, may also engage in or be interested in any financial or other transaction with the Authority or the Lessee.

(j) **Resignation of the Trustee.**

The Trustee may at any time resign and be discharged of all of the duties and obligations created by this Resolution by giving not less than sixty (60) days' written notice to the Authority and the Lessee and by giving such notice thereof, specifying the date when such resignation shall take effect, to the Bondholders. Such notice shall be given to the Bondholders by deposit of a copy of such notice, postage prepaid by first class mail, certified or registered, in a United States Post Office, addressed to the Bondholders at their last known addresses as appearing upon the books for the registration of the Bonds kept pursuant to Section 3(d) of this Resolution. Notice of such resignation shall also be published by the Trustee once in each week for two (2) successive calendar weeks in a newspaper of general circulation in the Port District. Such resignation shall take effect upon the later of the date specified in such notice (unless previously a successor Trustee shall have been appointed by the Authority in which event such resignation shall take effect immediately on the appointment of such successor Trustee) and the appointment by the Authority of a successor Trustee.

(k) **Removal of the Trustee.**

The Trustee or any successor thereto may be removed at any time by an instrument or concurrent instruments in writing, filed with the Trustee, and signed and acknowledged by the Bondholders representing a majority in aggregate principal amount of all series of Bonds issued under this Resolution and then outstanding or by their attorneys duly

authorized, excluding any of the Bonds held by or for the account of the Authority or the Lessee.

(I) Appointment of a Successor Trustee.

In case at any time the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or of its property, shall be appointed, or if any public officer shall take charge or control of the Trustee, or of its property or affairs, a successor may be appointed by the Bondholders representing a majority in aggregate principal amount of all series of Bonds issued under this Resolution and then outstanding (excluding any of the Bonds held by or for the account of the Authority or the Lessee), by an instrument or concurrent instruments in writing signed and acknowledged by such Bondholders or by their attorneys duly authorized and delivered to such successor Trustee, notification thereof being given to the Authority and the predecessor Trustee; *provided, however*, that the Authority shall forthwith appoint a Trustee to fill such vacancy unless and until a successor Trustee shall be appointed by the Bondholders as authorized in Section 9 of this Resolution. The Authority shall mail notice of any such appointment made by it to the Bondholders. Such notice shall be given to the Bondholders by deposit of a copy of such notice, postage prepaid by first class mail, certified or registered, in a United States Post Office, addressed to the Bondholders at their last known addresses as appearing upon the books for the registration of the Bonds kept pursuant to Section 3(d) of this Resolution. Notice of such appointment shall also be published by the Authority once in each week for two (2) consecutive calendar weeks, in a newspaper of general circulation in the Port District, the first publication to be made within twenty (20) days after such appointment. Any successor Trustee appointed by the Authority shall, immediately and without further act, be superseded by a Trustee appointed by the Bondholders representing a majority in aggregate principal amount of all series of Bonds issued under this Resolution and then outstanding as authorized in Section 9 of this Resolution. Any appointment of a successor Trustee or Trustees shall be made in compliance with the requirements of Section 9 of this Resolution.

Any company into which the Trustee may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which the Trustee may sell or transfer all or substantially all of its corporate trust business shall be the successor to the Trustee without the execution or filing of any paper or the performance of any further act; *provided, however*, that such company shall otherwise meet the qualifications set forth in Section 9(b) of this Resolution.

The failure of the Authority to take any action required by this Section 9 shall not invalidate any of the Bonds or affect any other actions of the Authority. The Authority shall in no way be restricted by this Section 9 from entering any defense to an action or proceeding instituted by the Trustee or by the Bondholders.

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SECTION 10. Discharge.

(a) Discharge of Pledges, Mortgages, Security Interests and Assignments; Bonds Deemed to be Paid Under this Resolution.

The obligations of the Authority and the Lessee under the Special Project Bond Resolution, this Resolution and the Trust Indenture, and the pledges, mortgages, security interests and assignments of the Authority and the Lessee provided for in this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Leasehold Mortgage by the Lessee, the Personal Property Security Interest by the Lessee and the Guaranty by JFK International Air Terminal LLC, shall be fully discharged and satisfied as to each of the Bonds and each bond shall be deemed to have been paid for all purposes of Section 10(b) either:

(i) when such bond shall have been cancelled, or shall have been surrendered for cancellation and is subject to cancellation, or shall have been purchased or redeemed in whole by the Trustee from monies in the Bond Fund; or

(ii) as to any bond not so cancelled, or not so surrendered for cancellation and subject to cancellation, or not so purchased pursuant to (i) above, when payment of the principal of and the premium, if any (or redemption price) on such bond, plus interest on such principal to the due date thereof (whether such due date be by reason of maturity or upon redemption or prepayment or by declaration as provided in Section 9(c) of this Resolution, or otherwise), either (a) shall have been made or caused to be made in accordance with the terms of such bond, or (b) shall have been provided by irrevocably depositing with the Trustee or Paying Agent, in trust, and irrevocably appropriating and setting aside exclusively for such payment, either (1) monies sufficient to make such payment or (2) Governmental Obligations maturing as to principal and interest in such amounts and at such times as will ensure the availability of sufficient monies to make such payment, or (3) a combination of both such monies and such Governmental Obligations, and all necessary and proper fees, compensation and expenses of the Trustee and the Paying Agent pertaining to the bond with respect to which such deposit is made shall have been paid or the payment thereof provided for to the satisfaction of the Trustee and such Paying Agent.

At such time as a bond shall be deemed to be paid under this Section 10 such bond shall cease to bear interest from the due date thereof (whether such due date be by reason of maturity, or upon redemption or by declaration as aforesaid, or otherwise) and, except for the purpose of any payment to be made with respect to such bond from such monies or Governmental Obligations, such bond shall no longer be secured by or entitled to the benefits of this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Leasehold Mortgage by the Lessee and the Guaranty by JFK International Air Terminal LLC.

Notwithstanding the foregoing, in the case of any of the Bonds which the Authority has been requested to redeem or otherwise prepay prior to their stated maturities and which by their terms may be so redeemed or otherwise so prepaid, no deposit under clause (b) of subparagraph (ii) above shall constitute such payment, discharge and satisfaction as

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aforsaid, until such bonds shall have been irrevocably called or designated for redemption or prepayment and proper notice of such redemption or prepayment shall have been previously given in accordance with Section 5(d) of this Resolution or provision satisfactory to the Trustee shall have been irrevocably made for the giving of such notice at the first date at which such notice may be given to the Bondholders.

Any of the monies deposited with the Trustee or other Paying Agent as provided in this Section 10 may, in accordance with the instructions of the Authority acting at the request of the Lessee, also be invested and reinvested in Governmental Obligations, maturing in the amounts and at the times as hereinbefore set forth, and all income from all Governmental Obligations in the custody of the Trustee or the Paying Agent pursuant to this Section 10 which is not required for the payment of Debt Service in full on the particular bonds with respect to which such monies shall have been so deposited, shall be paid to the Lessee as received by the Trustee, free and clear of any trust, lien or pledge under this Resolution.

Notwithstanding any provision of any other section of this Resolution which may be contrary to the provisions of this Section 10, all monies or Governmental Obligations set aside and held in trust pursuant to the provisions of this Section 10 for the payment of Debt Service in full on a particular bond shall be applied to and used solely for such payment of the particular bond with respect to which such monies and Governmental Obligations have been so set aside in trust.

If monies or Governmental Obligations have been deposited or set aside with the Trustee or a Paying Agent pursuant to this Section 10 for such payment of bonds prior to the due date thereof (whether such due date be by reason of maturity or upon redemption or by declaration as aforesaid, or otherwise) and such bonds shall be deemed to have been paid hereunder as provided in this Section 10, but such bonds shall not have in fact been actually paid in full, no amendment to the provisions of this Section 10 shall be made without the consent of the Bondholder of each bond affected thereby.

The Authority, acting at the request of the Lessee, or the Lessee may at any time surrender to the Trustee for cancellation by it any of the Bonds previously executed and delivered which the Authority or the Lessee may have acquired in any manner whatsoever, and upon such surrender for cancellation such bonds shall be deemed to be paid hereunder.

(b) **Release of this Resolution; Termination of Right,
Title and Interest of the Trustee.**

When all of such Bonds issued under this Resolution shall be deemed to be paid in accordance with the provisions of Section 10(a) of this Resolution then and in that event the right, title and interest of the Trustee in the Trust Estate, the Leasehold Mortgage by the Lessee and the Guaranty by JFK International Air Terminal LLC, shall thereupon cease, determine and become void, and the Trustee in such case, shall release this Resolution, the Special Project Bond Resolution, the Trust Indenture, the Leasehold Mortgage by the Lessee and the Guaranty by JFK International Air Terminal LLC, and shall execute such documents to evidence such release, and shall turn over to or as directed by the Lessee any surplus monies and balances remaining in any of the funds and accounts created in or held under this Resolution other than monies and Governmental Obligations held by it pursuant to the third-

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to-last paragraph of Section 10(a) of this Resolution or the provisions of Section 4(b) of the Special Project Bond Resolution for the redemption, payment or prepayment of any of the Bonds; otherwise, this Resolution shall be, continue and remain in full force and effect.

SECTION 11. Actions by Certain Officers of the Authority.

The Executive Director, Chief Financial Officer, Treasurer and Deputy Treasurer of the Authority (and any successors in office or duties to such positions) are authorized to take any and all action which the Committee on Finance has been authorized to take under this Resolution (without further action by the Committee on Finance).

SECTION 12. Certain Actions to be Taken by the Lessee under the Internal Revenue Code of 1986.

In the event that the Bonds are issued on the basis that the Bonds are to be in conformity with, and that the interest on the Bonds is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, the Authority shall provide in the Lease for the Lessee to take any action which may be appropriate to assure that the Bonds are issued, and during their term are outstanding, on such basis.

SECTION 13. Establishment of Funds not a Part of the Trust Estate.

Any Authorized Officer is authorized to provide for the establishment of all funds and accounts and sub-accounts therein, to be established, held and administered by the Trustee separate and apart from the Trust Estate under this Resolution, the Lease or the Trust Indenture for purposes of or in connection with the receipt of monies by the Trustee which are not required to be deposited into the Construction Fund, the Bond Fund, the Debt Service Fund or any fund established pursuant to Section 7(e) of this Resolution, the Lease or the Trust Indenture. Any such funds, accounts or sub-accounts and the amounts deposited therein shall not be subject to any mortgage, pledge, security interest or assignment to the Trustee in favor of the Bondholders or otherwise be or be deemed to be a part of the Trust Estate or be available for the payment of Debt Service.

SECTION 14. Resolution to Constitute a Contract.

The provisions of this Resolution shall constitute a contract with the Bondholders of such Bonds issued under this Resolution, and with each such Bondholder.

**SPECIAL PROJECT BONDS, SERIES 6 AND 8, JFK INTERNATIONAL AIR
TERMINAL LLC PROJECT - AUTHORIZATION OF SALE**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

WHEREAS, heretofore and on June 9, 1983, The Port Authority of New York and New Jersey (hereinafter called the "Authority") adopted a resolution (hereinafter called the "Special Project Bond Resolution") providing for the issuance of certain bonds other than direct and general obligations of the Authority (hereinafter called "Special Project Bonds"), from time to time in conformity with the Special Project Bond Resolution for the purposes therein set forth, and which Special Project Bond Resolution constitutes a contract with the holders of the Special Project Bonds so issued; and

WHEREAS, on October 17, 1996, the Authority adopted a resolution (hereinafter called the "Series Resolution") providing for the establishment and the authorization of the issuance of Special Project Bonds, Series 6, JFK International Air Terminal LLC Project and Special Project Bonds, Series 7, JFK International Air Terminal LLC Project (each such series hereinafter called the "Bonds") for the purposes set forth in the Series Resolution, and which Series Resolution constitutes a contract with the registered holders of the Bonds so issued; and

WHEREAS, the Authority has now determined that it is advisable and in the public interest to provide for offering the Bonds for sale;

NOW, THEREFORE, be it resolved by the Authority:

SECTION 1. All capitalized terms of special meaning used and not otherwise defined in this resolution shall have the meanings ascribed to such terms in or pursuant to the Series Resolution. This resolution shall apply with equal force and effect to each series of the Bonds on an individual basis.

SECTION 2. The Committee on Finance is authorized to sell all or any part of up to One Billion Two Hundred Million Dollars (\$1,200,000,000) in aggregate principal amount of the Bonds at any one time outstanding, at a price which will result in a true interest cost to the Authority not in excess of fifteen per centum (15%), and to do so in the name of and on behalf of the Authority, at public or private sale, with or without advertisement, in one or more installments or in one or more lots, at one or more times, and to apply the proceeds of such sale or sales as provided in the Series Resolution; *provided, however,* that the total aggregate principal amount of all of the Bonds sold in no event shall exceed One Billion Two Hundred Million Dollars (\$1,200,000,000) at any one time outstanding; and, *provided further, however,* that the total aggregate principal amount of the Bonds sold in no event shall exceed the amount required to finance or refinance the Project Costs.

SECTION 3. The Committee on Finance is authorized, in connection with the Bonds, to fix the time or times of sale of the Bonds, to determine the terms and

conditions upon which sales shall be made and to accept or reject offers in connection with such sales, and to do so in the name of and on behalf of the Authority.

SECTION 4. The Committee on Finance is authorized, in the name of and on behalf of the Authority, in connection with the Bonds, to enter into any contracts or agreements pertaining to the Bonds; to fix the time or times and determine the terms and conditions of delivery of the Bonds; to appoint a Paying Agent, a Registrar and a Trustee (in each case which shall be the same entity with respect to all series of Bonds issued under the Series Resolution) and to designate the office or offices of any such Paying Agent at which payments shall be made and the office or offices of any such Registrar at which the books for registration of the Bonds shall be kept; to designate the depository or depositories for any monies to be held by the Trustee; to enter into or consent to agreements providing for mortgages, pledges, assignments or grants of security interests of or in all or any part of the property constituting or located or to be located at the premises covered by the Lease; to make any selection, designation, determination or estimate and to take or withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Bonds, the Authority hereby adopting all such selections, designations, determinations, estimates, actions, withholdings of action, formulations and expressions of opinion and exercises of discretion or judgment as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

SECTION 5. The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of official statements and/or offering memoranda in connection with the Bonds and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 6. The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Bonds on the basis that the Bonds are to be issued in conformity with, and that the interest on the Bonds is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Bonds are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are hereby ratified. Any Authorized Officer is hereby authorized to certify on behalf of the Authority as to the need for the issuance of the Bonds for the purposes for which the Bonds are issued, as to the status of the Project, as to the Authority's intentions with respect to the application and investment of the proceeds of the Bonds, and as to such other related matters as may be authorized by the Committee on Finance and any such actions taken in connection therewith are hereby ratified.

SECTION 7. The Executive Director, Chief Financial Officer, Treasurer and Deputy Treasurer of the Authority (and any successors in office or duties to such positions) are authorized to take any and all action which the Committee on Finance has been authorized to take under this resolution (without further action by the Committee on Finance).

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 August 1, 1996 to August 31, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK708	Van Wyck & 150th St. Pump	664,779(A)	664,779(A)
	Houses Replacement of Equipment	67,000(D)	9,990(D)
	JFK International Airport Lansing Conduite Corp.	731,779	674,769
LGA110083	LGA Redevelopment Program	3,241,500(A)	3,241,500(A)
	Central Terminal Bldg	20,000(C)	20,000(C)
	Departures Level - East &	487,000(D)	487,000(D)
	West Corridors Modernization	300,000(G)	204,298(G)
	LaGuardia Airport V.R.H. Construction Corp.	200,155(H) 4,248,655	141,411(H) 4,094,209
EWR110093	Renovation of Central Stockroom	169,769(A)	169,769(A)
	Facility (Bldg 11)	17,000(D)	17,000(D)
	Newark International Airport	38,000(E)	33,739(E)
	Atul Enterprise, Inc. T/A Atul Construction Co.	224,769	220,508
EWR124036A	EWR Redevelopment Program	138,000(A)	138,000(A)
	Automated People Mover	83,000(J)	54,506(J)
	Terminals A,B & C - Notch	14,000(D)	14,000(D)
	Painting	130,000(F)	127,153(F)
	Newark International Airport Empiyah and Company	365,000	333,659
PN110057	Port Asset Rehabilitation	781,800(A)	781,800(A)
	Program - Doremus Avenue Pump	150,000(C)	71,024(C)
	Station Replacement	79,000(D)	17,047(D)
	Port Newark P&H Construction Co.	1,010,800	869,871

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
AKG274011	Pin and Hanger Redundant Support System Goethals Bridge Karl Koch Erecting Co., Inc.	196,630(A) 1,094(I) 16,000(D) 213,724	196,630(A) 1,094(I) -0-(D) 197,724
WTC857079A	Rehabilitation of Public Areas One WTC 24th Floor-Installation of Sprinkler Fire Protection World Trade Center World Wide Sprinkler Corp.	57,000(A) 4,560(D) 61,560	57,000(A) -0-(D) 57,000
WTC857080	Rehabilitation of Public Areas One WTC 25th Floor World Trade Center World Wide Sprinkler Corp.	58,000(A) 4,640(D) 62,640	57,850(A) -0-(D) 57,850
WTC857083	Rehabilitation of Public Areas One WTC 28th Floor World Wide Sprinkler Corp.	58,000(A) 4,640(D) 62,640	57,812(A) -0-(D) 57,812
WTC857084A	Rehabilitation of Public Areas One WTC 27th Floor World Trade Center World Wide Sprinkler Corp.	63,000(A) 5,040(D) 68,040	63,000(A) -0-(D) 63,000

- (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 Payment" column is the authorized net cost amount
- (D) Extra Work
- (E) Memorandum of Justification dated 12/14/94, increasing extra work in the amount of \$38,000
- (F) Memorandum of Authorization dated 10/25/93, increasing extra work in the amount of \$130,000
- (G) Memorandum of Authorization dated 6/24/92, increasing net cost in the amount of \$300,000
- (H) Memorandum of Authorization dated 6/24/93, increasing extra work in the amount of \$200,155
- (I) Contractor compensated as per Clause 7A "Compensation for Emergency Delays" of the contract
- (J) Memorandum of Authorization dated 7/8/94, adding net cost work in the amount of \$83,000

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period August 1, 1996 to August 31, 1996.

Purchase of Port Authority Bonds

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

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

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
08/01/96	\$30,000,000	GECC CP	---	09/03/96	99.51	5.310%	5.410%	\$29,853,975.00	General Electric Capital
08/15/96	5,000,000	USTBILL (VSO)	---	10/31/96	98.93	4.965	5.088	4,946,902.09	PaineWebber
08/16/96	10,000,000	US T-BILL	---	01/02/97	98.04	5.055	5.227	9,804,820.83	Paribas
08/16/96	10,000,000	US T-BILL	---	01/16/97	97.83	5.105	5.291	9,783,037.50	Daiwa Securities America
08/16/96	10,000,000	US T-BILL	---	01/23/97	97.72	5.120	5.312	9,772,444.44	Paribas
08/16/96	10,000,000	US T-BILL	---	01/30/97	97.63	5.090	5.285	9,763,880.56	PaineWebber
08/16/96	10,000,000	US T-BILL	---	12/05/96	98.44	5.055	5.206	9,844,137.50	First Chicago Capital Mkt
08/16/96	15,000,000	FMCDN	---	09/16/96	99.55	5.220	5.316	14,932,575.00	First Chicago Capital Mkt
08/19/96	10,000,000	FMCDN	---	09/16/96	99.59	5.220	5.314	9,959,400.00	First Boston
08/20/96	9,000,000	FHDN	---	09/16/96	99.60	5.210	5.303	8,964,832.50	PaineWebber
08/20/96	10,000,000	US T-BILL	---	02/13/97	97.48	5.115	5.320	9,748,512.50	First Boston
08/21/96	16,000,000	FNDN	---	09/12/96	99.68	5.170	5.258	15,949,448.90	First Boston
08/22/96	5,000,000	US T-BILL	---	08/21/97	94.60	5.340	5.644	4,730,033.34	Morgan Stanley & Co
08/22/96	5,000,000	US T-BILL	---	08/21/97	94.61	5.330	5.633	4,730,538.89	Paribas

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
08/22/96	\$ 5,000,000	US T-BILL	---	08/21/97	94.61	5.325%	5.627%	\$ 4,730,791.67	First Boston
08/22/96	5,000,000	USTBILL(106S)	---	12/19/96	98.33	5.030	5.186	4,916,865.28	First Chicago Capital Mkt
08/22/96	10,000,000	USTN (106S)	4.375%	11/15/96	99.78	---	5.238	9,978,906.25	Morgan Stanley & Co
08/22/96	<u>10,000,000</u>	USTN (106S)	4.375	11/15/96	99.78	---	5.238	<u>9,978,906.25</u>	Paribas
	<u>\$185,000,000</u>							<u>\$182,390,008.50</u>	

BEY - Bond Equivalent Yield

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

Sale of Securities

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
08/09/96	<u>\$ 5,000,000</u>	USTBILL(105S)	---	09/26/96	99.35	4.810%	4.908%	5.28%	<u>\$ 4,967,933.34</u>	Paribas
	<u>\$ 5,000,000</u>								<u>\$ 4,967,933.34</u>	

BEY - Bond Equivalent Yield

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

Repurchase Transactions

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Eastbridge Capital	08/01/96	08/02/96	\$ 1,450,000	5.400%	\$ 217.50
Fuji Securities	08/01/96	08/02/96	3,865,000	5.400	579.75
Nikko Securities Co Intl	08/01/96	08/02/96	11,860,000	5.400	1,779.00
Daiwa Securities America	08/01/96	08/02/96	20,000,000	5.500	3,055.56
Yamaichi Intl (America)	08/01/96	08/02/96	23,890,000	5.430	3,603.41
Yamaichi Intl (America)	08/01/96	08/02/96	26,110,000	5.430	3,938.26
Fuji Securities	08/01/96	08/02/96	34,780,000	5.400	5,217.00
Nikko Securities Co Intl	08/01/96	08/02/96	35,170,000	5.400	5,275.50
Eastbridge Capital	08/01/96	08/02/96	48,550,000	5.400	7,282.50
Eastbridge Capital	08/02/96	08/05/96	100,000	5.480	45.67
Citicorp Securities Mkts	08/02/96	08/05/96	3,750,000	5.480	1,712.50
Fuji Securities	08/02/96	08/05/96	11,760,000	5.500	5,390.00
Nikko Securities Co Intl	08/02/96	08/05/96	20,000,000	5.450	9,083.33
Yamaichi Intl (America)	08/02/96	08/05/96	24,631,000	5.480	11,248.16

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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>
Yamaichi Intl (America)	08/02/96	08/05/96	\$25,369,000	5.480%	\$11,585.18
Citicorp Securities Mkts	08/02/96	08/05/96	34,285,000	5.480	15,656.82
Fuji Securities	08/02/96	08/05/96	34,680,000	5.500	15,895.00
Eastbridge Capital	08/02/96	08/05/96	49,900,000	5.480	22,787.67
First Chicago Capital Mkt	08/05/96	08/06/96	3,750,000	5.375	559.90
Citicorp Securities Mkts	08/05/96	08/06/96	11,765,000	5.380	1,758.21
Daiwa Securities America	08/05/96	08/06/96	14,000,000	5.300	2,061.11
Yamaichi Intl (America)	08/05/96	08/06/96	20,790,000	5.400	3,118.50
Yamaichi Intl (America)	08/05/96	08/06/96	29,210,000	5.400	4,331.00
First Chicago Capital Mkt	08/05/96	08/06/96	34,325,000	5.375	5,124.91
Citicorp Securities Mkts	08/05/96	08/06/96	34,685,000	5.380	5,183.48
SBC Capital Markets, Inc.	08/05/96	08/29/96	38,550,000*	5.340	132,960.02
Eastbridge Capital	08/05/96	08/06/96	50,000,000	5.400	7,500.00
Fuji Securities	08/06/96	08/07/96	276,000	5.230	40.10

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Citicorp Securities Mkts	08/06/96	08/07/96	\$ 3,690,000	5.220%	\$ 535.05
Daiwa Securities America	08/06/96	08/07/96	11,665,000	5.220	1,691.43
First Chicago Capital Mkt	08/06/96	08/07/96	17,000,000	5.190	2,450.83
Citicorp Securities Mkts	08/06/96	08/07/96	23,530,000	5.220	3,411.85
Daiwa Securities America	08/06/96	08/07/96	34,530,000	5.220	5,006.85
Fuji Securities	08/06/96	08/07/96	49,724,000	5.230	7,223.79
Eastbridge Capital	08/06/96	08/07/96	50,000,000	5.230	7,263.89
Citicorp Securities Mkts	08/07/96	08/08/96	2,003,628	5.130	285.52
Citicorp Securities Mkts	08/07/96	08/08/96	3,660,000	5.130	521.55
Daiwa Securities America	08/07/96	08/08/96	11,660,000	5.130	1,661.55
Citicorp Securities Mkts	08/07/96	08/08/96	21,236,372	5.130	3,026.18
Yamaichi Intl (America)	08/07/96	08/08/96	22,290,000	5.140	3,182.52
Nikko Securities Co Intl	08/07/96	08/08/96	23,000,000	5.125	3,274.31
Yamaichi Intl (America)	08/07/96	08/08/96	27,710,000	5.140	3,956.37

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Daiwa Securities America	08/07/96	08/08/96	\$34,460,000	5.130%	\$ 4,910.55
Eastbridge Capital	08/07/96	08/08/96	50,000,000	5.140	7,138.89
Nomura Securities Intl	08/08/96	08/09/96	3,660,000	5.130	521.55
Fuji Securities	08/08/96	08/09/96	11,665,000	5.130	1,662.26
Nomura Securities Intl	08/08/96	08/09/96	23,250,000	5.130	3,313.13
Yamaichi Intl (America)	08/08/96	08/09/96	23,840,000	5.140	3,403.82
Yamaichi Intl (America)	08/08/96	08/09/96	26,160,000	5.140	3,735.07
Nikko Securities Co Intl	08/08/96	08/09/96	34,000,000	5.140	4,854.44
Fuji Securities	08/08/96	08/09/96	34,465,000	5.130	4,911.26
Eastbridge Capital	08/08/96	08/09/96	50,000,000	5.140	7,138.89
Eastbridge Capital	08/09/96	08/12/96	2,250,000	5.125	960.94
Fuji Securities	08/09/96	08/12/96	8,550,000	5.100	3,633.75
Daiwa Securities America	08/09/96	08/12/96	11,650,000	5.110	4,960.96
Fuji Securities	08/09/96	08/12/96	22,990,000	5.100	9,770.75

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	08/09/96	08/12/96	\$23,838,000	5.120%	\$10,170.88
First Chicago Capital Mkt	08/09/96	08/12/96	26,000,000	5.100	11,050.00
Yamaichi Intl (America)	08/09/96	08/12/96	26,162,000	5.120	11,162.45
Daiwa Securities America	08/09/96	08/12/96	34,435,000	5.110	14,663.57
Eastbridge Capital	08/09/96	08/12/96	47,750,000	5.125	20,393.23
Eastbridge Capital	08/12/96	08/13/96	2,200,000	5.200	317.78
First Chicago Capital Mkt	08/12/96	08/13/96	3,955,000	5.170	567.98
First Chicago Capital Mkt	08/12/96	08/13/96	4,600,000	5.170	660.61
Fuji Securities	08/12/96	08/13/96	11,655,000	5.170	1,673.79
Yamaichi Intl (America)	08/12/96	08/13/96	13,682,000	5.200	1,976.29
First Chicago Capital Mkt	08/12/96	08/13/96	23,010,000	5.170	3,304.49
Citicorp Securities Mkts	08/12/96	08/13/96	27,000,000	5.170	3,877.50
Fuji Securities	08/12/96	08/13/96	34,450,000	5.170	4,947.40

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Yamaichi Intl (America)	08/12/96	08/13/96	\$36,318,000	5.200%	\$ 5,245.93
Eastbridge Capital	08/12/96	08/13/96	47,800,000	5.200	6,904.44
Eastbridge Capital	08/13/96	08/14/96	8,550,000	5.170	1,227.88
Citicorp Securities Mkts	08/13/96	08/14/96	11,645,000	5.170	1,672.35
Eastbridge Capital	08/13/96	08/14/96	23,015,000	5.170	3,305.21
Yamaichi Intl (America)	08/13/96	08/14/96	23,115,000	5.170	3,319.57
Yamaichi Intl (America)	08/13/96	08/14/96	26,885,000	5.170	3,860.98
Citicorp Securities Mkts	08/13/96	08/14/96	34,390,000	5.170	4,938.79
Daiwa Securities America	08/13/96	08/14/96	38,000,000	5.180	5,467.78
Fuji Securities	08/13/96	08/14/96	50,000,000	5.180	7,194.44
Eastbridge Capital	08/14/96	08/15/96	1,250,000	5.270	182.99
Citicorp Securities Mkts	08/14/96	08/15/96	7,841,980	5.260	1,145.80
Fuji Securities	08/14/96	08/15/96	8,322,000	5.270	1,218.25
Lehman Brothers	08/14/96	08/15/96	8,555,000	5.240	1,245.23

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Daiwa Securities America	08/14/96	08/15/96	\$11,645,000	5.250%	\$ 1,698.23
Nomura Securities Intl	08/14/96	08/15/96	12,000,000	5.200	1,733.33
Lehman Brothers	08/14/96	08/15/96	22,690,000	5.240	3,302.66
Yamaichi Intl (America)	08/14/96	08/15/96	24,620,000	5.270	3,604.09
Yamaichi Intl (America)	08/14/96	08/15/96	25,380,000	5.270	3,715.35
Dean Witter Reynolds	08/14/96	08/30/96	29,865,000*	5.250	69,187.25
Daiwa Securities America	08/14/96	08/15/96	34,300,000	5.250	5,002.08
Fuji Securities	08/14/96	08/15/96	41,678,000	5.270	6,101.20
Citicorp Securities Mkts	08/14/96	08/15/96	42,158,020	5.260	6,159.76
Eastbridge Capital	08/14/96	08/15/96	48,750,000	5.270	7,136.46
Nikko Securities Co Intl	08/14/96	08/15/96	50,000,000	5.280	7,333.33
Eastbridge Capital	08/15/96	08/16/96	1,500,000	5.375	223.96
First Chicago Capital Mkt	08/15/96	08/16/96	8,435,000	5.350	1,253.53
First Chicago Capital Mkt	08/15/96	08/16/96	10,000,000	5.350	1,486.11

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nomura Securities Intl	08/15/96	08/16/96	\$11,630,000	5.350%	\$ 1,728.35
First Chicago Capital Mkt	08/15/96	08/16/96	22,605,000	5.350	3,359.35
Yamaichi Intl (America)	08/15/96	08/16/96	23,115,000	5.380	3,454.41
Citicorp Securities Mkts	08/15/96	08/16/96	24,382,352	5.350	3,623.49
Citicorp Securities Mkts	08/15/96	08/16/96	25,617,648	5.350	3,807.07
Yamaichi Intl (America)	08/15/96	08/16/96	26,885,000	5.380	4,017.81
Nomura Securities Intl	08/15/96	08/16/96	34,145,000	5.350	5,074.33
Nikko Securities Co Intl	08/15/96	08/16/96	45,067,000	5.350	6,697.46
Eastbridge Capital	08/15/96	08/16/96	48,500,000	5.375	7,241.32
Daiwa Securities America	08/15/96	08/16/96	50,000,000	5.350	7,430.56
Fuji Securities	08/15/96	08/16/96	50,000,000	5.370	7,458.33
Lehman Brothers	08/16/96	08/19/96	8,425,000	5.200	3,650.83
Yamaichi Intl (America)	08/16/96	08/19/96	8,935,000	5.200	3,871.83
First Chicago Capital Mkt	08/16/96	08/19/96	9,850,000*	5.000	4,104.17

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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>
Citicorp Securities Mkts	08/16/96	08/19/96	\$11,630,000	5.200%	\$ 5,039.67
Citicorp Securities Mkts	08/16/96	08/19/96	14,321,000	5.200	6,205.77
Citicorp Securities Mkts	08/16/96	08/19/96	19,459,000	5.200	8,432.23
PaineWebber	08/16/96	08/19/96	20,000,000	5.180	8,633.33
Fuji Securities	08/16/96	08/19/96	20,471,000	5.200	8,870.77
Lehman Brothers	08/16/96	08/19/96	22,580,000	5.200	9,784.67
First Chicago Capital Mkt	08/16/96	08/26/96	24,187,500*	5.050	34,413.44
Fuji Securities	08/16/96	08/19/96	29,529,000	5.200	12,795.90
Yamaichi Intl (America)	08/16/96	08/19/96	41,065,000	5.200	17,794.83
Daiwa Securities America	08/16/96	08/19/96	45,081,000	5.200	19,535.10
Eastbridge Capital	08/16/96	08/23/96	50,000,000	5.220	50,750.00
Nikko Securities Co Intl	08/16/96	08/19/96	50,000,000	5.200	21,666.67
Nikko Securities Co Intl	08/19/96	08/20/96	673,000	5.200	97.21
Daiwa Securities America	08/19/96	08/20/96	7,625,000	5.200	1,101.39

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nomura Securities Intl	08/19/96	08/20/96	\$11,605,000	5.210%	\$ 1,679.50
Nomura Securities Intl	08/19/96	08/20/96	13,637,000	5.210	1,973.58
Nomura Securities Intl	08/19/96	08/20/96	17,748,000	5.210	2,568.53
Fuji Securities	08/19/96	08/20/96	19,945,000	5.220	2,892.03
Daiwa Securities America	08/19/96	08/20/96	22,065,000	5.200	3,187.17
Yamaichi Intl (America)	08/19/96	08/20/96	24,917,000	5.220	3,612.97
PaineWebber	08/19/96	08/20/96	25,000,000	5.150	3,576.39
Yamaichi Intl (America)	08/19/96	08/20/96	25,083,000	5.220	3,637.04
Fuji Securities	08/19/96	08/20/96	30,055,000	5.220	4,357.98
Citicorp Securities Mkts	08/19/96	08/26/96	45,100,000	5.210	45,688.81
Nikko Securities Co Intl	08/19/96	08/20/96	49,327,000	5.200	7,125.01
Lehman Brothers	08/20/96	08/21/96	7,615,000	5.100	1,078.79
Nikko Securities Co Intl	08/20/96	08/21/96	11,525,000	5.100	1,632.71
First Chicago Capital Mkt	08/20/96	08/21/96	15,000,000	5.080	2,116.67

(Board - 10/17/96)

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>
Yamaichi Intl (America)	08/20/96	08/21/96	\$20,742,000	5.110%	\$ 2,944.21
Lehman Brothers	08/20/96	08/21/96	22,040,000	5.100	3,122.33
Daiwa Securities America	08/20/96	08/21/96	24,755,000	5.100	3,506.96
Daiwa Securities America	08/20/96	08/21/96	25,245,000	5.100	3,576.38
Yamaichi Intl (America)	08/20/96	08/21/96	29,258,000	5.110	4,153.01
Nikko Securities Co Intl	08/20/96	08/21/96	31,335,000	5.100	4,439.13
Fuji Securities	08/20/96	08/21/96	50,000,000	5.100	7,083.33
Fuji Securities	08/21/96	08/22/96	276,000	5.080	38.95
Nomura Securities Intl	08/21/96	08/22/96	7,355,000	5.060	1,033.79
Lehman Brothers	08/21/96	08/22/96	11,520,000	5.050	1,616.00
PaineWebber	08/21/96	08/22/96	12,000,000	5.030	1,676.67
Lehman Brothers	08/21/96	08/22/96	12,530,000	5.050	1,757.68
Daiwa Securities America	08/21/96	08/22/96	17,528,000	5.050	2,458.79
Lehman Brothers	08/21/96	08/22/96	18,695,000	5.050	2,622.49

(Board - 10/17/96)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Yamaichi Intl (America)	08/21/96	08/22/96	\$20,733,000	5.070%	\$ 2,919.90
PaineWebber	08/21/96	08/22/96	21,000,000	5.030	2,934.17
Nomura Securities Intl	08/21/96	08/22/96	22,010,000	5.060	3,093.63
Yamaichi Intl (America)	08/21/96	08/22/96	29,267,000	5.070	4,121.77
Daiwa Securities America	08/21/96	08/22/96	32,472,000	5.050	4,555.10
Fuji Securities	08/21/96	08/22/96	49,724,000	5.080	7,016.61
Yamaichi Intl (America)	08/22/96	08/23/96	102,000	5.120	14.51
Fuji Securities	08/22/96	08/23/96	2,088,000	5.125	297.25
Lehman Brothers	08/22/96	08/23/96	7,335,000	5.100	1,039.13
Nomura Securities Intl	08/22/96	08/23/96	11,500,000	5.110	1,632.36
Nikko Securities Co Intl	08/22/96	08/23/96	14,932,000	5.125	2,125.74
Lehman Brothers	08/22/96	08/23/96	20,000,000	5.100	2,833.33
Nomura Securities Intl	08/22/96	08/23/96	31,045,000	5.110	4,406.67
Nikko Securities Co Intl	08/22/96	08/23/96	31,953,000	5.125	4,548.86

(Board - 10/17/96)

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	08/22/96	08/23/96	\$47,912,000	5.125%	\$ 6,820.81
Yamaichi Intl (America)	08/22/96	08/23/96	49,898,000	5.120	7,096.60
Yamaichi Intl (America)	08/23/96	08/30/96	282,000	5.180	284.04
Eastbridge Capital	08/23/96	08/26/96	625,000	5.100	265.63
First Chicago Capital Mkt	08/23/96	08/26/96	7,000,000	5.080	2,963.33
Nikko Securities Co Intl	08/23/96	08/26/96	11,485,000	5.080	4,861.98
First Chicago Capital Mkt	08/23/96	08/26/96	16,000,000	5.080	6,773.33
Fuji Securities	08/23/96	08/26/96	23,735,000	5.080	10,047.82
Fuji Securities	08/23/96	08/26/96	26,265,000	5.080	11,113.33
Nikko Securities Co Intl	08/23/96	08/26/96	28,895,000	5.080	12,232.22
Nomura Securities Intl	08/23/96	08/26/96	46,740,000	5.080	19,786.60
Eastbridge Capital	08/23/96	08/26/96	49,375,000	5.100	20,984.38
Yamaichi Intl (America)	08/23/96	08/30/96	49,718,000	5.180	50,077.07
Nikko Securities Co Intl	08/26/96	08/27/96	985,000	5.180	141.73

(Board - 10/17/96)

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>
Eastbridge Capital	08/26/96	08/27/96	\$ 1,950,000	5.200%	\$ 281.67
Daiwa Securities America	08/26/96	08/27/96	6,995,000	5.180	1,006.50
Nomura Securities Intl	08/26/96	09/03/96	10,391,000	5.180	11,961.20
Daiwa Securities America	08/26/96	08/27/96	11,485,000	5.180	1,652.56
First Chicago Capital Mkt	08/26/96	08/27/96	13,000,000	5.180	1,870.56
Daiwa Securities America	08/26/96	08/27/96	28,885,000	5.180	4,156.23
Nomura Securities Intl	08/26/96	09/03/96	34,806,000	5.180	40,065.57
Nikko Securities Co Intl	08/26/96	08/27/96	45,765,000	5.180	6,585.08
Eastbridge Capital	08/26/96	08/27/96	48,050,000	5.200	6,940.56
Fuji Securities	08/26/96	08/27/96	50,000,000	5.180	7,194.44
Eastbridge Capital	08/27/96	08/28/96	750,000	5.210	108.54
First Chicago Capital Mkt	08/27/96	08/28/96	6,725,000	5.200	971.39
Nikko Securities Co Intl	08/27/96	08/28/96	10,915,000	5.200	1,576.61
Daiwa Securities America	08/27/96	08/28/96	18,898,000	5.200	2,729.71

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
First Chicago Capital Mkt	08/27/96	08/28/96	\$22,000,000	5.200%	\$ 3,177.78
Nikko Securities Co Intl	08/27/96	08/28/96	28,840,000	5.200	4,165.78
Daiwa Securities America	08/27/96	08/28/96	31,102,000	5.200	4,492.51
Fuji Securities	08/27/96	08/28/96	46,755,000	5.200	6,753.50
Eastbridge Capital	08/27/96	08/28/96	49,250,000	5.210	7,127.57
Nikko Securities Co Intl	08/28/96	08/29/96	286,000	5.350	42.50
Eastbridge Capital	08/28/96	08/29/96	2,200,000	5.360	327.56
First Chicago Capital Mkt	08/28/96	08/29/96	6,725,000	5.350	999.41
Daiwa Securities America	08/28/96	08/29/96	7,119,000	5.350	1,057.96
Fuji Securities	08/28/96	08/29/96	10,915,000	5.350	1,622.09
First Chicago Capital Mkt	08/28/96	08/29/96	23,000,000	5.350	3,418.06
Fuji Securities	08/28/96	08/29/96	28,785,000	5.350	4,277.77
Daiwa Securities America	08/28/96	08/29/96	39,641,000	5.350	5,891.09
Eastbridge Capital	08/28/96	08/29/96	47,800,000	5.360	7,116.89

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	08/28/96	08/29/96	\$49,714,000	5.350%	\$ 7,388.05
First Chicago Capital Mkt	08/29/96	08/30/96	1,005,000	5.210	145.45
Eastbridge Capital	08/29/96	08/30/96	1,650,000	5.220	239.25
Citicorp Securities Mkts	08/29/96	08/30/96	6,590,000	5.200	951.89
Nikko Securities Co Intl	08/29/96	08/30/96	10,665,000	5.200	1,540.50
Citicorp Securities Mkts	08/29/96	08/30/96	20,000,000	5.200	2,888.89
Nikko Securities Co Intl	08/29/96	08/30/96	28,295,000	5.200	4,087.06
Fuji Securities	08/29/96	08/30/96	46,050,000	5.200	6,651.67
Eastbridge Capital	08/29/96	08/30/96	48,350,000	5.200	7,010.75
First Chicago Capital Mkt	08/29/96	08/30/96	48,995,000	5.210	7,090.67
Eastbridge Capital	08/30/96	09/03/96	75,000	5.250	43.75
Fuji Securities	08/30/96	09/03/96	5,579,000	5.220	3,235.82
First Chicago Capital Mkt	08/30/96	09/03/96	6,560,000	5.220	3,804.80
Citicorp Securities Mkts	08/30/96	09/03/96	10,000,000	5.150	5,722.22

(Board - 10/17/96)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
First Chicago Capital Mkt	08/30/96	09/03/96	\$10,650,000	5.220%	\$ 6,177.00
First Chicago Capital Mkt	08/30/96	09/03/96	12,156,000	5.220	7,050.48
First Chicago Capital Mkt	08/30/96	09/03/96	15,904,000	5.220	9,224.32
Yamaichi Intl (America)	08/30/96	09/03/96	22,272,000	5.230	12,942.51
Yamaichi Intl (America)	08/30/96	09/03/96	27,728,000	5.230	16,113.05
Fuji Securities	08/30/96	09/03/96	44,421,000	5.220	25,764.18
Daiwa Securities America	08/30/96	09/03/96	45,880,000	5.220	26,610.40
Eastbridge Capital	08/30/96	09/03/96	49,925,000	5.250	29,122.92

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

(Board - 10/17/96)

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

Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
SBC Capital Markets, Inc.	08/05/96	08/29/96	\$38,550,000*	5.300%	\$127,643.33
Dean Witter Reynolds	08/14/96	08/30/96	29,865,000*	5.150	67,694.00
First Chicago Capital Mkt	08/16/96	08/26/96	24,187,500*	5.000	33,660.94
First Chicago Capital Mkt	08/16/96	08/19/96	9,850,000*	4.500	3,693.75

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

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

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 August 1, 1996 through August 31, 1996, 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

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.

(Board - 10/17/96)

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 August 1, 1996 through August 31, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of August 31, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 million of reversals.

(Board - 10/17/96)

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

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 August 1, 1996 through August 31, 1996 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.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, November 7, 1996

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, November 7, 1996, 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. Henry F. Henderson, Jr.
 Hon. Robert C. Janiszewski
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
 John J. Haley, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Lysa C. Meduri, Secretary

Karen A. Antion, Chief Technology Officer
 Daniel Bergstein, Executive Policy Analyst, Office of the Deputy Executive Director
 A. Paul Blanco, Chief Administrative Officer
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Press Secretary
 Michael P. DePallo, Director, PATH
 Karen E. Eastman, Assistant Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Charles F. McClafferty, Chief Financial Officer
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Michael J. Rienzi, Director, Procurement
 Patrick D. Rooney, Chief, Employment and Labor Law Division, Law
 Cruz C. Russell, Director, Corporate Policy and Planning
 Jeffrey A. Stein, Executive Assistant to the Chairman
 Carmen S. Suardy, Director, Labor Relations
 Peter Yerkes, Press Secretary

Guests

Karen Kennedy, Office of the Governor of New Jersey
 John Lynch, President, Union of Automotive Technicians, Local 563
 Richard Masella, President, Detectives Endowment Association

The public meeting was called to order by Chairman Eisenberg at 2:33 p.m. and ended at 2:48 p.m. The Board also met in executive session on October 24, 1996 and prior to today's public meeting. Commissioner Kalikow was not present at the executive session portion of the meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of October 17, 1996. 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 Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meeting on November 7, 1996, which included discussion of internal audit matters, and the report was received.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on November 7, 1996, which included a 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 Construction

The Committee on Construction submitted a report, for information, of matters discussed at its meeting on October 24, 1996, which included a discussion of Paint Removal and Repainting of the Underside of the Upper Level of the George Washington Bridge, 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 and Port Planning

The Committee on Capital Programs and Port Planning submitted a report, for information, of matters discussed in executive session at its meeting on October 24, 1996, which included a discussion of matters which could affect the competitive economic position of the Port Authority, the port district and businesses with whom we deal, and the report was received.

Report of Committee on Finance

The Committee on Finance submitted a report, for information, of action taken and matters discussed in executive session at its meeting on November 7, 1996, which included a discussion of matters which could affect the competitive economic position of the Port Authority, the port district and businesses with whom 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.

Chairman Eisenberg reported that the Federal Aviation Administration has approved the Port Authority's application to expend Passenger Facility Charges in connection with the Newark International Airport Monorail-Northeast Corridor Extension Project.

John Lynch, President, Automotive Technicians, Local 563, and Richard Masella, President, Detectives Endowment Association, addressed the Board.

(Board - 11/7/96)

PORT AUTHORITY PARTICIPATION IN THE NEW JERSEY ELECTRONIC TOLL COLLECTION COUNCIL CONSORTIUM - EXECUTION OF MEMORANDUM OF UNDERSTANDING

Since 1990, the Port Authority has been working cooperatively toward the implementation of a regional Electronic Toll Collection (ETC) system. The New York State Thruway Authority is presently using the selected common electronic tag and toll lane reader equipment, the Mark IV, IVHS system, at key toll plazas such as the Tappan Zee Bridge, Spring Valley, Harriman, Grand Island Bridges, Yonkers and Albany-area toll plazas. The Metropolitan Transportation Authority - Bridges and Tunnels has installed the system at key toll plazas such as the Verrazano-Narrows Bridge, Cross Bay and Marine Parkway Bridges, Henry Hudson Bridge, Throgs Neck and Whitestone Bridges. Both agencies intend to have their remaining facilities in operation in 1996.

In September 1995, the Boards of the New Jersey Turnpike Authority, The New Jersey Highway Authority, and the South Jersey Transportation Authority passed a resolution to form a New Jersey ETC Council. Included in the resolution was a provision that the Council could form a Consortium of interested agencies and that membership could be expanded to include other agencies. On October 12, 1995, the Board approved Port Authority participation in the Council and Consortium.

The Consortium released its Request for Proposals for the procurement of in-lane equipment for two New Jersey agencies and the Customer Service Center (CSC) for all Consortium members on April 12, 1996. On July 26, 1996, two vendor proposals were received. The Consortium's schedule presently calls for an award recommendation to be made to the New Jersey Turnpike Authority's Board shortly and the completion and final acceptance of all ETC related work by March 21, 1998. This schedule requires that the CSC be available to the Port Authority for systems integration testing by April 1, 1997 in order to meet the Port Authority's schedule of all bridges being equipped with ETC and being available in July of 1997 and both tunnels in October, 1997.

It is now proposed to sign a Memorandum of Understanding (MOU) with the other Consortium members, which sets forth the basic terms and conditions for participation in the Consortium. Under the MOU, the participating agencies are expected to provide financial assistance to the Consortium for all cost incurred, including costs for consulting, legal and administrative services, hardware and software, personnel, and equipment required for the administration, coordination and continuation of efforts of the Consortium, to be determined by the Executive Council of the Consortium by equitable allocation. Costs that can be specifically allocated to a particular participating agency would be borne exclusively by that agency. The MOU provides for Consortium determinations to be made by the unanimous vote of the Executive Council, consisting of the Executive Director of each agency, or his representative, a Commissioner of each agency, and the New Jersey Department of Transportation Commissioner. In the event the Executive Council cannot resolve an issue, it is to be decided by a Dispute Resolution Committee, consisting of the Chairperson of each agency or their designee and the New Jersey Department of Transportation Commissioner. Major disputes, such as those concerning allocation of costs or revenues among the agencies, award of Consortium contracts, contract amendments in excess of ten percent of the contract

price, admittance of new Consortium members, authorization of new projects or changes in scope of existing projects, require a unanimous vote. Routine disputes are to be decided by majority vote.

The delegation of authority to the Executive Director or his authorized representative, Commissioner Philibosian, and the Chairperson or their authorized designee, to act upon Consortium matters on behalf of the Port Authority, will minimize future requirements for seeking Board approval on a case-by-case basis. Authorization of Port Authority execution of the MOU and the said delegations of authority will also allow the New Jersey Turnpike Authority, on behalf of the Consortium, to award an Electronic Toll Collection contract for the Consortium including the establishment of a CSC which will service the Port Authority's electronic toll patrons, and will permit the Port Authority to fully participate in the Consortium's objective of implementing and operating a regional ETC system.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, subject to informing the Board of the final terms and conditions, to execute a Memorandum of Understanding with and among the New Jersey Turnpike Authority, the New Jersey Highway Authority, and the South Jersey Transportation Authority which sets forth the basic terms and conditions for participation in a multi-agency group, the New Jersey Consortium for Electronic Toll Collection, established to implement the Electronic Toll Collection System throughout the roadways operated by the members of the New Jersey Electronic Toll Collection Council; and it is further

RESOLVED, that the Executive Director or his authorized representative, and Commissioner Philibosian, as representatives of the Port Authority on the Consortium's Executive Council, and the Chairperson or their authorized designee as representative of the Port Authority on the Consortium's Dispute Resolution Committee, be and they hereby are authorized to act on Consortium matters on behalf of the Port Authority after discussion with the Board on major items, including but not limited to, allocation of costs or revenues among the agencies, award of Consortium contracts, contract amendments in excess of ten percent of the contract price, admittance of new Consortium members, authorization of new projects or changes in scope of existing projects; and it is further

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

GEORGE WASHINGTON BRIDGE - REMOVAL OF PAINT AND REPAINTING OF THE UNDERSIDE OF UPPER LEVEL - PROJECT AUTHORIZATION AND AUTHORITY TO AWARD CONTRACT GWB-244.006

The George Washington Bridge (GWB) was originally constructed with a single deck and opened for vehicular traffic October 25, 1931. The lower deck was added in the mid-1960s. A standard alkyd paint system, which included an aluminum topcoat over a primer containing lead, was the primary painting system which has been applied to the Bridge since its original construction.

In 1995 the Port Authority hired KTA-Tator, Inc., a paint coating consultant, to perform a paint coating evaluation of the GWB. The consultant was hired to evaluate the coatings due to an increasing number of areas of paint failure (peeling and disbonding down to the primer or base metal) caused by the large number of coats of paint applied over the 64-year life of the Bridge. This consultant recommended a complete replacement of the paint system rather than continued ineffective spot painting or overcoating of the entire steel surface.

The painting on the underside of the upper level of the GWB is currently considered the most deteriorated of all Port Authority painted bridge surfaces, with the exception of the main span of the Outerbridge Crossing, and the lower half of the GWB tower, for which work under other contracts is underway. All three projects are identified in a twenty-year master plan for painting removal and re-coating of all bridge structures.

Contract GWB-244.006 will provide for the removal of lead-based paint by abrasive means from three million square feet of steel and recoating the bare steel surfaces with a three-coat zinc, epoxy and urethane paint system having an expected life of twenty-five years.

Abrasive blasting will be accomplished within containment systems consisting of pressurized enclosures with ventilation and dust collection equipment to both protect the health of workers and prevent emissions into the environment. Air monitoring stations will be situated near the work site to verify the effectiveness of the containment system and trained inspectors will be utilized to ensure conformance to the strict containment specifications. All waste will be collected, tested, stored and removed in accordance with environmental regulations. Occupational Safety and Health Administration lead standards will be conformed to, including respiratory and other protection for workers performing paint removal.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philiposian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project for the removal of paint and repainting of the underside of the upper level of the George Washington Bridge, at a total estimated project cost of \$80.6 million, including payments to contractors, allowances for Extra Work, Net Cost Work,

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engineering, administrative and financial expenses, and a project contingency be and the same hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Contract GWB-244.006 at an estimated base contract cost of \$48.8 million to the lowest bidder who, in his opinion, is qualified by reason of responsibility, experience and capacity and whose bid price the Executive Director deems reasonable; and to order extra work up to six percent of the amount of the bid accepted; and to order net cost work; or to reject all bids, solicit bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as he deems in the best interest 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 take action with respect to purchase and construction contracts and agreements for professional and advisory services for the foregoing project as he deems in the best interest of the Port Authority, including without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders, contractors or consultants; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to execute Contracts and Supplemental Agreements with such bidders, contractors or consultants as he deems in the best interest of the Port Authority and to order Extra Work and Net Cost Work in connection with each Contract, including Supplemental Agreements thereto; and to obtain permits and licenses and to enter into other such agreements with municipal and other entities as may be appropriate and required to effectuate the project; and it is further

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

FUNDING FOR NEW YORK AND NEW JERSEY AIR SERVICES DEVELOPMENT OFFICES - AGREEMENT WITH THE AVIATION DEVELOPMENT COUNCIL

The Air Services Development Offices (ASDO) match tenants having purchasing needs with businesses in the communities surrounding Port Authority airports thus stimulating economic activity in those communities. As a result of ASDO's efforts, over \$166 million in contracts have been awarded by the aviation industry and other airport tenants to businesses in those nearby communities since inception of the ASDO program. The program was begun as a pilot project in Queens in 1983, was expanded to New Jersey in 1986 and, with Board approval, has been renewed since that time at an average annual cost of approximately \$310,000. The projected budgets for 1997 and 1998 are \$295,000 per year. In addition, the Port Authority will continue to provide on-airport office space to ASDO totaling approximately 1,200 square feet in Queens and 500 square feet in New Jersey.

The Aviation Development Council serves as a mechanism to address a variety of issues of concern to the aviation community and administers the Queens and New Jersey ASDO programs on behalf of the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that funding for the continuance of the Air Services Development programs in New York and New Jersey be and hereby is authorized for a two year period commencing January 1, 1997 at a cost not to exceed \$590,000; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with the Aviation Development Council to procure and administer contract services and provide advisory and consulting services for the Air Services Development programs at no additional cost to the Port Authority; and it is further

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

THE WORLD TRADE CENTER - EMERGENCY DEWATERING - TELEPORT COMMUNICATIONS GROUP - RENT CREDIT

It was recommended that the Board authorize the Executive Director to grant a rent credit to Teleport Communications Group (TCG) in the amount of \$270,000 to compensate TCG for restoration activities performed on behalf of the Port Authority relating to the February 26, 1993 bombing incident at The World Trade Center.

Following the bombing, TCG provided dewatering and emergency power services to assist the Port Authority with the recovery effort. Staff has reviewed the costs submitted by TCG and considers the agreed upon rent credit amount to be fair and reasonable. TCG will pay the Port Authority the difference between the agreed upon rent credit amount and the amount TCG has already withheld from other Port Authority billings on account of its claim for reimbursement for these services. TCG will provide a general release for all claims arising out of the dewatering and emergency power services. An amount for dewatering was included in the initial bomb insurance claim payment made to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 grant a rent credit in the amount of \$270,000 to Teleport Communications Group for restoration activities performed on behalf of the Port Authority relating to the February 26, 1993 bombing incident at The World Trade Center, conditioned upon the receipt from Teleport Communications Group of a general release for all claims arising out of the dewatering and emergency power services provided to the Port Authority; the form of which release shall be subject to the approval of General Counsel or his authorized representative.

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QUEENS WEST WATERFRONT DEVELOPMENT - DEMOLITION AND REMOVAL OF THE NEWTOWN CREEK WHARF STRUCTURE

It was recommended that the Board authorize the Executive Director to spend approximately \$1.1 million for costs associated with the demolition and removal of the Newtown Creek Wharf (Wharf) structure on Port Authority property at Hunters Point, Long Island City, Queens. Slattery Associates, Inc., the Port Authority's call-in contractor for immediate repairs, will perform the demolition and removal work.

As part of the Port Authority's Facility Condition Survey Program, inspections were conducted in 1989 and 1993 which found the Wharf, a pile-supported relieving platform structure, to be severely deteriorated and in poor condition. Although the structure was reported to be quite deteriorated, it was not determined to be in danger of collapse in 1989. This unused area was fenced and signed to preclude entry and warn of potential danger. Deterioration continued during the 1989 to 1993 inspection periods, particularly the pile caps and deck planks resulting in the installation of additional fencing and signage.

As part of the routine inspection program, an updated condition survey was performed in June 1996 by an independent consultant, Hans-Padron Associates. The survey revealed that deterioration has advanced to the point that the structure is no longer able to safely support its own dead load; localized failures are occurring; and widespread failure and collapse is possible. Hans-Padron has recommended that the structure be removed on an immediate basis. Reconstruction of the Wharf had been anticipated as part of the Queens West Development plan for some time in the future. Since there is no need for the Wharf at this point in time, the reconstruction of a replacement structure is not planned in the short term.

The Wharf is located on the southern portion of the site and is part of the twenty acres of land purchased by the Port Authority for the Queens West Waterfront Development Project. This area is slated for development in Stage III of the General Project Plan and will become a portion of the waterfront esplanade park system and a new street.

It is expected that concurrence for this expenditure to be allocated from the Port Authority's \$125 million commitment to Queens West Waterfront Development will be sought from the Queens West Development Corporation Board of Directors.

Due to the emergency nature of the work, notification of the demolition to the United States Army Corps of Engineers and the New York State Department of Environmental Conservation has previously been made. Even though there are no immediate plans to reconstruct the Wharf, a permit application for replacement in kind, under a nationwide permit procedure, has been made in order to advise both agencies of this ultimate intention and to preserve the right to reconstruct the structure in the future, when needed, to implement this portion of the Queens West Waterfront Development General Project Plan.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor, Commissioner Gargano abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to arrange for (i) the expenditure of approximately \$1.1 million for costs associated with the demolition and removal of the Newtown Creek Wharf structure on Port Authority property at Hunters Point, Long Island City, Queens; (ii) said work to be done by the Port Authority's call-in contractor, Slattery Associates, Inc.; and (iii) the Port Authority to seek the concurrence of the Queens West Development Corporation Board to allow this expenditure be allocated from the Port Authority's \$125 million commitment to the Queens West Waterfront Development project; the form of any agreements to be entered into pursuant to the foregoing authority shall be subject to the approval of General Counsel or his authorized representative.

**GEORGE WASHINGTON BRIDGE BUS STATION - NEW YORK NATIONAL BANK -
LEASE AGREEMENT**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with New York National Bank (the Lessee) covering the construction and operation of a business development office, including an automated teller machine, on the Main Concourse of the George Washington Bridge Bus Station.

The Lessee, a minority bank which specializes in serving an Hispanic and African-American customer base, was chartered in 1981 and operates three branches in the South Bronx and East Harlem. The Lessee's assets exceed \$60 million.

The Lease would be for a term commencing on or about January 1, 1997 and expiring on the day preceding the third anniversary of the date payment of rental commences under the Lease, with the Lessee to have the option to extend the term of the letting for two additional three-year periods. The Lessee will pay an aggregate rental for the premises of approximately \$76,000 for the initial term. Payment of rental under the Lease will commence no later than 150 days from the commencement date of the term of the letting under the Lease. The Lessee will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days notice, in which event the Lessee would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$150,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 National Bank of New York at the George Washington Bridge Bus Station, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**LINCOLN TUNNEL - LAND AT 30TH STREET AND TENTH AVENUE IN
MANHATTAN - DECLARATION OF PROPERTY AS SURPLUS AND
AUTHORIZATION TO SELL IT TO STUART DEAN CO., INC.**

It was recommended that the Board declare as surplus and authorize the Executive Director, on behalf of the Port Authority, to sell to Stuart Dean, Co., Inc., a New York corporation, land located at the northeast corner of 30th Street and Tenth Avenue in the Borough of Manhattan, City of New York, of approximately 1,750 square feet, such land being more particularly described below (collectively, "the property"), for the purchase price of \$129,325. The property is being sold in its "as is" condition.

The purchaser will release the Port Authority from any obligation with respect to the environmental condition of the property. In addition, the purchaser will indemnify the Port Authority against claims of or liabilities to third parties relating to certain environmental matters.

It was reported that the property is no longer required either for the purpose for which it was acquired or for any other purpose and that its disposition would be in the best interests of the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that it is hereby found and determined, effective upon delivery of the deed, that the property consisting of the land described below located in the Borough of Manhattan, City of New York, is no longer required for the purposes for which it was acquired:

All that certain lot, piece or parcel of land in the Borough of Manhattan, City, County and State of New York bounded and described as follows:

Beginning at a point in the easterly line of Tenth Avenue distant northerly 75 feet 6 inches as measured along the easterly line of Tenth Avenue from a corner formed by the intersection of the easterly line of Tenth Avenue with the northerly line of West 30th Street, said point being also the northwesterly corner of a certain Tract A acquired in condemnation by the Port Authority of New York and New Jersey by Order Vesting Title dated December 17, 1952, Index No. 40952-1952, in the action entitled, "In the Matter of The Application of The Port of New York Authority to Acquire Title to Certain Lands in the Borough of Manhattan, City, County and State of New York, for the Third Tube and Additional Approaches and Connections of the Lincoln Tunnel", and running:

1. Easterly along the northerly line of said Tract A and along a line that forms an interior angle of 90 degrees-00 minutes-00 seconds with the

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course numbered six (6) hereinafter described, a distance of 100 feet 0 inches to a point; thence

2. Northerly still along the northerly line of said Tract A and along a line that forms an angle of 90 degrees-00 minutes-00 seconds on its westerly side with the preceding course, a distance of 9 feet 7 inches to a point; thence

3. Easterly still along the northerly line of said Tract A and along a line that forms an interior angle of 95 degrees-05 minutes-43 seconds with the preceding course, a distance of 41 feet 10 1/8 inches to a point; thence the following courses through the lands of the Port Authority of New York and New Jersey

4. Southerly along a line that forms an interior angle of 84 degrees-54 minutes-17 seconds with the preceding course, a distance of 22 feet 3 5/8 inches to a point; thence

5. Westerly along a line that forms an interior angle of 90 degrees-00 minutes-00 seconds with the preceding course, a distance of 141 feet 8 inches to a point in the easterly line of Tenth Avenue; thence

6. Northerly along the easterly line of Tenth Avenue and along a line that forms an interior angle of 90 degrees-00 minutes-00 seconds with the preceding course, a distance of 9 feet 0 inches to the point and place of beginning.

The above description is subject to such matters as an up-to-date title report may disclose; and it is further

RESOLVED, that (a) a map of the property be prepared; and (b) at the appropriate time, at the request of General Counsel or his authorized representative, the Chief Engineer execute a certificate to be annexed to said map stating that the real property shown on said map is no longer required for the purposes for which it was acquired, such map then 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, in his discretion, for and on behalf of the Port Authority, (a) to sell and convey the property to Stuart Dean Co., Inc. in its "as is" condition for the purchase price of \$129,325 with the purchaser indemnifying the Port Authority from any environmental claims relating to the property; and (b) to do all other things necessary or appropriate in implementation or furtherance of the foregoing; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

COLUMBIA STREET GRAIN TERMINAL PROPERTY - DECLARATION OF SURPLUS STATUS, AUTHORIZATION FOR SALE AND PAYMENT FOR RELEASE BY NEW YORK STATE

It was recommended that the Board declare as surplus and authorize the Executive Director to sell to: (1) Quadrozzi Realty Corp., a New York corporation, or a related entity, or (2) upon terms to be approved by the Committee on Operations, any other party, real property known as the Columbia Grain Terminal Site located at the foot and east of Columbia Street and in and along Gowanus Bay and including the Henry Street Basin, Brooklyn, New York, the land, including that underwater, being more particularly described below ("the property"), and upon the closing thereof to make payment to the State of New York of one-quarter of the net proceeds of sale in consideration of the State's release in effect of any right or interest in or with respect to the property. The property is being sold in its "as is" condition. The purchaser will release the Port Authority from any obligation with respect to the condition, including environmental condition, of the property. In addition, the purchaser will indemnify the Port Authority against claims of and liabilities to third parties with respect to environmental matters related to the property.

It was reported that the property is no longer required for the purpose for which it was acquired and that its sale would be in the best interests of the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that it is hereby found and determined, effective upon delivery of the deed, that the property consisting of the parcels of land described below located in the Borough of Brooklyn, City and State of New York and any building and structure thereon is no longer required for the purposes for which it was acquired:

PARCEL 1

All that certain tract, piece or parcel of land, lying and being in the Borough (formerly City) of Brooklyn, County of Kings, City and State of New York, generally bounded and described as follows (all bearings being referred to the true meridian):

Beginning at the point of intersection of the southerly side of Bay Street as widened to eighty feet on its southerly side by an ordinance of the Common Council of the City of Brooklyn, passed December fourth, eighteen hundred seventy-six, with the easterly side of Henry Street as relocated and established south of Bay Street by said ordinance of said Council; thence from said point of beginning easterly and southeasterly along the southerly side of said Bay Street one hundred ninety-five feet more or less to a point in the westerly side of the Henry Street Basin, as established by an act of the New York State Legislature in Chapter three

hundred ninety-eighty of the laws of eighteen hundred seventy-five and approved by the Secretary of War of the United States of America, March fourth, eighteen hundred ninety; thence southerly and southwesterly along the westerly side of said Henry Street Basin, as laid out aforesaid, two thousand four hundred ninety-one and forty-nine hundredths feet more or less to a point in the exterior sea wall line as established by said act of the New York State Legislature and approved by the Secretary of War as aforesaid; thence southerly and southwesterly along said exterior sea wall line as laid out aforesaid, one thousand thirty-six and nineteen hundredths feet more or less to a point in the easterly side of Columbia Street as relocated and established south of Halleck Street by said ordinance of said Council; thence northerly and northeasterly along the easterly side of said Columbia Street one thousand nine hundred sixty-seven and forty hundredths feet to a point in the southerly line of lands conveyed by the State of New York to the City of New York by letters-patent dated June eighth, nineteen hundred thirty-five; thence south sixty-nine degrees, forty-five minutes, fifty-three seconds east, along said southerly line of lands conveyed as aforesaid, six hundred twenty-five feet to the easterly line of lands conveyed as aforesaid; thence north twenty-four degrees, two minutes, forty-four seconds east, along said easterly line of lands conveyed as aforesaid, six hundred one and ninety-two hundredths feet to the point of intersection of said easterly side of Henry Street as aforesaid with the southerly side of Halleck Street as laid out and established by the aforesaid ordinance; thence northerly and northeasterly along the easterly side of said Henry Street five hundred feet more or less to the point of beginning.

Excluding therefrom the following described parcel of land:

All that parcel of land in the twelfth ward of the Borough of Brooklyn, County of Kings, City and State of New York, bounded and described as follows:

Beginning at the point of intersection of the southerly side of Bay Street as widened to eighty feet on its southerly side by an ordinance of the Common Council of the City of Brooklyn, passed December fourth, eighteen hundred seventy-six, with the easterly side of Henry Street as relocated and established south of Bay Street by said ordinance of said Council; thence from said point of beginning easterly along the southerly side of said Bay Street one hundred ninety-five feet to a point in the westerly side of the Henry Street Basin, as established by said act of the New York State Legislature and approved by the Secretary of War as aforesaid; thence southerly along the westerly side of said Henry Street Basin as laid out aforesaid, four hundred seventy feet to a point in the southerly line of Halleck Street, as prolonged northwesterly, as now laid out upon the map of the City of New York; thence westerly along said southerly line of Halleck Street, as prolonged, one hundred ninety-five feet to a point in the easterly side of Henry Street as established by ordinance of the Common Council of

the City of Brooklyn passed December fourth, eighteen hundred seventy-six; thence northerly along said easterly line of Henry Street four hundred seventy feet to the point or place of beginning.

PARCEL 2

All that certain tract, piece or parcel of land, lying and being in the Borough (formerly City) of Brooklyn, County of Kings, City and State of New York, generally bounded and described as follows (all bearings being referred to the true meridian):

Beginning at the point of intersection of the easterly side of Henry Street Basin, as established by an act of the New York State Legislature in Chapter three hundred ninety-eight of the laws of eighteen hundred seventy-five and approved by the Secretary of War of the United States of America, March fourth, eighteen hundred and ninety, with the southerly side of Halleck Street as now laid out upon the map of the City of New York; thence from said point of beginning southwesterly, along the easterly side of said Henry Street Basin, established as aforesaid, one thousand eight hundred sixty-one feet to the southeasterly corner of said Henry Street Basin, established as aforesaid, and a point in the exterior sea wall line, as established by said act of the New York State Legislature and approved by the Secretary of War as aforesaid; thence southwestwardly, across said Henry Street Basin, established as aforesaid, two hundred fifty-seven feet to the point of intersection of the exterior sea wall line, as established aforesaid, with the westerly side of said Henry Street Basin, as established aforesaid, at the southwesterly corner thereof; thence northeastwardly, along said westerly side of said Henry Street Basin, as established aforesaid, two thousand twenty-one and forty-nine hundredths feet more or less to a point in the United States pierhead and bulkhead line as approved by the Secretary of War of the United States of America on November thirteenth, nineteen hundred and forty, which point is in the prolongation of said southerly side of Halleck Street, as now laid out aforesaid, distant four hundred seventy feet southwesterly from the southerly side of Bay Street as widened to eighty feet on its southerly side by an ordinance of the Common Council of the City of Brooklyn, passed December fourth, eighteen hundred seventy-six, measured at right angles thereto; thence southeastwardly, along said southerly line of Halleck Street as prolonged and along said United States pierhead and bulkhead lines, approved as aforesaid, and parallel with said southerly side of Bay Street, two hundred feet to the point or place of beginning.

Being shown and designated as Lots 1 and 300 in Block 614 on the Tax Map of the City of New York.

The above description is subject to such state of facts as an accurate survey may reveal; and it is further

RESOLVED, that (a) a map of the property be prepared; and (b) at the appropriate time, at the request of General Counsel or his authorized representative, the Chief Engineer execute a certificate to be annexed to said map stating that the real property shown on said map is no longer required for the purposes for which it was acquired, such map then 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, in his discretion, for and on behalf of the Port Authority, (a) to sell and convey the property in its "as is" condition to: (1) Quadrozzi Realty Corp. or a related entity, or (2) upon terms to be approved by the Committee on Operations, any other party, and (b) upon the closing of such sale to make payment to the State of New York of one-quarter of the net proceeds thereof in consideration of the State's waiver and release of any right or interest in or with respect to the property, and (c) to do all other things necessary or appropriate in implementation or furtherance of the foregoing; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**REGIONAL ECONOMIC DEVELOPMENT PROGRAM - SEWERAGE WASTE
TREATMENT AUTHORITIES - ADDITIONAL AMOUNT FOR ASSIGNMENT
TO THE NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY**

It was recommended, at the request of Governor Whitman, that the Board authorize the Executive Director to assign or otherwise provide to the New Jersey Economic Development Authority (NJEDA) an additional \$3,033,334 of Sewerage Authority loan repayments (the Loan Repayments) over and above the \$35.4 million previously authorized for assignment to NJEDA by the Board at its October 12, 1995 meeting.

This additional amount will allow a larger stream of revenues to be used as a pledge of security for the sale of bonds by the NJEDA for economic development projects within the New Jersey portion of the Port District.

On August 8, 1991, the Board authorized loans to six Sewerage Authorities for waste treatment projects under the Regional Economic Development Program. The original loans to the Sewerage Authorities totaled \$39,775,000 which was projected to be repaid by the Sewerage Authorities over an 18 year period without interest. Of this amount \$1,305,556 was repaid and reallocated at the request of the New Jersey Governor to Liberty Science Center. On October 12, 1995 the Board authorized, at the request of Governor Whitman, the assignment of \$35.4 million in future Loan Repayments to NJEDA. No further Loan Repayments will be available for reallocation following this authorization.

All terms and conditions applicable to the initial assignment authorized by the Board on October 12, 1995 will be applicable to this additional amount, including that no bond proceeds will be used for projects which would result in the relocation of any business from New York to New Jersey.

Pursuant to the forgoing request, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian, Schweitzer and Talley 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 assign or otherwise provide to the New Jersey Economic Development Authority (NJEDA) an additional \$3,033,334 of loan repayments over and above the \$35.4 million previously authorized for assignment to NJEDA by the Board at its October 12, 1995 meeting, such additional amount to be for the same purpose and subject to the same conditions applicable to the assignment authorized on October 12, 1995; the form of any agreements to be entered into pursuant to the foregoing authorization shall be subject to the approval of General Counsel or his authorized representative.

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 September 1, 1996 to September 30, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
MFP199	Pavement and railroad	988,150(B)	807,984(B)
	rehabilitation via work order	60,000(C)	-0-(C)
	Port Newark and Elizabeth-Port Authority Marine Terminal	99,000(D)	97,300(D)
	Marsellis - Warner Corp.		
		1,147,150	905,284
GWB110107	Deck Stell Rehabilitation	2,811,980(A)	2,811,980(A)
	George Washington Bridge	1,654,020(B)	1,654,020(B)
	Karl Koch Erecting Co., Inc.	250,000(E)	230,245(E)
		5,946,000	4,932,795
GWB387	Rehabilitation of Upper Level	200,848(A)	200,848(A)
	Sidewalks	16,116(B)	14,847(B)
	George Washington Bridge	15,000(C)	6,100(C)
	Armenio's Trucking Inc.	18,000(D)	4,850(D)
		249,964	226,645
WTC115224	Asbestos Abatement Via Work Order	6,332,500(C)	6,332,500(C)
	World Trade Center	1,500,000(F)	1,500,000(F)
	Air & Water Technologies	1,000,000(G)	1,000,000(G)
		5,000,000(H)	2,409,372(H)
		13,832,500	11,241,872
EWR100514	Immediate Repairs	1,000,000(C)	634,664(C)
	Newark International Airport Onorato Construction, Inc.		
		1,000,000	634,664
EWR629	Bridge N15 - North Fascia Girder	29,000(A)	29,000(A)
	Repairs		
	Newark International Airport	3,000(D)	3,000(D)
	August C. Lozano, P.E. Inc.	35,000(I)	20,274(I)
	67,900	53,174	

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CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
AKB139	Rehabilitation of Main Span		
	Catwalks	672,400(A)	672,400(A)
	Approach Span Pier Ladders	198,329(C)	198,329(C)
	Bayonne Bridge	68,000(D)	-0-(D)
	Skillman II Construction Co., Inc.	983,729	870,729
LGA559	Parking Garage Substations	72,000(A)	72,000(A)
	Ground Fault Protection	8,000(D)	5,749(D)
	LaGuardia Airport Villfane Electric Corp.	80,000	77,749
MRD101	Miscellaneous Construction and Repairs	250,000(C)	5,477(C)(J)
	Via Work Orders		
	Newark Legal Center		
	Essex County Resource Recovery Facility		
	Elizabeth Industrial Park Lewis Contracting Corp., Inc.	250,000	5,477

- (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 Payment" column is the authorized net cost amount
- (D) Extra Work
- (E) Memorandum of Justification dated 1/11/94, increasing classified work in the amount of \$250,000
- (F) Memorandum of Authorization dated 4/9/93, increasing net cost work in the amount of \$1,500,000
- (G) Memorandum of Authorization dated 6/7/93, increasing net cost work in the amount of \$1,000,000
- (H) Memorandum of Justification dated 6/23/93, increasing net cost work in the amount of \$5,000,000
- (I) Memorandum of Authorization dated 12/4/95, increasing extra work in the amount of \$35,000
- (J) Only one work order was performed under the Contract

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period September 1, 1996 to September 30, 1996.

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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Call Year	YTC @ Cost	BEY @ Cost	Total Principal	Dealer
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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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
09/03/96	\$10,000,000	US T-BILL	---	08/21/97	94.57	5.550%	5.867%	\$ 9,457,333.33	PaineWebber
09/03/96	10,000,000	US T-NOTE	6.125%	08/31/98	99.61	---	6.333	9,961,718.75	PaineWebber
09/03/96	20,523,000	USTBILL (VS0)	---	09/17/96	99.79	5.235	5.319	20,481,218.60	Paribas
09/03/96	25,000,000	US T-BILL	---	09/17/96	99.79	5.165	5.247	24,949,784.73	Paribas
09/03/96	25,000,000	US T-BILL	---	09/17/96	99.79	5.165	5.247	24,949,784.73	Speer, Leeds & Kellogg
09/03/96	25,000,000	USTBILL(106S)	---	09/17/96	99.79	5.165	5.247	24,949,784.73	First Chicago Capital Mkt
09/03/96	25,000,000	USTBILL (VS0)	---	09/17/96	99.79	5.230	5.313	24,949,152.78	Daiwa Securities America
09/03/96	25,000,000	USTBILL (VS0)	---	09/17/96	99.79	5.215	5.298	24,949,298.60	PaineWebber
09/03/96	25,000,000	USTBILL (VS0)	---	09/17/96	99.79	5.215	5.298	24,949,298.60	First Boston
09/03/96	25,000,000	GECC CP	---	09/16/96	99.80	5.270	5.353	24,952,423.60	General Electric Capital
09/05/96	25,000,000	US T-BILL	---	12/12/96	98.58	5.180	5.327	24,647,472.23	Daiwa Securities America
09/06/96	10,000,000	US T-BILL	---	12/05/96	98.69	5.205	5.347	9,869,875.00	Daiwa Securities America
09/06/96	10,000,000	US T-NOTE	6.000	08/15/99	98.48	---	6.573	9,848,437.50	Daiwa Securities America
09/09/96	5,000,000	US T-NOTE	6.000	08/15/99	98.34	---	6.629	4,917,187.50	PaineWebber

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
09/09/96	\$ 5,000,000	USTBILL(106S)	---	08/21/97	94.54	5.680%	6.006%	\$ 4,727,044.45	Paribas
09/09/96	5,000,000	USTBILL(106S)	---	08/21/97	94.57	5.640	5.962	4,728,966.67	Morgan Stanley & Co
09/09/96	5,000,000	USTBILL(100S)	---	08/21/97	94.59	5.620	5.940	4,729,927.78	Goldman, Sachs & Co
09/09/96	5,000,000	USTBILL(100S)	---	02/27/97	97.46	5.340	5.555	4,873,175.00	First Boston
09/11/96	10,000,000	US T-NOTE	6.125%	08/31/98	99.62	---	6.330	9,962,500.00	Daiwa Securities America
09/13/96	20,000,000	GECC CP	---	09/20/96	99.89	5.250	5.328	19,979,583.34	General Electric Capital
09/17/96	20,000,000	FMCDN	---	10/15/96	99.59	5.230	5.324	19,918,644.44	First Boston
09/17/96	20,000,000	GECC CP	---	10/02/96	99.77	5.310	5.396	19,955,750.00	General Electric Capital
09/18/96	10,000,000	US T-NOTE	6.000	08/15/99	99.12	---	6.332	9,912,500.00	Daiwa Securities America
09/18/96	5,000,000	US T-NOTE	6.500	08/31/01	99.76	---	6.555	4,988,281.25	Goldman, Sachs & Co
09/18/96	10,000,000	GECC CP	---	10/03/96	99.77	5.320	5.406	9,977,833.33	General Electric Capital
09/18/96	10,000,000	FNDN	---	10/10/96	99.67	5.270	5.360	9,967,794.44	First Chicago Capital Mkt

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
09/19/96	\$ 20,000,000	FMCDN	---	10/17/96	99.59	5.270%	5.365%	\$ 19,918,022.22	PaineWebber
09/20/96	5,000,000	US T-NOTE	6.500%	08/31/01	99.43	---	6.634	4,971,875.00	Daiwa Securities America
09/20/96	20,000,000	GECC CP	---	10/01/96	99.83	5.320	5.403	19,967,488.88	General Electric Capital
09/26/96	<u>15,000,000</u>	US T-BILL	---	12/26/96	98.69	5.180	5.322	<u>14,803,591.67</u>	PaineWebber
	<u>\$450,523,000</u>							<u>\$447,215,749.15</u>	

BEY - Bond Equivalent Yield

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

Sale of Securities

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
09/05/96	\$25,000,000	US T-BILL	---	10/03/96	99.60	5.050%	5.140%	5.27%	\$ 24,901,805.55	Goldman, Sachs & Co
09/06/96	10,000,000	US T-NOTE	6.000%	08/15/99	98.56	---	6.543	28.85	9,856,250.00	Daiwa Securities America
09/09/96	5,000,000	US T-NOTE	6.000	08/15/99	98.51	---	6.563	63.53	4,925,781.25	PaineWebber
09/11/96	10,000,000	US T-NOTE	6.125	08/31/98	99.71	---	6.283	31.44	9,971,093.75	Daiwa Securities America
09/16/96	10,000,000	US T-NOTE	6.125	08/31/98	100.04	---	6.098	18.31	10,004,687.50	PaineWebber
09/16/96	10,000,000	US T-NOTE	7.250	11/30/96	100.33	---	5.475	7.90	10,033,593.75	Paribas
09/17/96	5,000,000	USTBILL(105S)	---	09/26/96	99.87	4.850	4.923	5.20	4,993,937.50	Speer, Leeds & Kellogg
09/25/96	5,000,000	US T-NOTE	6.500	08/31/01	99.71	---	6.567	27.15	4,985,937.50	Daiwa Securities America
09/25/96	5,000,000	US T-NOTE	6.500	08/31/01	100.14	---	6.465	26.10	5,007,031.25	PaineWebber
09/25/96	5,000,000	US T-NOTE	6.000	08/15/99	99.24	---	6.288	12.10	4,962,109.38	Paribas
09/26/96	<u>5,000,000</u>	US T-NOTE	6.000	08/15/99	99.31	---	6.261	14.55	<u>4,965,625.00</u>	Daiwa Securities America
	<u>\$95,000,000</u>								<u>\$94,607,852.44</u>	

BEY - Bond Equivalent Yield

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

Repurchase Transactions

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Fuji Securities	09/03/96	09/04/96	\$ 6,245,000	5.450%	\$ 945.42
Fuji Securities	09/03/96	09/04/96	10,540,000	5.450	1,595.64
Yamaichi Intl (America)	09/03/96	09/04/96	12,245,000	5.470	1,860.56
Eastbridge Capital	09/03/96	09/04/96	19,905,000	5.470	3,024.45
Yamaichi Intl (America)	09/03/96	09/04/96	21,755,000	5.470	3,305.55
Daiwa Securities America	09/03/96	09/04/96	25,000,000	5.450	3,784.72
Eastbridge Capital	09/03/96	09/04/96	27,645,000	5.470	4,200.50
Eastbridge Capital	09/04/96	09/05/96	1,700,000	5.320	251.22
Yamaichi Intl (America)	09/04/96	09/05/96	6,195,000	5.320	915.48
Yamaichi Intl (America)	09/04/96	09/05/96	10,500,000	5.320	1,551.67
Dean Witter Reynolds	09/04/96	09/27/96	15,243,750*	5.250	50,571.14
Daiwa Securities America	09/04/96	09/05/96	18,870,000	5.310	2,783.33
Nikko Securities Co Intl	09/04/96	09/05/96	25,000,000	5.300	3,680.56
Daiwa Securities America	09/04/96	09/05/96	27,365,000	5.310	4,036.34

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	09/04/96	09/05/96	\$48,300,000	5.320%	\$ 7,137.67
Eastbridge Capital	09/05/96	09/06/96	1,650,000	5.220	239.25
Yamaichi Intl (America)	09/05/96	09/06/96	6,185,000	5.220	896.83
Yamaichi Intl (America)	09/05/96	09/06/96	6,756,000	5.220	979.62
Yamaichi Intl (America)	09/05/96	09/06/96	10,490,000	5.220	1,521.05
Daiwa Securities America	09/05/96	09/06/96	18,850,000	5.220	2,733.25
Yamaichi Intl (America)	09/05/96	09/06/96	23,244,000	5.220	3,370.38
Daiwa Securities America	09/05/96	09/06/96	27,340,000	5.220	3,964.30
Eastbridge Capital	09/05/96	09/06/96	48,350,000	5.220	7,010.75
Fuji Securities	09/06/96	09/09/96	6,140,000	5.125	2,622.29
Fuji Securities	09/06/96	09/09/96	10,490,000	5.125	4,480.10
Fuji Securities	09/06/96	09/09/96	11,000,000	5.125	4,697.92
Eastbridge Capital	09/06/96	09/09/96	18,830,000	5.150	8,081.21
Yamaichi Intl (America)	09/06/96	09/09/96	21,429,000	5.150	9,196.61

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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>
First Chicago Capital Mkt	09/06/96	09/17/96	\$23,625,000*	5.350%	\$37,232.34
Eastbridge Capital	09/06/96	09/09/96	27,305,000	5.150	11,718.40
Yamaichi Intl (America)	09/06/96	09/09/96	28,571,000	5.150	12,261.72
Yamaichi Intl (America)	09/09/96	09/10/96	6,125,000	5.180	881.32
Yamaichi Intl (America)	09/09/96	09/10/96	8,000,000	5.180	1,151.11
Yamaichi Intl (America)	09/09/96	09/10/96	9,375,000	5.180	1,348.96
Fuji Securities	09/09/96	09/10/96	10,490,000	5.180	1,509.39
Fuji Securities	09/09/96	09/10/96	17,705,000	5.180	2,547.55
SBC Capital Markets, Inc.	09/09/96	09/20/96	38,200,000*	4.880	59,867.89
Eastbridge Capital	09/09/96	09/10/96	50,000,000	5.180	7,194.44
Nikko Securities Co Intl	09/10/96	09/11/96	6,125,000	5.140	874.51
Nikko Securities Co Intl	09/10/96	09/11/96	9,195,000	5.140	1,312.84
Eastbridge Capital	09/10/96	09/11/96	10,495,000	5.150	1,501.37
First Chicago Capital Mkt	09/10/96	09/17/96	14,205,000*	5.350	14,317.46

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	09/10/96	09/11/96	\$17,000,000	5.150%	\$ 2,431.94
Eastbridge Capital	09/10/96	09/11/96	17,705,000	5.150	2,532.80
Yamaichi Intl (America)	09/10/96	09/11/96	19,422,000	5.150	2,778.43
Lehman Brothers	09/10/96	09/20/96	24,343,750*	4.880	34,679.70
Citicorp Securities Mkts	09/10/96	11/15/96	25,308,750*	5.400	75,926.25
Yamaichi Intl (America)	09/10/96	09/11/96	30,578,000	5.150	4,374.35
Nikko Securities Co Intl	09/11/96	09/12/96	6,125,000	5.280	898.33
Yamaichi Intl (America)	09/11/96	09/12/96	8,743,000	5.290	1,284.74
Nikko Securities Co Intl	09/11/96	09/12/96	9,075,000	5.280	1,331.00
Fuji Securities	09/11/96	09/12/96	10,495,000	5.280	1,539.27
Fuji Securities	09/11/96	09/12/96	17,710,000	5.280	2,597.47
Eastbridge Capital	09/11/96	09/12/96	20,000,000	5.250	2,916.67
Yamaichi Intl (America)	09/11/96	09/12/96	41,257,000	5.290	6,062.49
Eastbridge Capital	09/12/96	09/13/96	6,125,000	5.150	876.22

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	09/12/96	09/13/96	\$ 9,075,000	5.150%	\$ 1,298.23
Yamaichi Intl (America)	09/12/96	09/13/96	10,000,000	5.100	1,416.67
Fuji Securities	09/12/96	09/13/96	10,495,000	5.150	1,501.37
Fuji Securities	09/12/96	09/13/96	17,710,000	5.150	2,533.51
Dean Witter Reynolds	09/12/96	Open	24,250,000*	Variable**	62,868.13
Nikko Securities Co Intl	09/12/96	09/13/96	50,000,000	5.150	7,152.78
Nesbitt Burns	09/12/96	09/13/96	50,000,000	5.150	7,152.78
Nikko Securities Co Intl	09/13/96	09/16/96	5,900,000	5.130	2,522.25
Nikko Securities Co Intl	09/13/96	09/16/96	9,065,000	5.130	3,875.29
Fuji Securities	09/13/96	09/16/96	10,460,000	5.130	4,471.65
Fuji Securities	09/13/96	09/16/96	17,330,000	5.130	7,408.58
Yamaichi Intl (America)	09/13/96	09/16/96	24,958,000	5.140	10,690.34
Citicorp Securities Mkts	09/13/96	09/18/96	24,975,000*	5.150	18,037.50
Yamaichi Intl (America)	09/13/96	09/16/96	25,042,000	5.140	10,726.32

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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>
Eastbridge Capital	09/13/96	09/16/96	\$50,000,000	5.130%	\$21,375.00
Eastbridge Capital	09/16/96	09/17/96	5,905,000	5.420	889.03
Nikko Securities Co Intl	09/16/96	09/17/96	9,070,000	5.400	1,360.50
Nikko Securities Co Intl	09/16/96	09/17/96	10,465,000	5.400	1,569.75
Nikko Securities Co Intl	09/16/96	09/17/96	17,335,000	5.400	2,600.25
Eastbridge Capital	09/16/96	09/17/96	30,000,000	5.420	4,516.67
Yamaichi Intl (America)	09/16/96	09/17/96	50,000,000	5.420	7,527.78
Eastbridge Capital	09/17/96	09/18/96	8,460,000	5.170	1,214.95
Nikko Securities Co Intl	09/17/96	09/18/96	10,410,000	5.150	1,489.21
Nikko Securities Co Intl	09/17/96	09/18/96	17,020,000	5.150	2,434.81
Fuji Securities	09/17/96	09/18/96	20,208,000	5.170	2,902.09
Yamaichi Intl (America)	09/17/96	09/18/96	24,949,000	5.180	3,589.88
Yamaichi Intl (America)	09/17/96	09/18/96	25,051,000	5.180	3,604.56
Fuji Securities	09/17/96	09/18/96	29,792,000	5.170	4,278.46

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	09/17/96	09/18/96	\$34,000,000	5.170%	\$ 4,882.78
Nomura Securities Intl	09/17/96	09/24/96	45,523,000	5.150	45,586.23
Nesbitt Burns	09/17/96	09/24/96	50,000,000	5.160	50,166.67
Yamaichi Intl (America)	09/18/96	09/19/96	8,450,000	5.010	1,175.96
Daiwa Securities America	09/18/96	09/19/96	9,910,000	5.000	1,376.39
Yamaichi Intl (America)	09/18/96	09/19/96	13,759,000	5.010	1,914.79
First Chicago Capital Mkt	09/18/96	09/19/96	15,000,000	4.950	2,062.50
Daiwa Securities America	09/18/96	09/19/96	16,980,000	5.000	2,358.33
Yamaichi Intl (America)	09/18/96	09/19/96	20,236,000	5.010	2,816.18
Eastbridge Capital	09/18/96	09/19/96	50,000,000	5.020	6,972.22
Eastbridge Capital	09/19/96	09/20/96	8,445,000	4.930	1,156.50
Fuji Securities	09/19/96	09/20/96	9,800,000	4.900	1,333.89
Fuji Securities	09/19/96	09/20/96	16,975,000	4.900	2,310.49
Daiwa Securities America	09/19/96	09/20/96	18,000,000	4.920	2,460.00

(Board - 11/7/96)

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>
Yamaichi Intl (America)	09/19/96	09/20/96	\$24,699,000	4.900%	\$ 3,361.81
Yamaichi Intl (America)	09/19/96	09/20/96	25,301,000	4.900	3,443.75
Eastbridge Capital	09/19/96	09/20/96	34,000,000	4.930	4,656.11
Nikko Securities Co Intl	09/20/96	09/23/96	7,700,000	5.130	3,291.75
Eastbridge Capital	09/20/96	09/23/96	9,800,000	5.150	4,205.83
Nikko Securities Co Intl	09/20/96	09/23/96	13,000,000	5.130	5,557.50
Nikko Securities Co Intl	09/20/96	09/23/96	14,370,000	5.130	6,143.18
Yamaichi Intl (America)	09/20/96	09/23/96	17,851,000	5.170	7,690.81
First Chicago Capital Mkt	09/20/96	09/25/96	24,387,500*	5.300	17,511.58
Yamaichi Intl (America)	09/20/96	09/23/96	32,149,000	5.170	13,850.86
Eastbridge Capital	09/20/96	09/23/96	33,950,000	5.150	14,570.21
Citicorp Securities Mkts	09/23/96	09/24/96	7,690,000	5.250	1,121.46
Citicorp Securities Mkts	09/23/96	09/24/96	9,805,000	5.250	1,429.90
PaineWebber	09/23/96	09/24/96	12,000,000.	5.200	1,733.33

(Board - 11/7/96)

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>
Eastbridge Capital	09/23/96	09/24/96	\$14,285,000	5.250%	\$ 2,083.23
Yamaichi Intl (America)	09/23/96	09/24/96	24,950,000	5.250	3,638.54
Yamaichi Intl (America)	09/23/96	09/24/96	25,050,000	5.250	3,653.13
Eastbridge Capital	09/23/96	09/24/96	33,950,000	5.250	4,951.04
Eastbridge Capital	09/24/96	09/25/96	3,750,000	5.310	553.13
Fuji Securities	09/24/96	09/25/96	4,469,000	5.300	657.94
Citicorp Securities Mkts	09/24/96	09/25/96	7,545,000	5.300	1,110.79
Citicorp Securities Mkts	09/24/96	09/25/96	9,795,000	5.300	1,442.04
Fuji Securities	09/24/96	09/25/96	13,800,000	5.300	2,031.67
Daiwa Securities America	09/24/96	09/25/96	24,000,000	5.250	3,500.00
SBC Capital Markets, Inc.	09/24/96	Open	24,718,750*	Variable**	21,477.85
Yamaichi Intl (America)	09/24/96	09/25/96	24,934,000	5.310	3,677.77
Yamaichi Intl (America)	09/24/96	09/25/96	25,066,000	5.310	3,697.24
Fuji Securities	09/24/96	09/25/96	28,916,000	5.300	4,257.08

(Board - 11/7/96)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nesbitt Burns	09/24/96	09/25/96	\$45,619,000	5.300%	\$ 6,716.13
Eastbridge Capital	09/24/96	09/25/96	46,250,000	5.310	6,821.88
Eastbridge Capital	09/25/96	09/26/96	2,200,000	5.375	328.47
Citicorp Securities Mkts	09/25/96	09/26/96	7,540,000	5.360	1,122.62
Citicorp Securities Mkts	09/25/96	09/26/96	9,790,000	5.360	1,457.62
Nikko Securities Co Intl	09/25/96	09/26/96	10,048,000	5.320	1,484.87
Daiwa Securities America	09/25/96	09/26/96	13,770,000	5.350	2,046.38
Yamaichi Intl (America)	09/25/96	09/26/96	24,935,000	5.370	3,719.47
Yamaichi Intl (America)	09/25/96	09/26/96	25,065,000	5.370	3,738.86
Daiwa Securities America	09/25/96	09/26/96	33,385,000	5.350	4,961.38
Nikko Securities Co Intl	09/25/96	09/26/96	36,952,000	5.320	5,460.68
Fuji Securities	09/25/96	09/26/96	45,633,000	5.330	6,756.22
Eastbridge Capital	09/25/96	09/26/96	47,800,000	5.375	7,136.81
Lehman Brothers	09/26/96	Open	4,937,500*	Variable**	2,815.06

(Board - 11/7/96)

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>
Citicorp Securities Mkts	09/26/96	09/27/96	\$ 7,535,000	5.200%	\$ 1,088.39
Citicorp Securities Mkts	09/26/96	09/27/96	9,785,000	5.200	1,413.39
Fuji Securities	09/26/96	09/27/96	10,230,000	5.220	1,483.35
Fuji Securities	09/26/96	09/27/96	13,640,000	5.220	1,977.80
Daiwa Securities America	09/26/96	09/27/96	22,201,000	5.200	3,206.81
Fuji Securities	09/26/96	09/27/96	23,155,000	5.220	3,357.48
Yamaichi Intl (America)	09/26/96	10/03/96	24,732,000	5.220	25,102.98
Yamaichi Intl (America)	09/26/96	10/03/96	25,268,000	5.220	25,647.02
Daiwa Securities America	09/26/96	09/27/96	27,799,000	5.200	4,015.41
Eastbridge Capital	09/26/96	09/27/96	36,000,000	5.200	5,200.00
Nesbitt Burns	09/26/96	10/03/96	45,647,000	5.210	46,242.95
Citicorp Securities Mkts	09/27/96	09/30/96	7,475,000	5.125	3,192.45
Citicorp Securities Mkts	09/27/96	09/30/96	9,785,000	5.125	4,179.01
Nikko Securities Co Intl	09/27/96	09/30/96	10,104,000	5.140	4,327.88

(Board - 11/7/96)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	09/27/96	09/30/96	\$13,070,000	5.150%	\$ 5,609.21
Lehman Brothers	09/27/96	Open	14,812,500*	Variable**	6,332.34
Fuji Securities	09/27/96	09/30/96	33,000,000	5.140	14,135.00
Eastbridge Capital	09/27/96	09/30/96	33,115,000	5.150	14,211.85
Nikko Securities Co Intl	09/27/96	09/30/96	39,896,000	5.140	17,088.79
Eastbridge Capital	09/30/96	10/01/96	3,600,000	5.800	580.00
Daiwa Securities America	09/30/96	10/01/96	5,000,000	5.730	795.83
Citicorp Securities Mkts	09/30/96	10/01/96	7,315,000	5.700	1,158.21
Citicorp Securities Mkts	09/30/96	10/01/96	9,785,000	5.700	1,549.29
Fuji Securities	09/30/96	10/01/96	11,641,000	5.770	1,865.79
Fuji Securities	09/30/96	10/01/96	12,980,000	5.770	2,080.41
Fuji Securities	09/30/96	10/01/96	21,474,000	5.770	3,441.81
Daiwa Securities America	09/30/96	10/01/96	45,000,000	5.730	7,162.50
Eastbridge Capital	09/30/96	10/01/96	46,400,000	5.800	7,475.56

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

**This rate is subject to change daily.

(Board - 11/7/96)

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

Reverse Repurchase Transactions

Dealer	Sale Date	Purchase Date	Par Value	Interest Rate	Total Interest Paid
Dean Witter Reynolds	09/04/96	09/27/96	\$15,243,750*	5.200%	\$ 49,173.80
First Chicago Capital Mkt	09/06/96	09/17/96	23,625,000*	5.200	36,001.88
SBC Capital Markets, Inc.	09/09/96	09/20/96	38,200,000*	4.800	58,679.44
Lehman Brothers	09/10/96	09/20/96	24,343,750*	4.830	33,692.43
First Chicago Capital Mkt	09/10/96	09/17/96	14,205,000*	5.200	13,873.55
Citicorp Securities Mkts	09/10/96	11/15/96	25,308,750*	5.300	74,520.21
Dean Witter Reynolds	09/12/96	Open	24,250,000*	Variable**	59,836.88
Citicorp Securities Mkts	09/13/96	09/18/96	24,975,000*	5.000	16,407.19
First Chicago Capital Mkt	09/20/96	09/25/96	24,387,500*	5.200	16,630.92
SBC Capital Markets, Inc.	09/24/96	Open	24,718,750*	Variable**	20,461.63
Lehman Brothers	09/26/96	Open	4,937,500*	Variable**	2,365.89
Lehman Brothers	09/27/96	Open	14,812,500*	Variable**	5,962.03

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

**This rate is subject to change daily.

(Board - 11/7/96)

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

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 September 1, 1996 through September 30, 1996, 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

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.

(Board - 11/7/96)

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 September 1, 1996 through September 30, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of September 30, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 September 1, 1996 through September 30, 1996 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 - 11/7/96)

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 July 1, 1996 through September 30, 1996 involving the use of the Municipal Bond Futures Contracts (Muni) and the United States Treasury Bond Futures Contracts (T-Bond) 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>Contract</u>	<u>Short Position</u>	<u>Cumulative 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 3rd Quarter 1996.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period July 1, 1996 to September 30, 1996.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
All Airports - Security Audit Services Interpass, Ltd. Irvington, NY	2	2) \$ 250,000
JFK-816 John F. Kennedy International Airport - Runway 4L-22R Power and Communication for the End-Fire Glide Scope Saint Vincent Electric & Construction, Inc. Brooklyn, NY	3	1) \$ 631,490 2) 248,000 3) 15,000 4) 233,000
JFK-920.602 John F. Kennedy International Airport - Impound Lot Relocation and Building 254 Expansion Minch Construction Corporation New York, NY	13	1) \$ 1,407,000 2) 814,694 3) 66,000 4) 1,200,000
EWR-640 Newark International Airport - Rehabilitation of Terminals A & B Arrivals Level Roadways Armenio's Trucking, Inc. Kearny, NJ	6	1) \$ 1,199,363 2) 700,940 3) 57,000 4) 740,000
LGA-592 LaGuardia Airport - Illumination of Parking Lot Number 7E Hi-Amp Electrical Contracting Corp. Whitestone, NY	7	1) \$ 708,518 2) 352,000 3) 22,000 4) 345,000

(Board - 11/7/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LGA-598 LaGuardia Airport - Pump Station Number 6 Switchgear Eaton Electric Inc. Bronx, NY	11	1) \$ 1,637,938 2) 793,000 3) 48,000 4) 850,000
LGA-605 LaGuardia Airport - Construction Work Area Protection Janco Contracting Corporation	3	1) \$ 388,300 2) 312,101 3) 25,000 4) 195,000
LG-92-97, P.O.-48481, P&SS-95-12 LaGuardia Airport - Extraordinary Snow Removal Services Hudson General Corporation Great Neck, NY		3) \$ 226,500
LaGuardia Airport - Purchase and Installation of a Solid Deicing Chemical Storage Unit Reed Systems, Ltd. Ellenville, NY	Sole Source	2) \$ 190,000 4) 190,000
GWB-385 George Washington Bridge - Asphalt Replacement at New Jersey Administration Building and Main Tolls Parking Lots J. Fletcher Creamer & Sons, Inc.	5	1) \$ 443,180 2) 342,632 3) 28,000 4) 365,000

(Board - 11/7/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
AKG-182 Goethals Bridge - Communications Room Rehabilitation - 2nd Floor, Administration Building Community Electric, Inc. Staten Island, NY	2	1) \$ 774,000 2) 631,000 3) 51,000 4) 800,000
AKG-274.006 Goethals Bridge - Deck & Steel Rehabilitation at Median Barrier - Supplemental Agreement No. 1 Karl Koch Erecting Co., Inc.		3) \$ 100,000
AKG-964.903 Goethals Bridge - Toll Plaza Canopy - Asbestos Abatement B&N&K Restoration Co., Inc. Clifton, NJ	5	1) \$ 1,112,000 2) 736,000 3) 45,000 4) 683,000
AKO-152 Outerbridge Crossing - Abutment Building Alterations Radcam Construction Corp. East Orange, NJ	9	1) \$ 496,400 2) 370,000 3) 30,000 4) 300,000
BT-190.018 Port Authority Bus Terminal - Escalator Service - Increase in Work Authorization United Technologies Otis Elevator Company New York, NY	Negotiated	3) \$ 250,000

(Board - 11/7/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
BT-315 Port Authority Bus Terminal - Proximity Card Access Control Door Locks Installation Total Electric Construction Co., Inc.	6	1) \$ 498,820	2) 186,700	3) 15,000	4) 282,000
PSE-614 Port Authority Bus Terminal - Trash Compactor and Recycling Services - Extension P&F Trucking, Inc. Woodside, NY			2) \$ 553,630	3) 55,363	
Port Newark/Elizabeth-Port Authority Marine Terminal - Relocation of Utility Poles Public Service Electric & Gas Clifton, NJ	Sole Source		2) \$ 200,000		
HT-332 Holland Tunnel - New Jersey Entrance Portal - Granite Restoration Bri-Den Construction Co., Inc. Old Bethpage, NY	4	1) \$ 765,000	2) 469,000	3) 38,000	4) 400,000
Procurement & Materials Management Department - Negotiated Airport Runway Snow Blower Parts Stewart & Stevenson Power, Inc. Commerce City, CO.			2) \$ 250,000		4) 250,000

(Board - 11/7/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
HT-357 Holland Tunnel - Repairs and Repainting of Sign Bridges - New York Approach - Supplemental Agreement No.1 and Increase in Extra Work Authorization Rosbuth Mathis Painting Co.		2) \$ 203,000 3) 24,960 4) 203,000
HT-372B Holland Tunnel - Roadway Surface Retexturing and Build-up Removal Humble Equipment Co., Inc. Ruston, LA	Sole Source	2) \$ 96,760 3) 6,000 4) 112,000
LT-427 Lincoln Tunnel - Dyer Plaza Light Tower Replacement Saint Vincent Electric & Construction, Inc. Brooklyn, NY	4	1) \$ 347,330 2) 270,000 3) 22,000 4) 252,000
LT-440 Lincoln Tunnel - Pavement Repairs to Roadway Surfaces P.T. Stone, Inc.	9	1) \$ 1,237,000 2) 239,670 3) 15,000 4) 293,000

(Board - 11/7/96)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
WTC-115.286 World Trade Center - One and Two World Trade Center Floors 7, 41 and 75 M.E.R Setbacks - Asbestos Abatement and Reroofing Asbestos Containment Services, Inc. New York, NY	3	1) \$ 986,800 2) 882,000 3) 44,000 4) 728,000
WTC-861.089 World Trade Center - Fire Command Centers Arrow Construction/ Brian Khan Carpentry Inc. Cortland Manor, NY	12	1) \$ 1,080,000 2) 549,000 3) 44,000 4) 685,000
COMP-375 Various New York Facilities - Electric Meter Reading and Associated Services Utilities Research Associates, Inc. New York, NY	Negotiated	2) \$ 320,000 3) 20,000
Information Services Department - Network Monitoring and Technical Services General DataComm, Inc. Naugatuck, CT	Negotiated	2) \$ 226,921 3) 18,154 4) 245,000
#9071-A/10 Financial Offices - Port Authority Financial Printing Services - Extension R.R. Donnelley & Sons Company	Negotiated	3) \$ 750,000

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period July 1, 1996 to September 30, 1996.

PART II.

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 46308	1	1)\$ -----
P.O. NO: 15671	NJ STATE CONTRACT	2) 250,000.00
DESCRIPTION: MOTOROLA EQUIPMENT CONTRACT-5 MONTH REQUIREMENT		3) 250,000.00
AWARDED TO: MOTOROLA C&E INC. GLEN ROCK, NJ		
REQUISITION NO: 45949	1* COMPLETE	1)\$ -----
P.O. NO: 15796	8 PARTIALS	2) 80,130.00
DESCRIPTION: GARDENING & LAWN CARE EQUIPMENT- THREE YEAR REQUIREMENT		3) 75,000.00
AWARDED TO: TRIM-A-LAWN STATEN ISLAND, NY		
REQUISITION NO: 46052	3*	1)\$ 252,756.20
P.O. NO: 15797		2) 232,367.52
DESCRIPTION: SCADA COMPONENTS		3) 250,000.00
AWARDED TO: E.A.P. ASSOCIATES SOUTH RIVER, NJ		

*ADVERTISED

(Board - 11/7/96)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 46541 P.O. NO: 15843 DESCRIPTION: AUTOMOTIVE AFTERMARKET PARTS-- ONE YEAR REQUIREMENT	1 NJ STATE CONTRACT	1)\$ ----- 2) 100,000.00 3) 100,000.00
AWARDED TO: ROBERTS GENERATOR CO. D/B/A ROBERTS AUTO PARTS SADDLE BROOK, NJ 07663-6404		
REQUISITION NO: 45902 P.O. NO: 15986 DESCRIPTION: 80' ELECTRIC POWERED MAN-LIFT	1* 1 NON RESPONSIVE	1)\$ ----- 2) 142,950.00 3) 150,000.00
AWARDED TO: UPRIGHT SCAFFOLDS D/B/A HORIZON HIGH RIDGEFIELD PARK, NJ		
REQUISITION NO: 45967 P.O. NO: 15998 DESCRIPTION: HOT DRINK CUPS & LIDS CONTRACT-ONE YEAR REQUIREMENT	4*	1)\$ 109,869.00 2) 97,453.50 3) 65,000.00
AWARDED TO: PIONEER ASSOCIATES BROOKLYN, NY		
REQUISITION NO: 44685 P.O. NO: 16047 DESCRIPTION: PAGING SERVICES-ONE YEAR REQUIREMENT	1 NYC CONTRACT	1)\$ ----- 2) 98,803.75 3) 100,000.00
AWARDED TO: PAGENET PAGING NETWORK OF NY INC. NEW YORK, NY		

*ADVERTISED

(Board - 11/7/96)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 47032		1	1)\$ -----
P.O. NO: 16261		NJ STATE CONTRACT	2) 148,406.00
DESCRIPTION: VIDEO MONITORING SYSTEM FOR WTC			3) 148,406.00
AWARDED TO: TELE-MEASUREMENTS, INC. CLIFTON, NJ			
REQUISITION NO: 47031		1	1)\$ -----
P.O. NO: 16265		NJ STATE CONTRACT	2) 174,235.00
DESCRIPTION: VIDEO MONITORING SYSTEM FOR JFKIA			3) 174,235.00
AWARDED TO: TELE-MEASUREMENTS CLIFTON, NJ			

*ADVERTISED

(Board - 11/7/96)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 47030 P.O. NO: 16266 DESCRIPTION: VIDEO MONITORING SYSTEM FOR NIA	1 NJ STATE CONTRACT	1)\$ ----- 2) 77,541.00 3) 77,541.00
AWARDED TO: TELE-MEASUREMENTS CLIFTON, NJ		
REQUISITION NO 47029 P.O. NO: 16267 DESCRIPTION: VIDEO MONITORING SYSTEM-LGA	1 NJ STATE CONTRACT	1)\$ ----- 2) 79,594.00 3) 79,594.00
AWARDED TO: TELE-MEASUREMENTS, INC. CLIFTON, NJ		
REQUISITION NO: 45120 P.O. NO: 16383 DESCRIPTION: ROOF REHABILITATION-P.N.	8*	1)\$1,699,728.00 2) 493,000.00 3) 500,000.00
AWARDED TO: B.J. KADELL ROOFING WYCOFF, NJ		

*ADVERTISED

(Board - 11/7/96)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO: 46977		1	1)\$ -----		
P.O. NO: 16472				2) 112,000.00	
DESCRIPTION: ALUMINUM SIGN SHEETING				3) 124,500.00	
AWARDED TO: AMSIGN CORP. SOUTH HADLEY, MA					
REQUISITION NO: 47274		1	1)\$ -----		
P.O. NO: 16522				2) 100,000.00	
DESCRIPTION: ART & DRAFTING SUPPLIES REQUIREMENTS CONTRACT-ONE YEAR REQUIREMENT				3) 100,000.00	
AWARDED TO: A.I. FRIEDMAN NEW YORK, NY					
REQUISITION NO: 47342		1	1)\$ -----		
P.O. NO: 16537				2) 161,000.00	
DESCRIPTION: POLICE/EMERGENCY VEHICLE TIRES-THREE YEAR REQUIREMENT				3) 169,500.00	
AWARDED TO: I&E TIRE CORP. BROOKLYN, NY					

*ADVERTISED

(Board - 11/7/96)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 46280	1* COMPLETE	1)\$ -----
P.O. NO: 16577 & 16578	5 PARTIALS	2) 298,070.25
DESCRIPTION: CONSTRUCTION SUPPLIES-TWO YEAR REQUIREMENT		3) 300,000.00
AWARDED TO: 16577 - DELCO SUPPLY INC. MOUNT VERNON, NY		\$ 56,866.55
16578 - FELDMAN LUMBER BROOKLYN, NY		201,009.15
TOTAL AWARD		<u>\$257,875.70</u>
REQUISITION NO: 47455	1	1)\$ -----
P.O. NO: 16618	NYC CONTRACT	2) 236,053.85
DESCRIPTION: TIRES-ONE YEAR REQUIREMENT		3) 185,000.00
AWARDED TO: I&E TIRE CORP. BROOKLYN, NY		
REQUISITION NO: 47384	1	1)\$ -----
P.O. NO: 16746	NJ STATE CONTRACT	2) 85,859.48
DESCRIPTION: TOOLS, HILTI-TWO YEAR REQUIREMENT		2) 155,000.00
AWARDED TO: HILTI, INC. TULSA, OK		

*ADVERTISED

(Board - 11/7/96)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO:	47341	2	1)\$ 103,994.10
P.O. NO:	16750	M/SBE SET ASIDE	2) 83,969.05
DESCRIPTION:	HOLIDAY LIGHTS-5 MONTH REQUIREMENT		3) 112,000.00
AWARDED TO:	MULTI-SOURCE ELECTRICAL CORP. (SBE) GLEN HEAD, NY		
REQUISITION NO:	47614	1	1)\$ -----
P.O. NO:	16859	NJ STATE CONTRACT	2) 250,000.00
DESCRIPTION:	REFLECTIVE SHEETING-ONE YEAR REQUIREMENT		3) 250,000.00
AWARDED TO:	3M COMPANY SAINT PAUL, MN		
REQUISITION NO:	47213	11*	1)\$ 450,000.00
P.O. NO:	16864		2) 337,650.00
DESCRIPTION:	#2 FUEL OIL FOR NIA-ONE YEAR REQUIREMENT		3) 500,000.00
AWARDED TO:	TWENTY FOUR HOURS FUEL OIL CORP. BROOKLYN, NY		

*ADVERTISED

(Board - 11/7/96)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> 2) LOW BID 3) STAFF ESTIMATE
REQUISITION NO: 47653 P.O. NO: 16879 DESCRIPTION: #2 FUEL OIL FOR NY FACILITIES-ONE YEAR REQUIREMENT	1 NYC CONTRACT	1)\$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: COASTAL OIL NEW YORK, INC. HASBROUCK HEIGHTS, NJ		
REQUISITION NO: 47657 P.O. NO: 16888 DESCRIPTION: GASOLINE NY FACILITIES-ONE YEAR REQUIREMENT	1 NJ STATE CONTRACT	1)\$ ----- 2) 400,000.00 3) 200,000.00**
		** ADDITIONAL LOCATIONS ADDED
AWARDED TO: COASTAL OIL NEW YORK, INC. HASBROUCK HEIGHTS, NJ		
REQUISITION NO: 47835 P.O. NO: 16944 DESCRIPTION: #2 FUEL OIL LA GUARDIA AIRPORT-ONE YEAR REQUIREMENT	1 NYC CONTRACT	1)\$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: COASTAL OIL NEW YORK, INC. HASBROUCK HEIGHTS, NJ		
REQUISITION NO: 47215 P.O. NO: 16934 DESCRIPTION: #2 DIESEL FUEL NJ FACILITIES-ONE YEAR REQUIREMENT	8*	1) 127,500.00 2)\$ 105,450.00 3) 300,000.00
AWARDED TO: S. J. FUEL INC. BROOKLYN, NY		

*ADVERTISED

(Board - 11/7/96)

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BID RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
Lincoln Tunnel - Refurbish/Retrofit Variable Message Signs at Sign Bridge No. 1 & Overpass No. 18 of Interstate Route 495 Telespot Systems, Inc. Stamford, CT	Sole Source	2) \$ 195,000

(Board - 11/7/96)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period July 1, 1996 to September 30, 1996.

NAME	FACILITY	AMOUNT COLLECTED
BI-LINGUAL USA	World Trade Center	\$ 69,795.60
INTERNATIONAL TRADING CO	World Trade Center	3,000.00
PRAMILA & MANILIA CHHEDA	George Washington Bridge Bus Station	5,382.75
SILVER EXPRESS	Bayonne Bridge	175,000.00
BAISEY CARL R JR	Holland Tunnel	3,300.00
BERRIAN INDUSTRIES	LaGuardia Airport	1,340.80
CAPPADONA JOSEPH T	George Washington Bridge	5,211.06
CLARK ARTHUR F	Newark International Airport	1,889.12
CUPIDON ARBINOTT	Newark International Airport	1,050.00
DYN AIR	John F. Kennedy International Airport	6,676.59
NEW STYLE LIMOUSINE	Newark International Airport	1,226.50
PRINCETON AIRPORTER	Newark International Airport	1,107.75
SALSON TRUCKING C	Port Elizabeth	3,266.78
WILLIAMS JOSEPH G JR	John F. Kennedy International Airport	812.20
	TOTAL	\$ 279,059.15

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
EFMAN ELLA	George Washington Bridge	\$ 673.31
MILLER DAVID	George Washington Bridge	674.75
PETERSEN WILLIAM J	George Washington Bridge	161.26
ABDELSAYED EMAD	Holland Tunnel	366.50
AIELLO PETER /NJ MANUF	Holland Tunnel	250.00
ALBA YVETTE	John F. Kennedy International Airport	81.40
ASSALONE MICHAEL	George Washington Bridge	1,529.29
CHON SENG TIONG	John F. Kennedy International Airport	1,546.31
CORDERO MARIO	George Washington Bridge	2,250.00
CROTTY RAYMOND	Holland Tunnel	802.03
CROWN COACH CO INC	George Washington Bridge	2,000.00
DAVIS GENE	Off Property	1,828.68
DE SIMONE DAWN	Lincoln Tunnel	2,039.22
ENTERPRISE RENT A CAR	Holland Tunnel	157.68
FISCHETTO BARRI	Off Property	1,343.94
GUERRERO JOSE R	Newark Legal & Communications Center	1,166.48
HOWE JEFFREY/GEICO ASO	Lincoln Tunnel	1,122.36
JURECKY GEORGE/SELECTIVE	George Washington Bridge	1,887.65
MAFFEY'S LOCK & SAFE	Newark International Airport	1,593.98
OBEROI CHITWAN	George Washington Bridge	706.88
SCHERLACHER/ALLSTATE ASO	Off Property	1,933.01
AIELLO GABRIELLA/EMPLOY	Holland Tunnel	350.00
AIELLO GABRIELLA/NJ MANUF	Holland Tunnel	1,414.00
CHENEN STEPHEN	George Washington Bridge	120,000.00
SARMIENTO ENI	Off Property	7,500.00
TU CHIEN C	Holland Tunnel	2,837.76
WALTHER RONALD/ALLSTATE	Off Property	1,481.00
MANCUSO RICHARD	John F. Kennedy International Airport	187.27
ABREU MILAROS	World Trade Center	10,000.00

(ward - 11/7/96)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
VILLA MANUEL & VIVIAN	John F. Kennedy International Airport	\$ 2,496.00
BARTHOLOMEW JENNA (INF)	Newark International Airport	600.00
BRITO JACKALYN	World Trade Center	5,000.00
GLASBURGH JAMES	World Trade Center	490,000.00
A&Z AUTO/SUMMIT CLAIM	John F. Kennedy International Airport	475.00
AGOURAS MARIA	George Washington Bridge	249.00
BERGER JACK	John F. Kennedy International Airport	3,669.62
BRANDT RICHARD	John F. Kennedy International Airport	503.19
BURRELL ROBERT	Holland Tunnel	2,161.03
CAPUANO DOMINICK	Newark International Airport	378.87
CERVONE NUNZIO	Lincoln Tunnel	50.00
CONDON JOHN	LaGuardia Airport	269.38
COOK ELI	Lincoln Tunnel	624.63
COOP GEORGE	Newark International Airport	250.00
CROFFIE FRANCIS	John F. Kennedy International Airport	500.00
CROFFIE FRANCIS	John F. Kennedy International Airport	500.00
DAY ELIZABETH A	George Washington Bridge	1,136.32
DORAN DANIEL	Lincoln Tunnel	130.00
ENTERPRISE RENT A CAR	Off Property	2,439.88
FERNANDEZ JUAN	New York City Passenger Ship Terminal	425.06
FILIERI COSIMO	George Washington Bridge	2,141.72
GENZALE MICHAEL J	Outerbridge Crossing	350.00
HALEY HARRY	Newark International Airport	587.87
HALL JAMES	Lincoln Tunnel	596.89
JB HUNT TRANSPORT	Goethals Bridge	356.39
LANNI DONNA	John F. Kennedy International Airport	558.24
LOFSTROM RICHARD	Lincoln Tunnel	90.10
MASSANO TONY	Lincoln Tunnel	570.52
MC CAFFEY MICHELE	Newark International Airport	352.77

(Board - 11/7/96)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
MORAN MICHAEL	Off Property	\$ 500.00
MURPHY THOMAS	LaGuardia Airport	442.68
PATEL JIGNOSA	John F. Kennedy International Airport	129.63
PENA JOSE/CNA ASO	John F. Kennedy International Airport	610.08
POMERANTZ LEONARD	Newark International Airport	724.50
RINGEL AWSHEL	Newark International Airport	114.99
ROSCOE WILLIAM	George Washington Bridge	400.00
RUIZ CARMEN	George Washington Bridge	579.29
SCHAFFER SHEPHERD	John F. Kennedy International Airport	726.36
SHAFFER EUGENE M	Lincoln Tunnel	303.19
SIEDLARCZYK STANLEY	Newark International Airport	340.26
VAN BUEREN MGMT INC	Holland Tunnel	1,000.00
ZABRANSKY TROY	Off Property	500.00
OU DA MOHAMED	Newark International Airport	10,000.00
DIAL DELMAR	John F. Kennedy International Airport	12,500.00
CARRIGAN JAMES P	Newark International Airport	75,000.00
KELLY SUSANNE N	Newark International Airport	1,797.56
DIETZ YAEL	John F. Kennedy International Airport	7,500.00
MC GOVERN KATHLEEN	John F. Kennedy International Airport	50,000.00
CARINCI MARGARET	World Trade Center	15,000.00
ARROW LIMOUSINE	Newark International Airport	489.82
BRIDGEFORTH LAWRENCE	Newark International Airport	312.79
CARDOSO MARIA	Newark International Airport	76.27
COSTELLO SHERRILYN	Newark International Airport	116.44
LAGO BELARMINO	Newark International Airport	130.00
MAKAI PATRICIA	Newark International Airport	170.43
MC LAUGHLIN MICHAEL J	Newark International Airport	478.68
MONTEAGUDO YOLANDA	Newark International Airport	259.70
RAHMAN MOHSEN	Newark International Airport	146.13

(Board - 11/7/96)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
SCHULTZ STEVEN J	Newark International Airport	\$ 270.28
VIDALS-LOPEZ FERNANDO	Newark International Airport	212.80
	TOTAL	\$ 866,179.12

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES
December 12, 1996

FILE COPY

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, December 12, 1996, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. Henry F. Henderson, Jr.
 Hon. Robert C. Janiszewski
 Hon. Alan G. Philipbosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

George J. Marlin, Executive Director
 John J. Haley, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Lysa C. Meduri, Secretary

Karen A. Antion, Chief Technology Officer
 Daniel Bergstein, Executive Policy Analyst, Office of the Deputy Executive Director
 A. Paul Blanco, Chief Administrative Officer
 William J. Cahill, Principal Information Officer, Office of Press Secretary
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Frank Fox, Chief of Police, Public Safety
 Robert J. Kelly, Acting Director, Aviation
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Charles F. McClafferty, Chief Financial Officer
 Fred V. Morrone, Director, Public Safety
 Edward J. O'Sullivan, Assistant Director, Public Safety
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Patrick D. Rooney, Chief, Employment and Labor Law Division, Law
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Jeffrey A. Stein, Executive Assistant to the Chairman
 Peter Yerkes, Press Secretary

Guests

Louis Echavarria, Jr., President, Port Authority Police Lieutenants Benevolent Association
 Mark O'Neill, President, Port Authority Police Sergeants Benevolent Association

The public meeting was called to order by Chairman Eisenberg at 2:31 p.m. and ended at 2:45 p.m. The Board also met in executive session on November 21, 1996 and prior to today's public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of November 7, 1996. 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 Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meeting on December 12, 1996, which included discussion of internal audit matters, and the report was received.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on November 21, 1996, which included a discussion of contract and lease matters and matters which could affect the competitive economic position of the Port Authority, the port district and businesses with whom 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 Construction

The Committee on Construction submitted a report, for information, of matters discussed at its meeting on November 21, 1996, which included a discussion of three John F. Kennedy International Airport items: the Project Authorization for the Southwest Restricted Service Road and Bridge; the Planning/Project Authorization and Award of Contracts for the Central Terminal Area Parking Structure, Area One; and the Planning and Project Authorization for the Operations Control Center. Following the public session, the Committee met in executive session to discuss 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 Finance

The Committee on Finance submitted a report, for information, of action taken and matters discussed in executive session at its meeting on December 12, 1996, which included a 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.

Mark O'Neill, President, Port Authority Police Sergeants Benevolent Association and Louis Echavarria, Jr., President, Port Authority Police Lieutenants Benevolent Association, addressed the Board.

(Board - 12/12/96)

**JOHN F. KENNEDY INTERNATIONAL AND LAGUARDIA AIRPORTS -
ACCEPTANCE OF FEDERAL GRANTS FOR AIRPORT DEVELOPMENT
PROJECTS CONTAINING TWENTY-YEAR ASSURANCE CLAUSE**

It was recommended that the Board authorize the Executive Director to apply for and accept Federal grants for airport development projects at John F. Kennedy International (JFK) and LaGuardia (LGA) Airports which include a Special Condition requiring the Port Authority to reimburse the Federal Aviation Administration (FAA) (or deobligate federal and state grants for airport development) in the event that these facilities do not continue to operate as airports for at least twenty years after acceptance of the grants, even if the lease between the Port Authority and the City of New York (NYC) for JFK and LGA expires.

The Port Authority receives grants from the Federal Government, presently known as Airport Improvement Program (AIP) grants, for a variety of eligible projects, such as facilities or equipment associated with the construction, improvement or repair of public-use airports. Typical projects include repair of runways, taxiway and aprons; installation of runway lighting, navigational aids; and security equipment required of the Port Authority to meet governmental regulations. Grant agreements contain a provision which states that "the useful life of [aviation] facilities developed with federal funds must remain in effect for twenty years." Since the term of the lease with NYC for JFK and LGA runs only until December 31, 2015, less than twenty years remain and a potential loss of Federal funds exists. As a result, an alternative course of action had to be developed to allow the Port Authority to continue to receive full AIP funding.

Staff reached agreement with the FAA to add a special condition to each grant, stipulating that if the respective airport is closed before twenty years from issuance of the grant, the Port Authority must reimburse the FAA the difference between years in use divided by the FAA useful life (twenty years). Proration would only occur if an airport closed; it will not take effect if the airports are kept open by New York City or through a public or private operator(s). Authority would be delegated to the Executive Director and his designees to apply for and accept AIP grants containing this Special Condition.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 apply for and accept Federal grants for airport development projects at John F. Kennedy International and LaGuardia Airports which include a special condition requiring the Port Authority to reimburse the Federal Aviation Administration (or deobligate federal and state grants for airport development), in the event that these facilities do not continue to operate as airports for at least twenty years from the issuance of the grant; the form of any documents and agreements required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

JOHN F. KENNEDY INTERNATIONAL AIRPORT - OPERATIONS CONTROL CENTER - PLANNING AND PROJECT AUTHORIZATION

Many airports around the world utilize operations control centers to more effectively coordinate the many operational activities which take place at these facilities. An operations control center located in Terminal B at Newark International Airport opened this year while an operations control center at LaGuardia Airport will commence operations in the spring of 1997. The primary objective of this project is to provide a centralized operation control center (OCC) at John F. Kennedy International Airport (JFK) to monitor and control daily aeronautical and landside operations on a 24 hour per day, seven day per week basis.

The OCC will include airport aeronautical and landside information systems and communications links, as well as airline flight information systems and real-time traffic conditions on major roadways serving JFK. This information will provide staff at the OCC with the resources to better coordinate, monitor and control daily air and landside activities, thereby improving service levels while also enhancing safety and security. The OCC would also serve as a command center for snow removal and airport incidents. An adjacent conference area will be provided for meetings and observers during critical activities. The OCC will also house a construction operations coordinator for the almost \$3 billion in construction activity projected at JFK over the next several years. The OCC will enable the coordinator to have current information on all construction staging plans, locations and schedules as well as aeronautical and landside conditions. The availability of current information will be used to minimize the impact of construction activities on airport customer service.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project for the planning, design, construction and maintenance of an operations control center at John F. Kennedy International Airport at an estimated total project cost of approximately \$4.8 million, including payments to contractors, allowances for extra work and net cost work, planning, engineering, administrative and financial expenses, and a project contingency, 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 a) take action with respect to purchase and construction contracts and contracts for professional and advisory services related to the forgoing project as he deems in the best interest of the Port Authority, including, without limitation, award 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 the Executive Director deems reasonable; rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other contractors; b) execute contracts and supplemental agreements with such bidders and contractors as he deems in the best

interest of the Port Authority, and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto; and c) enter into such other agreements as may be necessary to effectuate the project; and it is further

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

**PORT AUTHORITY BUS TERMINAL - AIR RIGHTS DEVELOPMENT PROJECT -
ZONING OVERRIDE**

It was recommended that the Board authorize the Port Authority Bus Terminal (PABT) Air Rights Development Project to proceed through the Request For Proposals stage up until selection in a manner that may be inconsistent with existing zoning code provisions.

Staff is currently preparing a Request for Proposals for the development of the unused air rights above the North and South Wings of the PABT. In order to maximize the value of potential development over the North Wing, it is highly likely that developers will seek to "transfer" some of the developable air rights from the South Wing to the North Wing. It is also likely that developers will propose designs and uses that do not conform with existing height, setback and use provisions of the zoning codes and regulations.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor, Commissioner Gargano abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to proceed with the Port Authority Bus Terminal Air Rights Development Project through the Request for Proposals stage up until selection in a manner that may be inconsistent with existing zoning code provisions and to do all other things necessary or appropriate in implementation or furtherance of the foregoing; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

(Board - 12/12/96)

PORT AUTHORITY INDUSTRIAL PARK AT ELIZABETH - DECLARATION OF PROPERTY AS SURPLUS AND AUTHORIZATION TO SELL LAND TO IKEA

It was reported to the Board that the Port Authority has received an offer from IKEA Center Urban Renewal L.P. (IKEA) to purchase additional property at the Port Authority Industrial Park at Elizabeth (Park) such property being designated as Parcel 1 (consisting of approximately eight acres), Parcel 2 (consisting of approximately four acres), Parcel 3 (consisting of approximately four acres) and approximately twenty acres of common area for a purchase price of \$5.4 million. The common areas consist of the Park's supporting roadways, drainage ditches and the site's environmental mitigation system.

It was further reported that the property to be purchased is no longer required for the purposes for which it was originally acquired and the sale has been recommended by staff.

The Board at its meeting of October 8, 1987 declared a parcel consisting of approximately 21.25 acres as surplus and authorized its subsequent sale to IKEA for \$3,718,750. The property was conveyed on October 20, 1988.

The Board at its meeting of February 10, 1994 authorized the declaration of surplus and sale of two then vacant parcels of land at the Park to IKEA totaling twenty-five acres for a purchase price of \$10 million.

The additional property will be purchased in "as-is" condition, including existing roadways, utilities, environmental mitigation system and other improvements. This transaction will generate \$5.4 million for the Port Authority and will be added to IKEA's regional retail shopping development thereby enhancing economic activity in the region. It will also relieve the Port Authority of ongoing landlord responsibilities arising from operation and maintenance of the roadway and utility network, and, pending New Jersey Department of Environmental Protection (NJDEP) approval and any other required regulatory actions, operation of and all responsibility for the environmental mitigation system.

IKEA agrees to release, indemnify, defend and hold harmless the Port Authority against all environmental claims except where IKEA establishes that hazardous substances have migrated onto its property from Port Authority-owned or controlled property after closing of title or where IKEA establishes that the Port Authority failed to comply with applicable laws prior to closing. IKEA also agrees to release the Port Authority from any and all claims alleged to arise out of the collapse and/or fire of January 1996, involving the warehouse complex at 850 Center Drive and environs. Additionally, IKEA will contribute at least \$4 per square foot of the gross leasable area to future off-site traffic mitigation improvements and will be responsible for compliance with all applicable governmental regulations regarding construction and operations on its property, including but not limited to all environmental, health and safety laws and subdivision and zoning requirements.

IKEA must close title within twelve months of the Contract of Sale. However, IKEA will have a period of due diligence, expiring three months after the Contract of Sale is

executed, during which it will have the right to cancel the transaction and to receive a refund of its initial deposit of \$540,000.

The Port Authority has the right to cancel the transaction if NJDEP does not approve the transfer from the Port Authority to IKEA of all environmental obligations and responsibilities.

Pursuant to the foregoing, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the Port Authority of New York and New Jersey finds and determines, effective upon delivery of the deed to IKEA Center Urban Renewal L.P., that the parcels, including the common area, of real property hereinafter described consisting of a total of approximately 36 acres, are no longer required for Port Authority purposes:

PARCEL 1

All that lot, piece or parcel of land situate, lying and being in the City of Elizabeth, County of Union, State of New Jersey, which is bounded and described as follows:

Beginning at a point which is distant 1292.842 feet measured northerly at right angles to the northerly line of North Avenue East (80 feet wide) and 121.00 feet measured easterly at right angles to the centerline of the Newark and Elizabeth Branch of the Central Railroad of New Jersey (now Conrail) and running:

1. S62°-30'-01"E 550.00 feet parallel with the northerly line of North Avenue East to a point; thence
2. S27°-29'-59"W 705.002 feet parallel with the centerline of the Railroad to a point; thence
3. N62°-30'-01"W 510.00 feet parallel with the northerly line of North Avenue East to a point of curvature; thence
4. Along the arc of a circle concave to the northeast, having a radius of 40.00 feet, a central angle of 90°-00'-00" and an arc length of 62.83 feet to a point of tangency; thence
5. N27°-29'-59"E 665.002 feet parallel with the aforesaid centerline of the Railroad to the point and place of beginning.

containing 387,407.74 square feet/8.894 acres

PARCEL 2

All that lot, piece or parcel of land situate, lying and being in the City of Elizabeth, County of Union, State of New Jersey, which is bounded and described as follows:

Beginning at a point which is distant 1,914.728 feet measured northerly at right angles to the northerly line of North Avenue East (80 feet wide) and 731.00 feet measured easterly at right angles to the centerline of the Newark and Elizabeth Branch of the Central Railroad of New Jersey (now Conrail) and running:

1. S27°-29'-59"W 304.416 feet parallel with the aforesaid centerline of the Railroad to a point; thence
2. S62°-30'-01"E 570.00 feet parallel with the northerly line of North Avenue East to a point; thence
3. N27°-29'-59"E 304.416 feet parallel with the centerline of the Railroad to a point; thence
4. N62°-30'-01"W 570.00 feet parallel with the northerly line of North Avenue East to the point and place of beginning;

containing 173,517.12 square feet/3.983 acres

PARCEL 3

Beginning at a point which is distant 3,302.342 feet measured northerly at right angles to the northerly line of North Avenue East (80 feet wide) and 121.00 feet measured easterly at right angles to the centerline of the Newark and Elizabeth Branch of the Central Railroad of New Jersey (now Conrail) said point being also the northwesterly corner of a parcel of land conveyed to IKEA Development Urban Renewal, Inc. by the Port Authority of New York and New Jersey, by deed dated October 20, 1988 and recorded in the Union County Register's Office in Deed Book 3572 at page 679 on October 21, 1988 and running:

1. N62°-30'-01"W 71.00 feet parallel with the northerly line of North Avenue East to a point in the easterly right-of-way line of said Railroad; thence
2. N27°-29'-59"E 1417.658 feet parallel with the centerline of the Railroad and along the easterly right-of-way line of said Railroad to a point in the southerly line of former Bay Avenue vacated by Ordinance No.2318 passed by the City council of the City of Elizabeth on September 11, 1990; thence
3. S62°-30'-01"E 239.778 feet along said southerly line of Bay Avenue to a point; thence

4. S26°-12'-47"W 110.385 feet to a point; thence
5. N63°-06'-20"W 18.703 feet to a point; thence
6. S73°-19'-45"W 180.357 feet to a point; thence
7. S27°-29'-34"W 1013.27 feet to a point; thence
8. S16°-22'-38"E 178.139 feet to a point; thence
9. S62°-25'-03"E 303.074 feet to a point; thence
10. S70°-09'-50"E 36.022 feet to a point; thence
11. S88°-01'-21"E 46.644 feet to a point; thence
12. S62°-37'-24"E 222.356 feet to a point in the northerly line of said parcel of land conveyed to the IKEA Development Urban Renewal, Inc.; thence
13. S27°-29'-59"W 64.703 feet parallel with the centerline of the Railroad to corner point in said parcel of land conveyed to the IKEA Development Urban Renewal, Inc.; thence
14. N62°-30'-01"W 750.00 feet parallel with the northerly line of North Avenue East and along the northerly line of the parcel of land conveyed to IKEA Development Urban Renewal, Inc. to the point and place of beginning.

containing 200,897.42 square feet/4.612 acres

COMMON AREA PARCEL

Beginning at a point formed by the intersection of the northerly line of North Avenue East (80 feet wide) and the prolongation northward of the westerly line of Kapkowski Road (80 feet wide) and running:

1. N27°-29'-59"E 500.00 feet parallel with the centerline of the Newark and Elizabeth Branch of the Central Railroad of New Jersey (now Conrail) railroad to a point; thence
2. N62°-30'-01"W 1,290.00 feet parallel with the northerly line of North Avenue East to a point in the southerly line of the Newark and Elizabeth Branch of the Central Railroad of New Jersey (now Conrail); thence

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3. N27°-29'-59"E 2,802.342 feet along said southerly line of the Railroad to a point; thence
4. S62°-30'-01"E 821.00 feet parallel with the northerly line of North Avenue East to a point; thence
5. N27°-29'-59"E 200.00 feet parallel with the centerline of the railroad to a point; thence
6. S62°-30'-01"E 549.00 feet parallel with the northerly line of North Avenue East to a point in the easterly line of Kapkowski Road prolonged northerly; thence
7. S27°-29'-59"W 3,502.342 feet along said easterly line of Kapkowski Road prolonged northerly to a point in the northerly line of North Avenue East; thence
8. N62°-30'-01"W 80.00 feet along the northerly line of North Avenue East to the point and place of beginning.

Excluding therefrom a parcel of land conveyed to IKEA by deed from the Port Authority on October 20, 1988 and Recorded in the Union County Register's Office in Deed Book 3572 at page 679 on October 21, 1988 and two parcels of land conveyed to IKEA by Deed from the Port Authority on August 23, 1995. Also excluding Parcels 1 and 2 herein before described in these minutes and the following described Parcel of Land.

All that lot, piece or parcel of land situate lying and being in the City of Elizabeth, County of Union and State of New Jersey, bounded and described as follows:

Beginning at a point in the northerly sideline of Center Drive distant the following two courses and east distances from the intersection of the northerly sideline of North Avenue and the easterly sideline of Kapkowski Road prolonged northerly:

- (a) North 27°-29'-59" East 662.34 feet to a point; thence
- (b) North 62°-30'-01" West 297.00 feet to the point and Place of Beginning; thence.
 1. Along the said northerly sideline of Center Drive North 62°-30'-01" West 262.00 feet to a point; thence
 2. Still along the said northerly sideline of Center Drive North 37°-55'-19" West 71.98 feet to a point in the easterly sideline of Center Drive; thence
 3. Along the said easterly sideline of Center Drive north 17°-29'-01" West 48.92 feet to a point; thence

4. Still along the said easterly sideline of Center Drive North $04^{\circ}-59'-09''$ East 78.24 feet to a point; thence
5. Still along the said easterly sideline of Center Drive North $27^{\circ}-29'-59''$ East 811.15 feet to a point; thence
6. South $62^{\circ}-30'-01''$ East 570.00 feet to a point; thence
7. South $27^{\circ}-29'-59''$ West 871.97 feet to a point; thence
8. North $62^{\circ}-30'-01''$ West 178.00 feet to a point; thence
9. South $27^{\circ}-29'-59''$ West 76.00 feet to the point and Place of Beginning.

Reserving to the Port Authority an easement for ingress and egress over the following described parcel of land:

Beginning at a point in the northerly line of North Avenue East (80' wide) where the same is intersected by the westerly line of Kapkowski Road prolonged northerly and running:

1. $N27^{\circ}-29'-59''E$ 500.00 feet along said northerly prolongation of the westerly line of Kapkowski Road to a point; thence
2. $N25^{\circ}-53'-25''W$ 171.61 feet to a point; thence
3. $N62^{\circ}-30'-01''W$ 531.25 feet parallel with the northerly line of North Avenue East to a point; thence
4. $N27^{\circ}-29'-59''E$ 1,007.97 feet parallel with the centerline of the Newark and Elizabeth Branch of the Central Railroad of New Jersey (now Conrail) to a point; thence
5. $S62^{\circ}-30'-01''E$ 60.00 feet parallel with the northerly line of North Avenue East to a point; thence
6. $S27^{\circ}-29'-59''W$ 811.15 feet parallel with the aforesaid centerline of the railroad to a point; thence
7. $S4^{\circ}-59'-09''W$ 78.24 feet to a point; thence
8. $S17^{\circ}-29'-01''E$ 48.92 feet to a point; thence
9. $S37^{\circ}-55'-19''E$ 71.98 feet to a point; thence

10. S62°-30'-01"E 559.00 feet parallel with the northerly line of North Avenue East to a point; thence
11. S27°-29'-59"W 662.34 feet parallel with the centerline of the railroad to a point in the northerly line of North Avenue East; thence
12. N62°-30'-01"W 80.00 feet along the northerly line of North Avenue East to the point and place of beginning.

Further reserving to the Port Authority of New York and New Jersey a permanent and perpetual easement for ingress and egress of emergency vehicles from former Bay Avenue over Parcel 3 thence along Center Drive to North Avenue East.

Reference to named streets or former streets in the above description is for descriptive purposes only and shall not be construed as nor is same intended to be an offer to dedicate any property to public use or to grant any right or interest therein to any party.

All bearings set forth herein are in the New Jersey State Place Coordinate System.

Being shown and designated as part of Tax Account Number 1-1440 on the Tax Assessment Map of the City of Elizabeth.

Being part of a parcel of land acquired by The Port Authority of New York and New Jersey by Deed from Central Jersey Industries, Inc. dated March 4, 1980 and recorded on March 26, 1980 in the Office of the Union County Register in Book 3216, Page 412; and it is further

RESOLVED, that, effective upon delivery of the deed to IKEA, (a) maps of such properties be prepared, and (b) the Chief Engineer of the Port Authority be and he hereby is authorized to execute a certificate to be annexed to each map stating that the properties shown on said maps are no longer required for the purposes for which they were acquired; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into agreements and instruments of conveyance to effectuate the sale of the above-described properties to IKEA, for a purchase price of \$5.4 million and upon such terms the Executive Director in his exercise of reasonable discretion approves of consistent with the major terms and provisions described herein; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

(Board - 12/12/96)

**BROOKLYN-PORT AUTHORITY MARINE TERMINAL - PIER 1 - EXPRESS
INDUSTRIES AND TERMINAL CORP. - LEASE BP-268 - LEASE
AMENDMENT**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Express Industries and Terminal Corp. (Express) to extend its lease covering Pier 1 at the Brooklyn-Port Authority Marine Terminal from December 31, 1994 through December 31, 2000. In addition, the Port Authority will reimburse Express in an amount not to exceed \$180,000 by means of a rental credit for costs it incurs to make improvements to the premises.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 Express Industries and Terminal Corp., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

BROOKLYN-PORT AUTHORITY MARINE TERMINAL - EXPRESS WAREHOUSE CORPORATION - UNEXECUTED LEASE BP-259 - LEASE AMENDMENT AND SETTLEMENT OF ACCOUNT

It was recommended that the Board authorize the Executive Director to enter into an agreement with Express Warehouse Corporation (Express) to revise the term of and space under its tenancy of Piers 2 and 3 at the Brooklyn-Port Authority Marine Terminal and, based on these revisions, to adjust Express's accounts receivable balance of \$279,000 with respect to this tenancy to \$148,000. The application of an existing rental credit in the amount of \$25,000 for work performed by Express for the Port Authority will reduce the balance to \$123,000. In addition, Express's remaining accounts receivable balance of \$123,000 will be settled by the payment to the Port Authority of the negotiated sum of \$55,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 Express Warehouse Corporation, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

ELIZABETH-PORT AUTHORITY MARINE TERMINAL - SEA-LAND SERVICE, INC. - GENERAL OFFICE BUILDING - CONSENT TO SUBLEASE WITH U.S. GENERAL SERVICES ADMINISTRATION (GSA) AND LEASE WITH GSA FOR U.S. CUSTOMS

It was recommended that the Board authorize the Executive Director to (1) enter into an arrangement with Sea-Land Service, Inc. (Sea-Land) and the United States General Services Administration (GSA), acting on behalf of the United States Customs Service (Customs), to provide for the letting to GSA of approximately 67,458 square feet of office and storage space in Building 1210 (the Building) now leased by Sea-Land at the Elizabeth-Port Authority Marine Terminal for an initial term of ten years with the option for GSA to extend for two additional five-year periods, with Customs to be Sea-Land's tenant under a sublease until the end of Sea-Land's lease and the Port Authority's tenant for the remainder of the letting; and (2) provide for a payment structure for the expense associated with renovating the office space to GSA's specifications, estimated at \$2.85 million; and (3) amend Sea-Land's lease to remove its termination rights.

The term of the letting to GSA will commence on or about January 1, 1997 and will expire on August 31, 2007 under a form of GSA Lease which will contain provisions mandated by law in United States Government leases. The rent will commence upon Customs's occupancy of the space, which is anticipated to occur on September 1, 1997, at the annual base rate of \$21.75 per square foot for the approximately 63,844 square feet of office space during the first five years of the term and at the annual base rate of \$24.75 per square foot during the second five years of the term. The rent for the approximately 3,614 square feet of storage space will be at the annual base rate of \$15 per square foot for the entire ten-year term. GSA will have the right to extend the term for two five-year periods, with the rent to be at the annual base rate of \$29.75 per square foot for the office space during the option period or periods and at the annual base rate of \$17 per square foot for the storage space during any such period. Sea-Land will provide full building services and maintenance, including structural repair and replacement, to GSA during Sea-Land's lease for the Building at an estimated cost of \$7.40 per square foot during the first year of GSA's letting, with this cost to be included in the rent. This component of the rent will be subject to an annual CPI adjustment during the term of the letting and for any option period or periods after the initial term. The service and maintenance obligations will be assumed by the Port Authority at the end of Sea-Land's lease for the Building. Sea-Land will perform all necessary upfitting construction prior to Customs's occupying the premises. Sea-Land will be reimbursed up to \$2.85 million by the Port Authority for all costs approved by GSA. Sea-Land will pay two additional rentals, one on account of up to an estimated \$1.85 million of the reimbursement and the other on account of up to an estimated \$1 million of the reimbursement. The \$1 million component will be fully recovered by the Port Authority from Sea-Land over the remaining term of its lease and the \$1.85 million component will be partially recovered by the Port Authority from Sea-Land during that period, with the remainder to be recovered from GSA thereafter through the end of its ten-year lease term. GSA will have the right to terminate the lease during any option period on 120 days' notice to the Port Authority.

Sea-Land now has the right to terminate its lease for the Building on any December 31 during the remaining term on one year's prior notice to the Port Authority, subject to Sea-Land's payment of unamortized investment to the Port Authority. Sea-Land's lease will be amended to remove this right.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 General Services Administration and Sea-Land Service, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

NEW YORK CITY PASSENGER SHIP TERMINAL - PIER 40 - EXPRESS INDUSTRIES AND TERMINAL CORP. - LEASE PST-38 - LEASE AMENDMENT

It was recommended that the Board authorize the Executive Director to enter into an agreement with Express Industries and Terminal Corp. (Express) to amend its Pier 40 lease, retroactive to June 30, 1995, by providing, with respect to Express's obligation to pay additional rental on subleased space, that such additional rental is payable only until the expiration or termination of the relevant sublease; the result of such amendment being to create a rental credit in favor of Express in the amount of approximately \$139,000 through December 1996.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 Express Industries and Terminal Corp., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

NEW YORK CITY PASSENGER SHIP TERMINAL - SALE OF FACILITY AND MAINTENANCE EQUIPMENT

At its September 8, 1994 meeting, the Board authorized the Executive Director to enter into an operating agreement with the New York City Economic Development Corporation (EDC) acting on behalf of The City of New York, extending the Port Authority's operation of the New York City Passenger Ship Terminal (NYCPST) for a two-year period commencing on January 1, 1995 and ending on December 31, 1996 in conjunction with a coterminous lease extension. These extensions provided EDC with the necessary time to select a new operator for the NYCPST. In August of this year, EDC announced that it had selected International Terminal Operating Co., Inc. (ITO) as the new operator. Since then, staff has been working closely with EDC and ITO to ensure a smooth transition following the expiration of the Port Authority's operating agreement and lease on December 31, 1996.

ITO has expressed an interest in purchasing the existing facility and maintenance equipment at the NYCPST which will assist ITO in its operations. The equipment to be sold is either obsolete or unique to this facility's operations, and includes baggage carts, search counters, embarkation desks, spare parts for existing machinery, office furnishings, computer devices, toll equipment, and hand and power tools and spare parts. The sale price takes into account the cost, age and present condition of the equipment. All equipment will be accepted by ITO in its "as is" condition. It is the opinion of staff that this negotiated sale to ITO will yield the highest revenue to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 International Terminal Operating Co., Inc. covering the sale of facility and maintenance equipment at the New York City Passenger Ship Terminal at an estimated sale price of \$78,503; and it is further

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

**RED HOOK CONTAINER TERMINAL TRANS-HARBOR FREIGHT SERVICE -
IMPLEMENTATION OF NEW SYSTEM - AWARD OF CONTRACTS**

Barge service between the Red Hook Container Terminal and the Port Newark/Elizabeth Port Authority Marine Terminal began in October 1991 in an effort to arrest a volume decline at the Terminal attributed to deteriorating landside transportation access due to the Gowanus Expressway reconstruction. Since 1991, the Board has authorized operating funds totaling \$8.3 million. The Regional Economic Development Program and New York and New Jersey State Congestion Mitigation and Air Quality (CMAQ) funds have contributed an additional \$2.1 million, and \$3.2 million, respectively.

The current system could incur operating expenses of \$4.2 million to move an estimated 32,000 boxes in 1996. With operating costs increasing, it could cost nearly \$6 million to transport the 45,000 containers projected for 1997. To reduce operating costs and provide for increased efficiencies, and to continue mitigation of the effect of the Gowanus Expressway reconstruction, it is recommended that a new trans-harbor freight system be implemented, including the design and construction of a barge and associated infrastructure and the purchase of Mafi roll trailers. The recommended Mafi trailer system, which rolls containers on and off a barge, as opposed to utilizing gantry cranes, is anticipated to be fully operational in early 1998 and is expected to incur operating costs of \$4.8 million to transport a projected 56,000 containers in 1998.

In 1993, CMAQ funds totaling \$5.156 million were allocated to implementation of physical improvements for the service. The 1993 CMAQ application was based on a project cost of \$6.445 million. Current estimates put this amount, including engineering and overhead costs, at \$8.6 million. Based on positive reactions by the New York State Department of Transportation, the Port Authority has filed an application for additional CMAQ funds, from the anticipated reauthorization of ISTEA in 1997, in the amount of \$1.723 million. In addition, the Port Authority is in the process of identifying other funding sources that may be reprogrammed into this project. The proportionate local share the Port Authority would need to provide for this funding requires an additional \$620,000 to be authorized for this purpose, bringing the total Port Authority share to \$1.720 million.

The 1993 CMAQ funding was approved contingent on the Port Authority providing a study to determine the market potential for a trans-harbor freight service, the extent to which user fees could be charged for the service and the optimal configuration for any such freight service given market demand. Booz Allen & Hamilton, a Port Authority consultant, has recently completed this study and has recommended the Mafi roll trailer barge system. This study has been provided to both states for their review and concurrence.

Given the variety and special nature of tasks required to implement the system, a Request for Proposal will be distributed which includes design, construction, and installation of the system.

The present trans-harbor barge service is presently operated by American Import-Export Trucking Company, a subsidiary of American Stevedoring, Inc. (ASI), the lessee of the Red Hook Container Terminal, under an agreement with the Port Authority. ASI

has the right to terminate its lease for the Red Hook Container Terminal if the barge service is discontinued.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that an additional \$620,000 to the previously authorized \$1.1 million for local match funds available for the effectuation of physical improvements for the Red Hook Container Terminal trans-harbor freight service 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 solicit proposals, enter into agreements and award contracts to design and build a barge and associated infrastructure and to purchase Mafi roll trailers and take such actions with respect to the award of project contracts as he deems in the best interest of the Port Authority including award to the lowest proposer who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose proposal price the Executive Director deems reasonable; reject all proposals, solicit new proposals on revised or the same requirements, or negotiate with one or more proposers or contractors as he shall deem in the best interest of the Port Authority, and to enter into supplemental agreements and to order extra work and net cost work in connection with each contract, including supplemental agreements thereto; and it is further

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

BROOKLYN-PORT AUTHORITY MARINE TERMINAL - AMERICAN STEVEDORING, INC. AND AMERICAN WAREHOUSING OF NEW YORK, INC. -LEASES BP-270, 274, 288 AND 289 - SETTLEMENT OF ACCOUNTS

It was recommended that the Executive Director be authorized to enter into agreements with American Stevedoring, Inc. (ASI) and American Warehousing of New York, Inc. (AW) granting a rent credit totaling \$856,000 to reimburse AW and ASI for costs incurred and unusable space as a result of the winter storms of 1993-1994. This credit will be applied against the tenants' outstanding arrears totaling approximately \$956,000 for the period June 1994 through and including February 1995 pertaining to their letting and tenancy of Piers 2,5,8 and 12. AW will pay to the Port Authority the balance of \$100,000 and discontinue pending litigation against the Port Authority for claims amounting to \$7.5 million. AW and ASI will provide all necessary documents to reflect such discontinuance and General Release. In conjunction with this settlement of accounts, AW's tenancy of Pier 5 will be extended from July 1, 1996 until December 31, 2000. The rental rate and amount of usable space will be reduced retroactively to June 30, 1996 to reflect the condition of the premises. AW has incurred arrears subsequent to February, 1995 in the amount of approximately \$268,000. The retroactive reduction in rental rate and space will result in a credit of \$99,000 against the rent billed to AW, as a holdover tenant, to reflect the reduced space and rental rate. The remaining arrearage, approximately \$169,000, will be paid over thirty-six months at nine percent interest per annum, beginning on January 1, 1997.

AW and ASI have been tenants at the Brooklyn-Port Authority Marine Terminal for the past ten years. They experienced ice and snow damage to cargo stored in their premises as a result of the severe 1993-1994 winter storms, incurred extraordinary operating costs to mitigate the damage and accrued rent for portions of their premises that were rendered unusable due to the presence of water and ice on the floor. Thereafter, AW instituted a suit against the Port Authority in the amount of \$6.3 million, including lost business, alleging negligent maintenance of the roof/drainage systems. In addition, AW began to withhold rent due under the terms of the leases, which totaled \$956,000 through February, 1995. AW subsequently amended its claim by an additional \$570,000, bringing the total amount of the suit to \$7.5 million.

Although the lease documents contained provisions which require AW and ASI to insure the Port Authority against such losses, the policies actually purchased by AW and ASI do not provide the coverage specified in the leases. Technically, the leases under which ASI and AW currently occupy the premises have never been executed by them, although ASI had a prior lease, which has expired.

The Port Authority has denied AW's claim for damages and filed a counterclaim for the rent arrearages. While the litigation is pending, the Law Department believes that there is a high likelihood of Port Authority success since AW and ASI took the premises in an "as is" condition and the Port Authority would not be liable to AW and ASI for damages due to rain, snow or ice, even if it leaked into the premises. Notwithstanding this, staff was able to determine that approximately \$1 million represents the value of cargo damaged, labor costs incurred and premises that could not be used. Port Commerce staff feels

it appropriate for the Port Authority to bear some financial responsibility, given the specific circumstances surrounding the events.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 American Stevedoring, Inc. (ASI) and American Warehousing of New York, Inc. (AW) granting a rent credit in the sum of \$856,000 to reimburse AW and ASI for costs incurred and unusable space as a result of the winter storms of 1993-1994. AW and ASI will formally discontinue pending litigation against the Port Authority and will provide a general release and stipulation of discontinuance. AW will repay remaining arrearage in the sum of \$100,000. In conjunction with these agreements, AW's tenancy at Pier 5, Brooklyn will be extended from July 1, 1996 until December 31, 2000. The terms of this extension will dispose of additional arrears and rental credits.

REALLOCATION OF SOUTH BUSWAY FUNDS TO CHANNEL DEEPENING PROJECTS

It was recommended that the Board authorize the Executive Director to enter into an agreement with the State of New Jersey and/or other appropriate public entity for the reallocation of \$17 million to provide the local share of funds to the United States Army Corps of Engineers for study, design, engineering, environmental analysis, construction contracts and engineering costs associated with the various New Jersey dredging projects. These monies will be allocated against the \$25 million identified in the Governor's letter to the Board of Commissioners dated March 7, 1987 as committed to the South Busway Project.

The reallocation of these funds has been requested by Governor Whitman to be used for capital improvement channel deepening projects.

In a letter to the Board dated March 7, 1987, as one element of their agreement, the Governors of the States of New York and New Jersey requested that the Port Authority contribute \$25 million to the capital costs and development by the State of New Jersey of an exclusive bus lane from the Hudson County Turnpike Extension to the Lincoln Tunnel, known as the South Busway project. In a letter from the Governor of the State of New Jersey dated April 23, 1991, the Port Authority was requested to reallocate the \$25 million to other New Jersey projects and, subsequently on July 13, 1995, the Board approved the reallocation of \$8 million to the Conrail Relocation Project. On May 2, 1996, the Governor of the State of New Jersey requested that the remaining \$17 million be reallocated to various channel deepening projects, and this request was reaffirmed by the Governor on December 11, 1996.

Under the 1986 Water Resources Act, cost sharing for navigation projects is required. The State of New Jersey will act as the local sponsor and provide the Project Cooperating Agreements as well as the local monies for the channel deepening projects of New York Harbor and Adjacent Channels (Claremont Channel), New Jersey; New York Harbor and Adjacent Channels (Port Jersey), New Jersey; New York and New Jersey Channels (Arthur Kill Channel, Howland Hook to Carteret, New York and New Jersey Channels (Perth Amboy Anchorage), New York and New Jersey.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED that the Executive Director be and he hereby is authorized to enter into an agreement, for and on behalf of the Port Authority, with the State of New Jersey and/or other appropriate public entity for the reallocation of \$17 million to provide the local share of funds to the United States Army Corps of Engineers for study, design, engineering, environmental analysis, construction contracts and engineering costs associated with various New Jersey dredging projects, such monies to be allocated against the \$25 million identified in the Governor's letter to the Board of Commissioners dated March 7, 1987 as committed to the South

) Busway Project; the form of such agreement shall be subject to the approval of General Counsel or his authorized representative.

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PORT NEWARK - VISY PAPER (NY), INC. - BUILDINGS 291 AND 292 - NEW LEASE

It was recommended that the Board authorize the Executive Director to enter into an agreement with Visy Paper (NY), Inc. (Visy) to provide for the leasing of Buildings 291 and 292 and related open area and approximately 150 linear feet of berthing area at Port Newark for a wastepaper handling facility. The term of the letting of the buildings and the open area will commence on January 1, 1997 and the term of the letting of the berthing area will commence on the earlier of notice to the Port Authority from Visy that it intends to take possession of the berthing area or January 1, 1999, and the term of the letting will expire on November 30, 2031. The rental for the buildings and the open area will commence on June 1, 1997 at the annual rate of \$551,130 and the rental for the berthing area will commence when the term of its letting commences at the annual rate of \$52,500. Both rentals will be subject to escalation on January 1, 1998 and each anniversary of that date during the letting based upon 75 percent of the percentage increase in the regional Consumer Price Index with minimum and maximum increases and with the escalations to be computed based on a January 1, 1997 commencement date. Visy will pay additional rental equal to 50 percent of the wharfage charge set forth in the Port Authority's tariff, as incorporated in FMC Schedule PA-10, for "All cargo, unless otherwise specifically provided for", for its throughput of wastepaper in excess of 75,000 long tons but not in excess of 150,000 long tons per year, and equal to 25 percent thereof for any excess over 150,000 long tons per year.

The Port Authority will have the right to terminate the entire letting, without cause, effective on December 31, 2016, December 31, 2021, or December 31, 2026 on one year's prior notice. Visy will have the right to terminate the letting of either Building 292 and its related open area or the entire letting, without cause, effective on December 31, 2006 or December 31, 2016 on one year's prior notice. Upon notice from Visy that the leased berthing area has shallowed to a depth of fifteen feet below mean low water, the Port Authority will have the option to dredge the affected area to a depth of seventeen feet below mean low water. If the Port Authority does not so dredge the affected area within 180 days, Visy will have the right to terminate the letting until any such dredging is completed. Visy will be responsible for maintenance and repair of the premises, except that the Port Authority will be responsible for the wharf structure and the underground sanitary and water lines and the underground storm drainage system leading to the premises.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 Visy Paper (NY), Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

PORT AUTHORITY WASHINGTON, D.C. OFFICE - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a five-year lease renewal with Midcity Investment Company for 2,377 square feet of office space on the sixth floor of 1001 Connecticut Avenue, N.W., Washington, D.C. at an annual rental of \$52,294, exclusive of escalations. In addition the lease provides for modifications to the office space to be performed by the Landlord, and also provides the Port Authority with termination rights after a period of 2.5 years with a payment of all unamortized costs. The Port Authority's Washington D.C. office has been at this convenient and centralized location since 1991.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 five-year lease renewal with Midcity Investment Company for 2,377 square feet of office space on the sixth floor of 1001 Connecticut Avenue, N. W., Washington, D.C. at an annual rental of \$52,294 exclusive of escalations, substantially in accordance with the terms and conditions outlined herein and to do all things necessary or appropriate in the implementation or furtherance of the foregoing; and it is further

RESOLVED, that all instruments and other documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - WM. H. MCGEE & CO., INC. - LEASE RENEWAL

It was recommended that the Board authorize the Executive Director to enter into a supplemental lease agreement with Wm. H. McGee & Co., Inc. (McGee) covering the extension of the term of the letting under each of McGee's two existing lease agreements covering approximately 54,700 rentable square feet of space on the 29th floor of Two World Trade Center and on the sixth floor of the Southeast Plaza Building at the World Trade Center substantially in accordance with the following terms and conditions.

On July 11, 1996, the Board authorized the Executive Director to enter into a new lease agreement with McGee covering the letting of approximately 65,000 rentable square feet of space consisting of the entire 47th and part of the 48th floor of Two World Trade Center for an approximate seventeen-year term at an aggregate rental over the term of approximately \$27.2 million. It is anticipated that McGee's new space will be available for occupancy after its space finishing work is completed on or about May 1, 1997.

McGee's two existing leases will expire on December 31, 1996. In order to accommodate McGee's need to remain in its existing premises until it relocates to its new space, the term of the letting of the existing leases will be extended for up to six months, rent free, and thereafter on a month-to-month basis at a rental rate as provided in the agreement. McGee will pay for electricity consumption and will also pay for cleaning in its existing premises during the extension period. The space covered by McGee's two existing leases will be surrendered upon McGee's relocation to the premises under its pending new lease agreement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer 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 lease agreement with Wm. H. McGee & Co., Inc., substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

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**RESCISSION AND CANCELLATION OF RESOLUTIONS AUTHORIZING
CONSOLIDATED BONDS, ONE HUNDRED EIGHTH SERIES THROUGH
CONSOLIDATED BONDS, ONE HUNDRED TENTH SERIES AND
CONSOLIDATED NOTES, SERIES TT, SERIES UU, SERIES VV, SERIES
WW AND SERIES XX**

The Board at its meeting on October 13, 1994, among other matters, established and authorized the issuance of, and authorized the sale of, Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Tenth Series and Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX. In place of these series, action with respect to the Authority's continuing plan of financing, consisting in part of Consolidated Bonds and Consolidated Notes is to be considered today by the Board in connection with the anticipated requirements associated with the Authority's capital program projections.

Therefore, it is recommended that prior to the actions to be taken at today's meeting in connection with the Authority's plan of financing, that the Board rescind and cancel certain resolutions solely with respect to the establishment and authorization of the issuance of, and authorization the sale of, Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Tenth Series and Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX, since these previously authorized series have not as yet been issued.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the resolutions of the Authority adopted October 13, 1994, entitled "*Consolidated Bonds, Ninety-eighth Series through Consolidated Bonds, One Hundred Tenth Series--Establishment and Issuance*" and "*Consolidated Bonds, Ninety-eighth Series through Consolidated Bonds, One Hundred Tenth Series--Sale*" (appearing, respectively, at pages 418 *et seq.* and pages 426-427 of the Official Minutes of that date), solely with respect to Consolidated Bonds, One Hundred Eighth Series, Consolidated Bonds, One Hundred Ninth Series and Consolidated Bonds, One Hundred Tenth Series, are rescinded and cancelled in their entirety; and it is further

RESOLVED, that the resolutions of the Authority adopted October 13, 1994, entitled "*Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX--Establishment and Issuance*" and "*Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX--Sale*" (appearing, respectively, at pages 428 *et seq.* and pages 433-434 of the Official Minutes of that date), are rescinded and cancelled in their entirety.

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PORT AUTHORITY PLAN OF FINANCING--REPORT

Prudent financial planning makes it desirable for the Authority to have a plan of financing which will provide the flexibility to enable the Authority to provide for capital or other expenditures in connection with its facilities and for the refunding of outstanding obligations, as appropriate, through a combination of short-term, intermediate-term and long-term obligations so that necessary funds may be obtained expeditiously and at the most favorable cost to the Authority.

Recommended actions with respect to this plan of financing would include the authorization of fifteen series of Consolidated Bonds and five series of Consolidated Notes and certain technical clarifications of provisions of the Port Authority Versatile Structure Obligations Resolution, the Port Authority Variable Rate Master Note Resolution, the Port Authority Equipment Note Resolution and the Port Authority Commercial Paper Program.

Public Hearings

On December 11, 1996, public hearings in connection with this plan of financing, consistent with, and to the extent provided under, the public approval provisions of Section 147(f) of the Internal Revenue Code of 1986, were conducted by staff of the Authority's Treasury Department at the offices of the Authority located at One World Trade Center and at the Journal Square Transportation Center, pursuant to notices published on November 18, 1996, in *The New York Times*, a newspaper of general circulation in the New York portion of the Port District, and in *The Star-Ledger*, a newspaper of general circulation in the New Jersey portion of the Port District.

In pertinent part, the notices contained the following description of the Authority's current plan of financing and the Authority's facilities and projects: "Consolidated Bonds to be denominated as the One Hundred Eighth Series through the One Hundred Twenty-second Series, inclusive; Consolidated Notes to be denominated as Series TT, Series UU, Series VV, Series WW and Series XX; Versatile Structure Obligations issued under a modified Port Authority Versatile Structure Obligations Resolution; Variable Rate Master Notes issued under a modified Port Authority Variable Rate Master Notes Resolution; Commercial Paper Obligations issued under a modified Port Authority Commercial Paper Program; and Equipment Notes issued under a modified Port Authority Equipment Note Resolution, all to be issued and sold in connection with this plan of financing for various capital and other expenditures at or pertaining to certain of the facilities of the Port Authority located in the Port of New York District, to wit: the Holland Tunnel; Lincoln Tunnel; George Washington Bridge; Bayonne Bridge; Goethals Bridge; Outerbridge Crossing; Port Authority Bus Terminal; Port Authority Bus Programs; Hudson Tubes portion of the Port Authority Trans-Hudson System; Trans-Hudson Ferry Service, a facility for the provision of trans-Hudson ferry transportation services between terminal facilities in the vicinity of New Jersey Transit Corporation's rail terminal in Hoboken, N.J., and in the vicinity of Battery Park City in lower Manhattan, N.Y.; LaGuardia Airport;

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John F. Kennedy International Airport; Newark International Airport; Teterboro Airport; Port Authority-Downtown Manhattan Heliport; Port Newark; Brooklyn-Port Authority Marine Terminal; Elizabeth-Port Authority Marine Terminal; Greenville Yard-Port Authority Marine Terminal; Columbia Street Marine Terminal; Howland Hook Marine Terminal; Port Authority Auto Marine Terminal, an imported automobile marine terminal facility located in Bayonne and Jersey City, N.J.; Oak Point Rail Freight Link, a rail freight improvement project in The Bronx, N.Y.; World Trade Center, a facility of commerce in Manhattan, N.Y.; Newark Legal and Communications Center, a legal and communications center in Newark, N.J.; Teleport, a satellite communications center at the Staten Island Industrial Park, Staten Island, N.Y.; Bathgate Industrial Park, an industrial park in The Bronx, N.Y.; Port Authority Industrial Park at Elizabeth, an industrial park in Elizabeth, N.J.; Port Authority Industrial Park at Yonkers, an industrial park in Yonkers, N.Y.; Newark South Ward Industrial Park, an industrial park in Newark, N.J.; Essex County Resource Recovery Facility, a mass-burn resource recovery facility in Newark, N.J.; Pre-development Site Acquisition Program, a facility for the acquisition of real property in the New Jersey and New York portions of the Port of New York District; Regional Development Facility, a facility for certain of the economic development and infrastructure renewal projects to be undertaken at the request of the States of New Jersey and New York in the New Jersey and New York portions of the Port of New York District; New Jersey Marine Development Program, a facility for certain fishery, marine or port development projects to be undertaken at the request of the State of New Jersey in the New Jersey portion of the Port of New York District; Regional Economic Development Program, a facility for certain of the transportation and economic development and infrastructure renewal projects to be undertaken at the request of the States of New Jersey and New York in the New Jersey and New York portions of the Port of New York District; a waterfront development project or facility to be located in each of Hunters Point, Queens, N.Y., and in Hoboken, N.J.; a rail freight development project or facility providing rail freight access to marine terminal facilities and providing rail freight service between Staten Island, N.Y., and New Jersey; and a comprehensive port dredging and disposal project or facility in the Port of New York and New Jersey. The initial owner, operator or manager of these facilities is or will be the Port Authority or one of its subsidiaries (presently, Port Authority Trans-Hudson Corporation and Newark Legal and Communications Center Urban Renewal Corporation). The major projects presently authorized or which may be authorized by the Port Authority to be undertaken at these facilities include: LaGuardia Airport, central terminal building expansion and improvements, general runway, taxiway and roadway modification, paving, additional passenger terminal facilities and related infrastructure and utility improvements; John F. Kennedy International Airport, general runway, taxiway and roadway modification, paving, construction of additional parking facilities, modification to the international arrivals building ramp area, hangar and ancillary airport buildings, central terminal area roadway construction, passenger distribution system, construction of additional terminal facilities and related infrastructure and utility improvements, light rail transit system linking the terminals in the central terminal area of the airport with each other and with existing transit lines in Jamaica, Queens and Howard Beach, Queens, to

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provide exclusive airport access for passengers and others using the airport; Newark International Airport, general runway, taxiway and roadway modification, paving, construction of terminal improvements, construction of an intermodal connection linking the monorail with the northeast corridor rail-line; Howland Hook Marine Terminal project; Port Newark, channel dredging, berth deepening, building construction, terminal improvements, intermodal improvements; Elizabeth-Port Authority Marine Terminal, channel dredging, berth deepening, building construction, intermodal improvements; Brooklyn-Port Authority Marine Terminal, wharf and pier rehabilitation; World Trade Center capital improvements, including the upgrade of basic building systems; Bathgate Industrial Park project; Industrial Park at Elizabeth project; Industrial Park at Yonkers project; Regional Development Facility, economic development and infrastructure renewal projects; Regional Economic Development Program, transportation and economic development and infrastructure renewal projects; Teleport project; Port Authority Bus Programs project; capital improvements related to safety, maintenance or rehabilitation of the Port Authority Trans-Hudson system, Port Authority Bus Terminal, George Washington Bridge, Lincoln Tunnel, Holland Tunnel, Goethals Bridge, Bayonne Bridge, Outerbridge Crossing and Trans-Hudson Ferry Service; Pre-development Site Acquisition Program project; Newark Legal and Communications Center project; Queens West Waterfront Development project at Hunters Point, N.Y.; Hoboken South Waterfront Development project; rail freight development project; other miscellaneous capital improvements and replacements and acquisitions of equipment in connection with the facilities of the Port Authority; and a comprehensive port dredging and disposal project in the Port of New York and New Jersey. The said obligations of the Port Authority would be issued in connection with this plan of financing, for any purpose for which at the time of issuance of any of said obligations the Port Authority is authorized by law to issue its obligations, and in the maximum aggregate principal amounts noted below: each of Consolidated Bonds, Hundred Eighth Series through One Hundred Twenty-second Series, inclusive, would be in the principal amount of up to \$300,000,000; each of Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX, would be in the principal amount of up to \$200,000,000; Versatile Structure Obligations under a modified Port Authority Versatile Structure Obligations Resolution would be in a total aggregate principal amount of up to \$500,000,000 outstanding at any one time; Variable Rate Master Notes under a modified Port Authority Variable Rate Master Notes Resolution would be in a total aggregate principal amount of up to \$400,000,000 outstanding at any one time; Equipment Notes under a modified Port Authority Equipment Note Program would be in a total aggregate principal amount of up to \$100,000,000 outstanding at any one time; and Commercial Paper Obligations under a modified Port Authority Commercial Paper Program would be in a total aggregate principal amount of up to \$300,000,000 outstanding at any one time."

Actions Pertaining to this Plan of Financing

The Board would establish Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series, and would authorize the

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issuance of up to \$300 million in aggregate principal amount of each series. The Board would also establish Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX, and would authorize the issuance of up to \$200 million in aggregate principal amount of each series. The Committee on Finance would be authorized to sell and to deliver all or any part of each of such series with such terms and at such time or times as it deems appropriate, in one or more installments, at public or private sale, and would also be authorized to take, and to delegate authority for, certain actions with respect to each of such series to effectuate its sale on the most favorable terms to the Authority. The Executive Director, Chief Financial Officer, Treasurer and Deputy Treasurer of the Authority would be authorized to take any and all action which the Committee on Finance would be authorized to take in connection with each of such series, but only if such series is issued and sold on a competitive basis, which would include submission by underwriters of sealed bids to be opened publicly, as well as submission of bids by underwriters in response to written or telephonic requests for proposals directed to selected underwriters.

The total aggregate principal amount of the Authority's bonds, notes and other obligations to be issued for purposes of capital expenditures in connection with the facilities of the Authority in any year under this plan of financing would not exceed the amount required to effectuate the Authority's budget for such year with respect to such expenditures.

Additionally, to facilitate the continued issuance of Versatile Structure Obligations, Variable Rate Master Notes, Port Authority Equipment Notes and obligations under the Port Authority Commercial Paper Program, within the scope of the current authorizations, the Board would provide for certain technical clarifications with respect to these obligations.

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**CONSOLIDATED BONDS, ONE HUNDRED EIGHTH SERIES THROUGH
CONSOLIDATED BONDS ONE HUNDRED TWENTY-SECOND SERIES-
ESTABLISHMENT AND ISSUANCE**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

WHEREAS, heretofore and on the 9th day of October, 1952, The Port Authority of New York and New Jersey (formerly known as The Port of New York Authority and hereinafter called the "Authority") adopted a resolution (hereinafter called the "Consolidated Bond Resolution"), constituting a contract with the holders of the obligations issued thereunder, providing for the issuance of certain direct and general obligations of the Authority (hereinafter called "Consolidated Bonds"), from time to time, in conformity with the Consolidated Bond Resolution for the purposes therein set forth; and

WHEREAS, the Consolidated Bond Resolution provides that Consolidated Bonds shall be issued in such series as the Authority may determine, and that the characteristics of each such series shall be determined by the Authority by and in the resolution establishing such series, and that the resolution establishing such series may contain other terms and provisions not inconsistent with the Consolidated Bond Resolution; and

WHEREAS, the Authority has heretofore established various series of Consolidated Bonds and has now determined that it is appropriate to establish certain additional series of Consolidated Bonds, without prejudice to its right hereafter to establish further series of Consolidated Bonds;

NOW, THEREFORE, be it resolved by the Authority:

SECTION 1. As used in this resolution, any words or phrases specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman of the Authority; Vice Chairman of the Authority; Chairman of the Committee on Finance of the Authority; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Deputy Treasurer of the Authority.

SECTION 2. Each of Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series, inclusive, is established as a separate series of Consolidated Bonds and the issuance of up to Three Hundred Million Dollars (\$300,000,000) of each such series is authorized. Each of such series shall be issued in conformity with the Consolidated Bond Resolution for the purposes specified in this resolution. This resolution shall apply with equal force and effect to each of such series on an individual basis (each of such series hereinafter called the "Bonds"). This resolution shall constitute a contract with the registered holders of the Bonds and with each such registered holder.

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SECTION 3. The Bonds shall be issued in one or more installments as the Committee on Finance of the Authority (hereinafter called the "Committee on Finance") may hereafter determine, and, notwithstanding any terms or conditions set forth in this resolution, in connection with the issuance of the Bonds the Committee on Finance is authorized (i) prior to the issuance of any installment of the Bonds, to establish the date as of which such installment shall be dated; (ii) prior to the issuance of any installment of the Bonds, to establish the date or dates (in the event such installment is comprised in whole or in part of serial maturities) at which any of such installment shall mature; (iii) prior to the issuance of any installment of the Bonds, to establish, adjust or change the provisions relating to the rate or rates of interest to be borne by such installment and to the payment of interest on such installment; (iv) prior to the issuance of the first installment of the Bonds, to adjust or change the medium of payment for the Bonds; (v) prior to the issuance of any installment of the Bonds, to establish, adjust, change or rescind the redemption, retirement and call provisions relating to such installment; (vi) prior to the issuance of the first installment of the Bonds, to provide for the Bonds to be issued on original issuance as registered bonds or as book-entry only securities, in either case subject to a book-entry system for determining interests therein, with such adjustments and changes in the provisions of this resolution, as in the opinion of the Committee on Finance are appropriate to effectuate such issuance of the Bonds; (vii) prior to the issuance of the first installment of the Bonds, to provide for the Bonds to be separately registrable as to principal and interest (including any authorized incremental interest) to any one or more registered holders of the bonds or certificates (if any) with respect to the payment of interest thereon; (viii) prior to the issuance of the first installment of the Bonds, to provide for the Bonds to be issued as coupon bonds in the denomination of \$5,000, with such adjustments and changes in the provisions of this resolution, including the adoption of a form of coupon bond issuable only in the denomination of \$5,000, as in the opinion of the Committee on Finance are appropriate to effectuate such issuance of the Bonds; (ix) prior to the issuance of the first installment of the Bonds, if it is desirable in connection with the use of the proceeds of the Bonds for the refunding of a series of the Authority's obligations, or in connection with the issuance of the Bonds or of any other series of Consolidated Bonds, providing for warrants applicable to this or such other series of Consolidated Bonds, or otherwise, to renumber the Bonds for purposes of identification, to renumber the Bonds; (x) prior to the issuance of the first installment of the Bonds, if a prior series of Consolidated Bonds has been renumbered or the effect of the resolutions to the extent applicable to such series have been rescinded and cancelled, and if it is desirable to accomplish the plan of financing of the Authority utilizing a continuous numbered sequence of Consolidated Bonds, to renumber the Bonds; and (xi) to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

The proceeds of the Bonds may be used for any purpose for which at the time of issuance of the Bonds the Authority is authorized by law to issue its obligations. The Committee on Finance may allocate the proceeds of the Bonds, from time to time, to certain of the authorized purposes, including the specific designation of any obligations to be refunded with the proceeds of the Bonds.

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Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America; principal of the Bonds shall be payable upon presentation and surrender thereof by the registered holders, at the office or offices, designated by the Authority, of the Paying Agent (or Paying Agents) appointed for the purpose by the Authority, in a county which is in whole or in part in the Port of New York District; and interest on the Bonds shall be payable when due to the registered holders thereof by check or draft drawn on the Paying Agent (or Paying Agents) appointed for the purpose by the Authority and mailed to said registered holders at their last known addresses as appearing upon the Registry Books of the Authority.

SECTION 4. The Bonds shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in such authorized denominations as may be determined by the Committee on Finance.

The Authority will keep or cause to be kept at the offices, designated by the Authority, of its Registrar appointed for that purpose, in a county which is in whole or in part in the Port of New York District, proper and sufficient books for the registration of the Bonds. The Bonds shall be transferable only upon such books by the registered holder thereof or by such registered holder's attorney duly authorized in accordance with the provisions of this resolution. Upon the written request of the registered holder or registered holders thereof and upon surrender thereof, a bond or bonds may be exchanged for a bond or bonds of like tenor, registered as designated in such request, of any other authorized denominations. All requests for registration, transfer, exchange and delivery pertaining to the Bonds as above provided shall be filed with the Registrar of the Authority; all bonds to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all bonds delivered in exchange as aforesaid shall be delivered by the Registrar. All bonds surrendered to the Registrar in exchange for other bonds or for transfer as above provided shall be cancelled by the Registrar upon such surrender. The Authority shall bear the cost incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of bonds, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this resolution.

Nothing contained in this resolution shall be deemed to authorize the execution and delivery of bonds except in authorized denominations.

SECTION 5. The Bonds shall be redeemable at the option of the Authority, in whole, or, from time to time, in part, at such times and at such redemption prices established for the Bonds pursuant to Section 3 of this resolution, on prior notice, on the date to be fixed for redemption in the Authority's notice of intention to redeem the Bonds.

If less than all of the Bonds then outstanding are to be called for redemption at the option of the Authority, and if the Bonds then outstanding include bonds of any serial maturities, the bonds so to be called shall be in inverse order of maturity, and if bonds constituting a particular maturity are to be called for redemption, but not all bonds

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constituting such maturity are to be called for redemption, the bonds so to be called shall be determined by lot, by the Authority or the Registrar, in such manner and by such entity as the Authority may elect or by such other system or method as the Committee on Finance may determine.

If bonds are to be called for redemption to meet the schedule of mandatory periodic retirement provided for the Bonds, the bonds so to be called shall be determined by lot, by the Authority or the Registrar, in such manner and by such entity as the Authority may elect or by such other system or method as the Committee on Finance may determine.

Notice of intention to redeem any of the Bonds shall be given by the Authority or the Registrar, as the Authority may elect, not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption, to the registered holders of the bonds to be called for redemption, by deposit of a copy of such notice, postage prepaid by certified or registered mail, in a United States Post Office, addressed to such registered holders at their last known addresses as appearing upon the Registry Books of the Authority. Notice of the mailing of such notice of intention to redeem bonds shall also be published by the Authority in a daily newspaper of general circulation in the Port of New York District not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption; *provided, however*, that failure to give such notice by publication, or any defect therein, shall not affect the validity of any action with respect to the redemption of such bonds.

On or before the date fixed for redemption specified in the Authority's notice of intention to redeem, the Authority will pay or cause to be paid to the Paying Agent (or Paying Agents) an amount in cash in the aggregate sufficient to redeem all of the bonds which are to be redeemed, at the respective redemption prices thereof, which, in each case, shall include the accrued interest until the date fixed for redemption and the premium (if any), such principal amount and premium (if any), to be held by the Paying Agent (or Paying Agents) in trust for the account of the registered holders of the bonds so called for redemption and to be paid to them respectively upon presentation and surrender of the said bonds with accrued interest included in such redemption price to be paid to the registered holders in accordance with the provisions of this resolution. On and after the date fixed for redemption, the notice of intention to redeem having been completed as above provided, the bonds so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for redemption of such bonds on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the bonds so called on and after the date fixed for their redemption, and such bonds shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution, but shall rely solely upon the funds so deposited.

In the case of bonds of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value

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representing the minimum authorized denomination shall be treated as though it were a separate bond of the minimum authorized denomination, and the word "bond" as used in the foregoing provisions of this Section 5 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the units of face value representing the minimum authorized denomination of any bond are to be called for redemption, then upon notice of intention to redeem such unit or units, the registered holder of said bond shall forthwith present said bond to the Registrar who shall issue a new bond or bonds of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange therefor, pursuant to Section 4 of this resolution, including a new bond or bonds with the aggregate principal amount of the unit or units of face value called for redemption; and such new bond or bonds shall be deemed to be duly called for redemption without further notice to the registered holder thereof. If the registered holder of such bond of a denomination greater than the minimum authorized denomination shall fail to present such bond to the Registrar for the issuance of new bonds of smaller denominations in exchange therefor, as aforesaid, such bond shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent (or Paying Agents), as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such bond represented by such unit or units of face value on and after the date fixed for redemption, and such bond shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption and premium, if any) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

SECTION 6. The Bonds shall be retired at or prior to maturity, by purchase, call or payment, by the dates and in at least the cumulative principal amounts set forth on the schedule of mandatory periodic retirement provided for the Bonds pursuant to Section 3 of this resolution.

If, at least forty-five (45) days prior to the mandatory periodic retirement date in each year (except the year of maturity) set forth in the schedule of mandatory periodic retirement provided for the Bonds, the Authority shall not have purchased or redeemed (at any prior time or times during such year or at any time or times during any prior years) a principal amount of the Bonds at least equal to the principal amount of the Bonds to be retired on such mandatory periodic retirement date, then the Authority shall call a principal amount of the Bonds equal to such deficiency, in the manner and upon the notice set forth in Section 5 of this resolution at the redemption price established pursuant to Section 3 of this resolution. Any of the Bonds purchased by the Authority as aforesaid may be purchased at such prices as the Authority may deem reasonable and proper and, in the discretion of the Authority, at public or private sale, with or without advertisement and with or without notice to any person other than the seller, and such of the Bonds as are

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theretofore issued and negotiated and then held by the Authority may be purchased for such purpose as well as bonds held by others.

Nothing herein contained shall be construed in any way to prevent the Authority from retiring the Bonds more rapidly than is set forth in the schedule of mandatory periodic retirement provided for the Bonds.

SECTION 7. The Authority shall not apply any moneys in the Consolidated Bond Reserve Fund except for the payment of bonds secured by a pledge of the General Reserve Fund in whole or in part, the payment of debt service upon bonds so secured, the purchase for retirement of bonds so secured or the redemption of bonds so secured, or for the payment of expenses incurred for the establishment, acquisition, construction or effectuation, or for the operation, maintenance, repair or administration of any facility financed or refinanced in whole or in part by bonds secured by a pledge of the General Reserve Fund in whole or in part, or otherwise for the fulfillment of any undertakings which the Authority has assumed or may or shall hereafter assume to or for the benefit of the holders of bonds secured by a pledge of the General Reserve Fund in whole or in part; *provided, however,* that nothing herein contained shall be construed to permit the application by the Authority of moneys in the Consolidated Bond Reserve Fund except for purposes and upon conditions which are authorized by the Consolidated Bond Resolution.

Consolidated Bonds proposed to be issued for purposes in connection with an additional facility or a group of additional facilities in connection with which the Authority has not theretofore issued bonds which have been secured by a pledge of the General Reserve Fund in whole or in part, may be issued, and bonds other than Consolidated Bonds proposed to be issued for purposes in connection with such an additional facility or group of additional facilities may be secured by a pledge of the General Reserve Fund in whole or in part, in each case if and only if the Authority shall certify at the time of issuance (as defined in Section 3 of the Consolidated Bond Resolution) its opinion that the issuance of such Consolidated Bonds or that such pledge of the General Reserve Fund as security for such bonds other than Consolidated Bonds will not, during the ensuing ten (10) years or during the longest term of any of such bonds proposed to be issued (whether or not Consolidated Bonds), whichever shall be longer, in the light of its estimated expenditures in connection with such additional facility or such group of additional facilities, materially impair the sound credit standing of the Authority or the investment status of Consolidated Bonds or the ability of the Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and the Authority may apply moneys in the General Reserve Fund for purposes in connection with those of its bonds and only those of its bonds which it has theretofore secured by a pledge of the General Reserve Fund in whole or in part. Expenditures in connection with an additional facility or group of additional facilities shall mean the amount of the excess, if any, of the sum of all items of expense to be considered in determining the net revenues of the additional facility or group of additional facilities plus the debt service upon the bonds proposed to be issued and upon any additional bonds

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which in the Authority's opinion would be required to be issued to place and maintain such facility or group of facilities upon a sound operating basis, over and above the sum of all items of revenue and income to be considered in determining such net revenues.

SECTION 8. The Authority shall appoint a bank or trust company as trustee for and in connection with the Bonds (hereinafter called the "Trustee"). The Trustee is authorized to (i) institute any action or proceeding on behalf of the registered holders of the Bonds against the Authority or others, or (ii) intervene in any pending action or proceeding, or (iii) take any other action which it shall in its sole discretion determine to be necessary or advisable in order to protect the rights of the registered holders of the Bonds. The rights of the Trustee in this respect and in all other respects shall be in addition to and not in substitution of any and all rights which would otherwise inure to the registered holder or registered holders of the Bonds. It is understood that the Trustee in its sole discretion may, but shall be under no obligation to, review the activities or operations of the Authority or any of the contracts or agreements of the Authority or exercise any of the rights or powers vested in it by this Section 8 whether on the Trustee's initiative or at the request or direction of any of the registered holders of the Bonds.

The Trustee (which shall include any successor Trustee) appointed under the provisions of this Section 8 shall be a bank or trust company organized under the laws of the State of New York or the State of New Jersey or a national banking association doing business and having its principal office in the Port of New York District and having a total capital (including capital stock, surplus, undivided profits and capital notes, if any) aggregating at least \$25,000,000, which is willing and able to accept the office on reasonable and customary terms and is authorized by law to perform all the duties imposed upon it by this resolution.

The Trustee shall not be liable for any action taken or suffered upon any notice, resolution, request, consent, order, certificate, report, opinion, bond or other paper or document believed by it to be genuine, and to have been signed or presented by the proper party or parties. The Trustee may consult with counsel, who may or may not be counsel to the Authority, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this resolution in good faith and in accordance therewith. The Trustee shall not be liable in connection with the performance or nonperformance of its duties except for its own willful misconduct, negligence or bad faith.

If the Trustee shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action under this resolution, such matter (unless other evidence in respect thereof be specifically prescribed) may be deemed to be conclusively proved and established by a certificate of an Authorized Officer, and such certificate shall be full warrant for any action taken or suffered in good faith under the provisions of this resolution upon the faith thereof; but in its discretion the Trustee may in lieu thereof accept other evidence of such fact or matter or may require such further or additional evidence as to it may seem reasonable.

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The Authority shall annually, within one hundred twenty (120) days after the close of each calendar year, file with the Trustee a statement of an Authorized Officer showing for the preceding calendar year (i) net revenues, (ii) the aggregate interest paid on bonds of the Authority, and (iii) the payments of principal on bonds of the Authority.

The Authority shall annually, within one hundred twenty (120) days after the close of each calendar year, file with the Trustee a copy of its annual report for such year and its financial statement for such year accompanied by an opinion signed by an independent public accountant or firm of public accountants of recognized standing selected by the Authority and satisfactory to the Trustee.

The Authority shall file with the Trustee a copy of any Official Statement hereafter issued by the Authority in connection with the issuance of bonds by the Authority.

The Authority shall file with the Trustee a copy of the minutes of every meeting of the Authority and of its subsidiary corporations at the time said minutes are transmitted to the Governor of New York and the Governor of New Jersey.

The Authority shall not be required to file with the Trustee (except when requested to do so by the Trustee) and the Trustee shall not be required to review any document, instrument, report or paper other than those which the Authority is expressly required hereunder to file with the Trustee. The Trustee shall not be bound to make any investigation into the facts or matters stated in any document, instrument, report or paper supplied to it, but the Trustee in its sole discretion may make such further inquiry or investigation into such facts or matters as the Trustee may deem advisable, and, if the Trustee shall determine to make such further inquiry or investigation, the Trustee is authorized to examine such books and records of and properties owned or operated by the Authority as the Trustee may deem advisable, personally or by agent or attorney.

The Authority agrees (i) to pay to the Trustee from time to time reasonable compensation for all services rendered by it hereunder, (ii) to reimburse the Trustee upon its request for all reasonable expenses, disbursements and advances incurred or made by the Trustee in connection with the exercise or performance of any of its powers or duties hereunder (including the reasonable compensation and the expenses and disbursements of its agents and counsel), and (iii) to indemnify the Trustee for, and hold it harmless against, any loss, liability or expense incurred without willful misconduct, negligence or bad faith on its part, arising out of or in connection with the exercise or performance of the Trustee's powers and duties hereunder, including the costs and expenses of defending itself against any claim or liability in connection with such exercise or performance.

The Trustee may become the owner or holder of any bonds of the Authority with the same rights as it would have were it not a Trustee. To the extent permitted by law, the Trustee may act as depositary for the Authority, act as Paying Agent and Registrar of bonds of the Authority and act itself and permit any of its officers or directors to act in any other capacity with respect to the Authority, the bonds of the Authority and the holders of

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bonds of the Authority as it or its officers or directors would be able to act were it not a Trustee.

The Trustee may at any time resign and be discharged of the duties and obligations created by this resolution by giving not less than sixty (60) days' written notice to the Authority and publishing notice thereof, specifying the date when such resignation shall take effect, once in each week for two (2) successive calendar weeks in a newspaper of general circulation in the City of New York, State of New York, and such resignation shall take effect upon the date specified in such notice unless previously a successor shall have been appointed by the Authority in which event such resignation shall take effect immediately on the appointment of such successor.

The Trustee may be removed at any time by an instrument or concurrent instruments in writing, filed with the Trustee, and signed and acknowledged by the registered holders of a majority in principal amount of the Bonds then outstanding or by their attorneys duly authorized, excluding the principal amount of any of the Bonds held by or for the account of the Authority.

In case at any time the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or of its property, shall be appointed, or if any public officer shall take charge or control of the Trustee, or of its property or affairs, a successor may be appointed by the holders of a majority in principal amount of the Bonds then outstanding, excluding the principal amount of any of the Bonds held by or for the account of the Authority, by an instrument or concurrent instruments in writing signed and acknowledged by such registered holders of the Bonds or by their attorneys duly authorized and delivered to such successor Trustee, notification thereof being given to the Authority and the predecessor Trustee; *provided, however,* nevertheless, the Authority shall forthwith appoint a Trustee to fill such vacancy until a successor Trustee shall be appointed by the registered holders of the Bonds as authorized in this Section 8. The Authority shall publish notice of any such appointment made by it once in each week for two (2) consecutive calendar weeks, in a newspaper of general circulation in the City of New York, State of New York, the first publication to be made within twenty (20) days after such appointment. Any successor Trustee appointed by the Authority shall, immediately and without further act, be superseded by a Trustee appointed by the registered holders of the Bonds.

Any company into which any Trustee may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which any Trustee may sell or transfer all or substantially all of its corporate trust business (*provided, however,* such company shall be a bank or trust company located in the Port of New York District and shall be authorized by law to perform all the duties imposed upon it by this resolution), shall be the successor to such Trustee without the execution or filing of any paper or the performance of any further act.

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The failure of the Authority to take any action required by this Section 8 shall not invalidate any bond or bonds issued pursuant to this resolution or hereafter issued by the Authority, or affect any other actions of the Authority. The Authority shall in no way be restricted by this Section 8 from entering any defense to an action or proceeding instituted by the Trustee or by the registered holder or registered holders of the Bonds.

SECTION 9. The form of the bond, including provisions with respect to numbering, authentication and assignment, for the Bonds shall be determined by the Committee on Finance or by an Authorized Officer. The bonds shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be signed by an Authorized Officer; *provided, however,* that each bond may be executed by the facsimile signature of an Authorized Officer and, in such event, such bond shall have endorsed thereon a certificate of authentication manually executed by the Registrar of the Authority. No bond bearing a facsimile signature of any Authorized Officer shall be entitled to any benefit under this resolution or the Consolidated Bond Resolution or be valid or obligatory for any purpose unless and until such certificate of authentication shall have been manually executed by the Registrar of the Authority, as aforesaid, and such manually executed certificate upon such bond shall be conclusive evidence that such bond has been authenticated and delivered under this resolution. Such certificate of authentication on any such bond shall be deemed to have been executed by the Registrar of the Authority, as aforesaid, if signed by an authorized officer thereof, but it shall not be necessary that the same officer sign the certificate of authentication on all of such bonds issued under this resolution. In case any Authorized Officer who shall have signed or whose facsimile signature shall appear on any of the bonds shall cease to be an Authorized Officer before such bonds shall have been actually issued, such bonds may nevertheless be issued as though such Authorized Officer who signed such bonds had not ceased to be an Authorized Officer.

SECTION 10. In case any bond shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new bond of like tenor in exchange or substitution for and upon cancellation of such mutilated bond or in lieu of or in substitution for such destroyed or lost bond; or if such bond shall have matured, instead of issuing a substitute bond the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute bond shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such bond and of the ownership thereof and also such security and indemnity as may be required by the Authority. The Authority may execute and deliver any such substitute bond or make any such payment; or any Paying Agent may make any such payment upon the written request or authorization of the Authority. Upon the issuance of any substitute bond, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new bond so issued in substitution. Any bond issued under the provisions of this section in lieu of any bond alleged to have been destroyed or lost shall constitute an original contractual

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obligation on the part of the Authority, whether or not the bond so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this resolution and of the Consolidated Bond Resolution with all other bonds, notes and coupons (if any) issued hereunder or thereunder.

SECTION 11. The Executive Director, Chief Financial Officer, Treasurer and Deputy Treasurer of the Authority are authorized to take any and all action which the Committee on Finance is authorized to take pertaining to the issuance and sale of the Bonds or otherwise under this resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by the Executive Director, Chief Financial Officer, Treasurer or Deputy Treasurer, if the Bonds are issued and sold on a competitive basis.

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**CONSOLIDATED BONDS, ONE HUNDRED EIGHTH SERIES THROUGH
CONSOLIDATED BONDS, ONE HUNDRED TWENTY-SECOND SERIES-
SALE**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

SECTION 1. This resolution shall apply with equal force and effect to each of Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series, inclusive, on an individual basis (each such series hereinafter called the "Bonds").

SECTION 2. The Committee on Finance of the Authority (hereinafter called the "Committee on Finance") is authorized in the name of and on behalf of the Authority to sell all or any part of Three Hundred Million Dollars (\$300,000,000), in principal amount of the Bonds, at a price which will result in a true interest cost to the Authority not in excess of twelve per centum (12%), at public or private sale, with or without advertisement, in one or more installments, at one or more times, and to apply the proceeds of such sale or sales as provided in the resolution authorizing the establishment and issuance of the Bonds.

SECTION 3. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Bonds, to fix the time or times of sale of the Bonds, to determine the terms and conditions upon which such sales shall be made and to accept or reject offers in connection with such sales.

SECTION 4. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Bonds, to enter into any contracts or agreements pertaining to the Bonds; to fix the time or times and determine the terms and conditions of delivery of the Bonds; to appoint one or more Paying Agents and a Registrar and a Trustee, and to designate the office or offices of any such Paying Agent (or Paying Agents) at which payments shall be made and the office or offices of any such Registrar at which the books for registration shall be kept; to make any selection, designation, determination or estimate and to take or withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Bonds, the Authority adopting all such selections, designations, determinations, estimates, actions, withholdings of action, formulations and expressions of opinions and exercises of discretion or judgment, including those pursuant to Section 3 of the Consolidated Bond Resolution, or otherwise, as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

SECTION 5. The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials in connection with the Bonds and (ii) for the preparation and distribution of such other documents giving pertinent data

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with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 6. The Executive Director, Chief Financial Officer, Treasurer and Deputy Treasurer of the Authority are authorized to take any and all action which the Committee on Finance is authorized to take pertaining to the issuance and sale of the Bonds or otherwise under this resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by the Executive Director, Chief Financial Officer, Treasurer or Deputy Treasurer, if the Bonds are issued and sold on a competitive basis.

SECTION 7. The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Bonds on the basis that the Bonds are to be in conformity with, and that the interest on the Bonds is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Bonds are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are ratified. Any Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of the Bonds, as to the status of the projects for which the proceeds of the Bonds are to be used, as to the Authority's intentions with respect to the application and investment of the proceeds of the Bonds, and as to such other related matters as may be authorized by the Committee on Finance and any such actions taken in connection therewith are ratified. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman of the Authority; Vice Chairman of the Authority; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Deputy Treasurer of the Authority.

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**CONSOLIDATED NOTES, SERIES TT, SERIES UU, SERIES VV, SERIES WW
AND SERIES XX-ESTABLISHMENT AND ISSUANCE**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

WHEREAS, heretofore and on the 9th day of October 1952, The Port Authority of New York and New Jersey (formerly known as The Port of New York Authority and hereinafter called the "Authority") adopted a resolution (hereinafter called the "Consolidated Bond Resolution"), constituting a contract with the holders of the obligations issued thereunder, providing for the issuance of certain direct and general obligations of the Authority (hereinafter called "Consolidated Bonds"), from time to time, in conformity with the Consolidated Bond Resolution for the purposes therein set forth; and

WHEREAS, the Consolidated Bond Resolution provides that Consolidated Bonds shall be issued in such series as the Authority may determine, and that the characteristics of each such series shall be determined by the Authority by and in the resolution establishing such series, and that the resolution establishing such series may contain other terms and provisions not inconsistent with the Consolidated Bond Resolution and the Authority has provided funds for authorized purposes in part by the issuance of short-term bonds (hereinafter called "Consolidated Notes"), from time to time, in conformity with the Consolidated Bond Resolution; and

WHEREAS, the Authority has heretofore established various series of Consolidated Notes and has now determined that it is appropriate to establish certain additional series of Consolidated Notes, without prejudice to its right hereafter to establish further series of Consolidated Bonds or Consolidated Notes;

NOW, THEREFORE, be it resolved by the Authority:

SECTION 1. As used in this resolution, any words or phrases specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman of the Authority; Vice Chairman of the Authority; Chairman of the Committee on Finance of the Authority; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Deputy Treasurer of the Authority.

SECTION 2. Each of Consolidated Notes, Series TT, Consolidated Notes, Series UU, Consolidated Notes, Series VV, Consolidated Notes, Series WW and Consolidated Notes, Series XX, is established as a separate series of Consolidated Notes and the issuance of up to Two Hundred Million Dollars (\$200,000,000) of each such series is authorized. Each of such series shall be issued in conformity with the Consolidated Bond Resolution for the purposes specified in this resolution. This resolution shall apply with equal force and effect

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to each of such series on an individual basis (each of such series hereinafter called the "Notes"). This resolution shall constitute a contract with the registered holders of the Notes and with each such registered holder.

SECTION 3. The Notes shall be issued in one or more installments as the Committee on Finance of the Authority (hereinafter called the "Committee on Finance") may hereafter determine, and, notwithstanding any terms or conditions set forth in this resolution, in connection with the issuance of the Notes the Committee on Finance is authorized (i) prior to the issuance of any installment of the Notes, to establish the date as of which such installment shall be dated; (ii) prior to the issuance of any installment of the Notes, to establish the date or dates (in the event such installment is comprised in whole or in part of serial maturities) at which any of such installment shall mature; *provided, however,* that said date or dates shall not be more than three (3) years from the date as of which such installment is dated; (iii) prior to the issuance of any installment of the Notes, to establish, adjust or change the provisions relating to the rate or rates of interest to be borne by such installment and to the payment of interest on such installment; (iv) prior to the issuance of the first installment of the Notes, to adjust or change the medium of payment for the Notes; (v) prior to the issuance of any installment of the Notes, to establish, adjust, change or rescind the redemption, retirement and call provisions relating to such installment; *provided, however,* that the Committee on Finance may not establish, adjust or change such redemption, retirement and call provisions to impose a call premium; (vi) prior to the issuance of the first installment of the Notes, to provide for the Notes to be issued on original issuance as registered notes or as book-entry only securities, in either case subject to a book-entry system for determining interests therein, with such adjustments and changes in the provisions of this resolution, as in the opinion of the Committee on Finance are appropriate to effectuate such issuance of the Notes; (vii) prior to the issuance of the first installment of the Notes, to provide for the Notes to be separately registrable as to principal and interest (including any authorized incremental interest) to any one or more registered holders of the notes or certificates (if any) with respect to the payment of interest thereon; (viii) prior to the issuance of the first installment of the Notes, to provide for the Notes to be issued as coupon notes in the denomination of \$5,000, with such adjustments and changes in the provisions of this resolution, including the adoption of a form of coupon note issuable only in the denomination of \$5,000, as in the opinion of the Committee on Finance are appropriate to effectuate such issuance of the Notes; and (ix) to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

The proceeds of the Notes may be used for any purpose for which at the time of issuance of the Notes the Authority is authorized by law to issue its obligations. The Committee on Finance may allocate the proceeds of the Notes, from time to time, to certain of the authorized purposes, including the specific designation of any obligations to be refunded with the proceeds of the Notes.

Both principal of and interest on the Notes shall be payable in lawful money of the United States of America; principal of the Notes shall be payable upon presentation and

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surrender thereof by the registered holders, at the office or offices, designated by the Authority, of the Paying Agent (or Paying Agents) appointed for the purpose by the Authority, in a county which is in whole or in part in the Port of New York District; and interest on the Notes shall be payable when due to the registered holders thereof by check or draft drawn on the Paying Agent (or Paying Agents) appointed for the purpose by the Authority and mailed to said registered holders at their last known addresses as appearing upon the Registry Books of the Authority.

SECTION 4. The Notes shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in such authorized denominations as may be determined by the Committee on Finance.

SECTION 5. The Authority will keep or cause to be kept at the offices, designated by the Authority, of its Registrar appointed for that purpose, in a county which is in whole or in part in the Port of New York District, proper and sufficient books for the registration of the Notes. The Notes shall be transferable only upon such books by the registered holder thereof or by such registered holder's attorney duly authorized in accordance with the provisions of this resolution. Upon the written request of the registered holder or registered holders thereof and upon surrender thereof, a note or notes may be exchanged for a note or notes of like tenor, registered as designated in such request, of any other authorized denominations. All requests for registration, transfer, exchange and delivery pertaining to the Notes as above provided shall be filed with the Registrar of the Authority; all notes to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all notes delivered in exchange as aforesaid shall be delivered by the Registrar. All notes surrendered to the Registrar in exchange for other notes or for transfer as above provided shall be cancelled by the Registrar upon such surrender. The Authority shall bear the cost incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of notes, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this resolution.

Nothing contained in this resolution shall be deemed to authorize the execution and delivery of notes except in authorized denominations.

SECTION 6. The Notes shall be redeemable at the option of the Authority, in whole, or, from time to time, in part, at such times established pursuant to Section 3 of this resolution, on prior notice, on the date to be fixed for redemption in the Authority's notice of intention to redeem the Notes, at a redemption price equal to one hundred per centum (100%) of their face value on any such date of redemption, plus accrued interest until such date of redemption.

If less than all of the Notes then outstanding are to be called for redemption at the option of the Authority, and if the Notes then outstanding include notes of any serial maturities, the notes so to be called shall be in inverse order of maturity, and if notes constituting a particular maturity are to be called for redemption, but not all notes

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constituting such maturity are to be called for redemption, the notes so to be called shall be determined by lot, by the Authority or the Registrar, in such manner and by such entity as the Authority may elect or by such other system or method as the Committee on Finance may determine.

Notice of intention to redeem any of the Notes shall be given by the Authority or the Registrar, as the Authority may elect, not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption, to the registered holders of the notes to be called for redemption, by deposit of a copy of such notice, postage prepaid by certified or registered mail, in a United States Post Office, addressed to such registered holders at their last known addresses as appearing upon the Registry Books of the Authority. Notice of the mailing of such notice of intention to redeem notes shall also be published by the Authority in a daily newspaper of general circulation in the Port of New York District not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption; *provided, however*, that failure to give such notice by publication, or any defect therein, shall not affect the validity of any action with respect to the redemption of such notes.

On or before the date fixed for redemption specified in the Authority's notice of intention to redeem, the Authority will pay or cause to be paid to the Paying Agent (or Paying Agents) an amount in cash in the aggregate sufficient to redeem all of the notes which are to be redeemed, at the respective redemption prices thereof, which, in each case, shall include the accrued interest until the date fixed for redemption, such principal amount to be held by the Paying Agent (or Paying Agents) in trust for the account of the registered holders of the notes so called for redemption and to be paid to them respectively upon presentation and surrender of the said notes with accrued interest included in such redemption price to be paid to the registered holders in accordance with the provisions of this resolution. On and after the date fixed for redemption, the notice of intention to redeem having been completed as above provided, the notes so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for redemption of such notes on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the notes so called on and after the date fixed for their redemption, and such notes shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution, but shall rely solely upon the funds so deposited.

In the case of notes of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value representing the minimum authorized denomination shall be treated as though it were a separate note of the minimum authorized denomination, and the word "note" as used in the foregoing provisions of this Section 6 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the units of face value representing the minimum authorized

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denomination of any note are to be called for redemption, then upon notice of intention to redeem such unit or units, the registered holder of said note shall forthwith present said note to the Registrar who shall issue a new note or notes of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange therefor, pursuant to Section 5 of this resolution, including a new note or notes with the aggregate principal amount of the unit or units of face value called for redemption; and such new note or notes shall be deemed to be duly called for redemption without further notice to the registered holder thereof. If the registered holder of such note of a denomination greater than the minimum authorized denomination shall fail to present such note to the Registrar for the issuance of new notes of smaller denominations in exchange therefor, as aforesaid, such note shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent (or Paying Agents), as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such note represented by such unit or units of face value on and after the date fixed for redemption, and such note shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

SECTION 7. The Authority shall not apply any moneys in the Consolidated Bond Reserve Fund except for the payment of bonds secured by a pledge of the General Reserve Fund in whole or in part, the payment of debt service upon bonds so secured, the purchase for retirement of bonds so secured or the redemption of bonds so secured, or for the payment of expenses incurred for the establishment, acquisition, construction or effectuation, or for the operation, maintenance, repair or administration of any facility financed or refinanced in whole or in part by bonds secured by a pledge of the General Reserve Fund in whole or in part, or otherwise for the fulfillment of any undertakings which the Authority has assumed or may or shall hereafter assume to or for the benefit of the holders of bonds secured by a pledge of the General Reserve Fund in whole or in part; *provided, however,* that nothing herein contained shall be construed to permit the application by the Authority of moneys in the Consolidated Bond Reserve Fund except for purposes and upon conditions which are authorized by the Consolidated Bond Resolution.

Consolidated Bonds proposed to be issued for purposes in connection with an additional facility or a group of additional facilities in connection with which the Authority has not theretofore issued bonds which have been secured by a pledge of the General Reserve Fund in whole or in part, may be issued, and bonds other than Consolidated Bonds proposed to be issued for purposes in connection with such an additional facility or group of additional facilities may be secured by a pledge of the General Reserve Fund in whole or in part, in each case if and only if the Authority shall certify at the time of issuance (as defined in Section 3 of the Consolidated Bond Resolution) its opinion that the issuance of such Consolidated Bonds or that such pledge of the General Reserve Fund as security for

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such bonds other than Consolidated Bonds will not, during the ensuing ten (10) years or during the longest term of any of such bonds proposed to be issued (whether or not Consolidated Bonds), whichever shall be longer, in the light of its estimated expenditures in connection with such additional facility or such group of additional facilities, materially impair the sound credit standing of the Authority or the investment status of Consolidated Bonds or the ability of the Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and the Authority may apply moneys in the General Reserve Fund for purposes in connection with those of its bonds and only those of its bonds which it has theretofore secured by a pledge of the General Reserve Fund in whole or in part. Expenditures in connection with an additional facility or group of additional facilities shall mean the amount of the excess, if any, of the sum of all items of expense to be considered in determining the net revenues of the additional facility or group of additional facilities plus the debt service upon the bonds proposed to be issued and upon any additional bonds which in the Authority's opinion would be required to be issued to place and maintain such facility or group of facilities upon a sound operating basis, over and above the sum of all items of revenue and income to be considered in determining such net revenues.

SECTION 8. The form of the note, including provisions with respect to numbering, authentication and assignment, for the Notes shall be determined by the Committee on Finance or by an Authorized Officer. The notes shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be signed by an Authorized Officer; *provided, however*, that each note may be executed by the facsimile signature of an Authorized Officer and, in such event, such note shall have endorsed thereon a certificate of authentication manually executed by the Registrar of the Authority. No note bearing a facsimile signature of any Authorized Officer shall be entitled to any benefit under this resolution or the Consolidated Bond Resolution or be valid or obligatory for any purpose unless and until such certificate of authentication shall have been manually executed by the Registrar of the Authority, as aforesaid, and such manually executed certificate upon such note shall be conclusive evidence that such note has been authenticated and delivered under this resolution. Such certificate of authentication on any such note shall be deemed to have been executed by the Registrar of the Authority, as aforesaid, if signed by an authorized officer thereof, but it shall not be necessary that the same officer sign the certificate of authentication on all of such notes issued under this resolution. In case any Authorized Officer who shall have signed or whose facsimile signature shall appear on any of the Notes shall cease to be an Authorized Officer before such notes shall have been actually issued, such notes may nevertheless be issued as though such Authorized Officer who signed such notes had not ceased to be an Authorized Officer.

SECTION 9. In case any note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new note of like tenor in exchange or substitution for and upon cancellation of such mutilated note or in lieu of or in substitution for such destroyed or lost note; or if such note shall have matured, instead of issuing a substitute note the Authority may pay the same without surrender thereof. In

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case of destruction or loss, the applicant for a substitute note shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such note and of the ownership thereof and also such security and indemnity as may be required by the Authority. The Authority may execute and deliver any such substitute note or make any such payment; or any Paying Agent may make any such payment upon the written request or authorization of the Authority. Upon the issuance of any substitute note, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new note so issued in substitution. Any note issued under the provisions of this section in lieu of any note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this resolution and of the Consolidated Bond Resolution with all other bonds, notes and coupons (if any) issued hereunder or thereunder.

SECTION 10. The Executive Director, Chief Financial Officer, Treasurer and Deputy Treasurer of the Authority are authorized to take any and all action which the Committee on Finance is authorized to take pertaining to the issuance and sale of the Notes or otherwise under this resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by the Executive Director, Chief Financial Officer, Treasurer or Deputy Treasurer, if the Notes are issued and sold on a competitive basis.

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**CONSOLIDATED NOTES, SERIES TT, SERIES UU, SERIES VV, SERIES WW
AND SERIES XX-SALE**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

SECTION 1. This resolution shall apply with equal force and effect to each of Consolidated Notes, Series TT, Consolidated Notes, Series UU, Consolidated Notes, Series VV, Consolidated Notes, Series WW and Consolidated Notes, Series XX, on an individual basis (each such series hereinafter called the "Notes").

SECTION 2. The Committee on Finance of the Authority (hereinafter called the "Committee on Finance") is authorized in the name of and on behalf of the Authority, to sell all or any part of Two Hundred Million Dollars (\$200,000,000) in principal amount of the Notes, at a price which will result in a true interest cost to the Authority not in excess of twelve per centum (12%), at public or private sale, with or without advertisement, in one or more installments, at one or more times, and to apply the proceeds of such sale or sales as provided in the resolution authorizing the establishment and issuance of the Notes.

SECTION 3. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Notes, to fix the time or times of sale of the Notes, to determine the terms and conditions upon which such sales shall be made and to accept or reject offers in connection with such sales.

SECTION 4. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Notes, to enter into any contracts or agreements pertaining to the Notes; to fix the time or times and determine the terms and conditions of delivery of the Notes; to appoint one or more Paying Agents and a Registrar, and to designate the office or offices of any such Paying Agent (or Paying Agents) at which payments shall be made and the office or offices of any such Registrar at which the books for registration shall be kept; to make any selection, designation, determination or estimate and to take or withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Notes, the Authority adopting all such selections, designations, determinations, estimates, actions, withholdings of action, formulations and expressions of opinions and exercises of discretion or judgment, including those pursuant to Section 3 of the Consolidated Bond Resolution, or otherwise, as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

SECTION 5. The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials in connection with the Notes and

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(ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 6. The Executive Director, Chief Financial Officer, Treasurer and Deputy Treasurer of the Authority are authorized to take any and all action which the Committee on Finance is authorized to take pertaining to the issuance and sale of the Notes or otherwise under this resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by the Executive Director, Chief Financial Officer, Treasurer or Deputy Treasurer, if the Notes are issued and sold on a competitive basis.

SECTION 7. The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Notes, on the basis that the Notes are to be in conformity with, and that the interest on the Notes is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Notes are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are ratified. Any Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of the Notes, as to the status of the projects for which the proceeds of the Notes are to be used, as to the Authority's intentions with respect to the application and investment of the proceeds of the Notes, and as to such other related matters as may be authorized by the Committee on Finance and any such actions taken in connection therewith are ratified. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman of the Authority; Vice Chairman of the Authority; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Deputy Treasurer of the Authority.

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**PORT AUTHORITY VERSATILE STRUCTURE OBLIGATIONS RESOLUTION-
MODIFICATION**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

WHEREAS, The Port Authority of New York and New Jersey (hereinafter referred to as the "Authority") has been authorized and empowered to issue bonds, notes or other obligations or evidences of indebtedness to provide funds for authorized purposes; and

WHEREAS, on June 11, 1992, the Authority determined to authorize and establish an issue of Versatile Structure Obligations (such term and all other terms of special meaning having the meanings ascribed to such terms in or pursuant to Section 1 of this Resolution); and

WHEREAS, in establishing the issue of Versatile Structure Obligations on June 11, 1992, the Authority provided a method of financing in addition to other methods available or hereafter available to the Authority; and

WHEREAS, the Authority has determined to modify the Prior Resolution pursuant to Section 7(a) of the Prior Resolution, for the purpose of accomplishing certain technical clarifications of various provisions of the Prior Resolution; and

WHEREAS, Versatile Structure Obligations shall continue to be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2(c) of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the Prior Resolution is modified, and as so modified is restated in its entirety to read as follows:

SECTION 1. Definitions.

Unless the context shall clearly indicate some other meaning or may otherwise require, the terms defined in this Section 1 shall, for all purposes of this Resolution and of any resolution amendatory hereof or supplemental hereto and of any opinion, instrument or document herein or therein mentioned (unless otherwise defined therein), have the meanings specified in this Section 1, with the following definitions to be equally applicable to both the singular and plural forms of any terms defined in this Section 1 and vice versa. Any words or phrases not otherwise defined in this Section 1 and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions (except as herein otherwise expressly provided or unless the context otherwise requires).

The term "Authority-owned Certificates" shall have the meaning given to such term in Section 7(b)(v) of this Resolution.

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The term "Certificate" shall mean any bond, note or other evidence of indebtedness of the Authority constituting the whole or a part of any series of Versatile Structure Obligations.

The term "Certificate Holder" or "Holder of a Certificate" shall mean the holder or holders, individually and collectively, of a Certificate or Certificates.

The term "Code" shall mean the Internal Revenue Code of 1986.

The term "Commercial Paper Obligations" shall mean the issue of special obligations of the Authority known as "Port Authority Commercial Paper Obligations".

The term "Committee on Finance" shall mean the Committee on Finance of the Board of Commissioners of the Authority.

The term "Consolidated Bond Reserve Fund" shall mean the special fund by that name established by Section 7 of the Consolidated Bond Resolution.

The term "Consolidated Bond Resolution" shall mean the resolution of the Authority adopted October 9, 1952, entitled "*Consolidated Bonds—Establishment of Issue*".

The term "Consolidated Bonds" shall mean the issue of obligations of the Authority known as "Consolidated Bonds" (which also includes short-term bonds known as "Consolidated Notes").

The term "Designated Officer" shall mean the Chairman; Vice Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Deputy Treasurer of the Authority.

The term "General Reserve Fund" shall mean the special fund by that name established by the General Reserve Fund Statutes.

The term "General Reserve Fund Resolution" shall mean the resolution of the Authority adopted March 9, 1931, entitled "*General Reserve Fund Supporting Bonds Legal for Investment*", as amended by the resolution of the Authority adopted May 5, 1932, entitled "*Investments: Authority of Finance Committee*", as further amended by the Consolidated Bond Resolution to conform to the provisions of Section 6 of the Consolidated Bond Resolution.

The term "General Reserve Fund Statutes" shall mean Chapter 5 of the Laws of New Jersey of 1931, as amended, and Chapter 48 of the Laws of New York of 1931, as amended.

The term "Net Revenues", solely for the purpose of this Resolution, shall mean, with respect to any date of calculation, the revenues of the Authority pledged under the Consolidated Bond Resolution and remaining after (i) payment or provision for payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes; and (iii) applications to purposes authorized in accordance with Section 7 of the Consolidated Bond Resolution.

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The term "Paying Agent" shall mean the Paying Agent or Paying Agents, individually and collectively appointed by the Authority for and in connection with a particular series of Versatile Structure Obligations or any successor or successors appointed by the Authority.

The term "Port Authority Equipment Notes" shall mean the issue of obligations of the Authority known as "Port Authority Equipment Notes".

The term "Port Authority Versatile Structure Obligations Resolution" or "this Resolution" shall mean this resolution of the Authority adopted December 12, 1996, entitled "*Port Authority Versatile Structure Obligations Resolution-Modification*", including any amendments, modifications or supplements hereto.

The term "Prior Resolution" shall mean the resolution of the Authority adopted October 13, 1994, entitled "*Port Authority Versatile Structure Resolution-Modification*".

The term "Registrar" shall mean the Registrar appointed by the Authority for and in connection with a particular series of Versatile Structure Obligations or any successor Registrar appointed by the Authority.

The term "Special Project Bonds" shall mean the issue of special limited obligations of the Authority known as "Special Project Bonds".

The term "Variable Rate Master Notes" shall mean the issue of special obligations of the Authority known as "Port Authority Variable Rate Master Notes".

The term "Versatile Structure Obligations" shall mean the issue of special obligations of the Authority known as "Port Authority Versatile Structure Obligations".

SECTION 2. Establishment, Authorization, Terms and Issuance.

(a) Establishment and Authorization of Issue of Versatile Structure Obligations.

An issue of special obligations of the Authority to be known as "Port Authority Versatile Structure Obligations" is established under and pursuant to this Resolution. Versatile Structure Obligations shall be payable from the sources of payment and to the extent provided in Section 2(c) of this Resolution.

(b) General Terms of each Series of Versatile Structure Obligations.

Versatile Structure Obligations may be issued by the Committee on Finance, from time to time, in one or more series, which series may be comprised of one or more installments, and the Committee on Finance may establish such terms and conditions, from time to time, as it deems appropriate in connection with each series or installment of Versatile Structure Obligations and may enter into any contracts or agreements as it deems appropriate in connection with each such series or installment in the name of and on behalf of the Authority.

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A Designated Officer may take any and all action to be taken by the Committee on Finance pertaining to the issuance of a series or installment of Versatile Structure Obligations or otherwise under this Resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by a Designated Officer in connection with a series of Versatile Structure Obligations either (i) issued on a competitive basis, (ii) bearing interest at a variable rate of interest or (iii) issued on a multimodal basis; *provided further, however*, that solely with respect to clauses (ii) and (iii) above, any remarketing agent (or successor thereto) for such series must have been selected on the basis of a request for proposals process pertaining to the selection of a remarketing agent for such series or for any prior series of Versatile Structure Obligations.

(c) Sources of Payment.

The principal of and interest on Versatile Structure Obligations shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from Net Revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or Net Revenues are insufficient therefor, from other moneys of the Authority legally available for such payments when due.

The principal of and interest on Versatile Structure Obligations shall not be payable from the General Reserve Fund and the payment thereof shall be subject in all respects to (i) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution and (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes.

(d) Application of Proceeds.

The proceeds of each series of Versatile Structure Obligations shall be used (i) for purposes of, or with respect to the financing of, capital expenditures in connection with any one or more of the facilities of the Authority; *provided, however*, that subject to agreements with the holders of obligations of the Authority, the Committee on Finance may authorize all or any portion of the unspent proceeds of any such series of Versatile Structure Obligations to be used for any purpose for which at the time of issuance of such series the Authority was authorized by law to issue its obligations, including for purposes of, or with respect to the financing of, capital expenditures in connection with additional facilities of the Authority certified or to be certified after issuance of such series; (ii) for purposes of refunding, directly, by offers to exchange, or otherwise, all or any part of any bonds, notes or other obligations of the Authority; and (iii) for certain incidental purposes, including certain costs of, and relating to, such series.

The Committee on Finance may allocate the proceeds of a series of Versatile Structure Obligations (or installment thereof), from time to time, to purposes in connection with some but not all of the purposes authorized in this Section 2(d), including the specific

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designation of any bonds, notes or other obligations to be refunded with the proceeds of such series (or such installment thereof); *provided, however*, that no portion of the proceeds of any series of Versatile Structure Obligations shall be allocated to purposes in connection with an additional facility of the Authority prior to the initial expenditure of proceeds of the first series of Consolidated Bonds issued for purposes of capital expenditures in connection with such additional facility.

(e) Form and Places of Payment.

Unless otherwise determined by the Committee on Finance, principal of and interest on the Certificates and any other payments pertaining to any of the Certificates shall be payable in lawful money of the United States of America; principal of the Certificates shall be payable upon presentation and surrender of the Certificates by the Certificate Holders, at the office or offices, designated by the Committee on Finance, of the Paying Agent or Paying Agents, in a county which is in whole or in part in the Port District; interest on the Certificates shall be payable when due to the Certificate Holders by check or draft drawn on the Paying Agent or Paying Agents and mailed to the Certificate Holders; and any other payments to the Certificate Holders shall be payable in the manner determined by the Committee on Finance.

(f) Effect of Saturdays, Sundays and Legal Holidays.

If the date for payment of principal of and interest on or the date for any other payments pertaining to any of the Certificates, or the date fixed for maturity or redemption of any of the Certificates shall be a Saturday, a Sunday, a legal holiday or a day on which banking institutions within the Port District are required or authorized by law to remain closed, then such payment or redemption may be made on the next succeeding business day not a Saturday, a Sunday, a legal holiday or a day on which banking institutions within the Port District are required or authorized by law to remain closed, with the same force and effect as if done on the nominal date provided in or pursuant to this Resolution.

(g) Form and Denominations.

Unless otherwise determined by the Committee on Finance, each series of Versatile Structure Obligations shall be issued only in registered form, and the Certificates pertaining to each such series shall be registered as to both principal and interest and not as to either alone in authorized denominations.

(h) Evidence of Ownership.

Unless otherwise determined by the Committee on Finance, the Authority may treat the Holder of a Certificate in whose name such Certificate is registered as the absolute owner of such Certificate for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and the Authority shall not be affected by any notice or knowledge to the contrary.

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(i) Mutilated, Lost or Destroyed Certificates.

In case any Certificate shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new Certificate of like tenor in exchange or substitution for and upon cancellation of such mutilated Certificate or in lieu of or in substitution for such destroyed or lost Certificate; or if such Certificate shall have matured, instead of issuing a substitute Certificate the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute Certificate shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such Certificate and of the ownership thereof and also such security and indemnity as may be required by the Authority. Upon the issuance of any substitute Certificate, the Authority, at its option, may require the applicant for such substitute Certificate to pay a sum sufficient to reimburse the Authority for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new Certificate so issued in substitution. Any Certificate issued under the provisions of this Section 2(i) in lieu of any Certificate alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the Certificate so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this Resolution with all other Certificates issued under this Resolution.

(j) Authorization of Distribution of Disclosure Documents.

The Committee on Finance may arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials pertaining to any series of Versatile Structure Obligations and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 3. Execution of Certificates.

(a) Execution of Certificates.

Each of the Certificates shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and, unless otherwise determined by the Committee on Finance, shall be manually signed by a Designated Officer.

(b) Validity of Signatures on Certificates.

In case any Designated Officer whose signature shall appear on any of the Certificates shall cease to be a Designated Officer before such Certificates shall have been actually issued, such Certificates may nevertheless be issued as though such Designated Officer whose signature appears on such Certificates had not ceased to be a Designated Officer.

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SECTION 4. Form of the Certificates.

The form of the Certificates for each series of Versatile Structure Obligations, including provisions with respect to authentication and assignment, shall be determined by the Committee on Finance.

SECTION 5. Covenants.

The Authority covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the Certificate Holders all payments to such holders when due, in the manner, to the extent and as specified in their Certificates;

(b) Upon the date of issuance of each series of Versatile Structure Obligations, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such series shall exist, have happened and have been performed and such series, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) The Authority shall take all actions and shall do all things which it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, in accordance with the terms of such provisions.

SECTION 6. Limitations on Amount.

The Authority shall not issue new Versatile Structure Obligations, for purposes other than to refund outstanding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), if at the time of issuance of such new Versatile Structure Obligations, either:

(a) the total principal amount of all bonds, notes or other obligations of the Authority outstanding as of such time of issuance, including the new Versatile Structure Obligations and excluding Consolidated Bonds, Special Project Bonds, Commercial Paper Obligations and Port Authority Equipment Notes, exceeds twenty-five per centum (25%) of the total principal amount of all bonds, notes and other obligations of the Authority outstanding as of such time of issuance, including the new Versatile Structure Obligations and excluding Special Project Bonds, Commercial Paper Obligations and Port Authority Equipment Notes; or

(b) net revenues for any period of twelve (12) consecutive months during the thirty-six (36) month period preceding such time of issuance shall not have amounted to at least one and fifteen one-hundredths (1.15) times the prospective debt service (computed as hereinafter set forth) for the calendar year after such time of issuance, for which the combined debt service (so computed) upon all obligations outstanding as of such time of issuance which are secured by or payable from net revenues, including

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the new Versatile Structure Obligations and excluding Commercial Paper Obligations, would be at a maximum. In calculating such prospective debt service there may, at the Authority's option, be substituted for the actual prospective interest payable on any of such obligations secured by or payable from net revenues, including the new Versatile Structure Obligations, prospective interest on any of such obligations, as follows: in the event that any of such obligations (i) bears interest at a fixed interest rate and has a remaining term to maturity of less than three (3) years from such time of issuance, then the interest rate on such obligation shall be deemed to be the higher of the interest rate on such obligation as of such time of issuance and the interest rate on the most recent series of the Authority's obligations with a term to maturity of at least thirty (30) years, or (ii) bears interest on the basis of an interest payment schedule providing for payments less frequently than annually, then the interest rate on such obligation shall be deemed to be the interest rate equal to the yield to maturity of such obligation as of such time of issuance, or (iii) bears interest at a variable interest rate, then the interest rate on such obligation shall be deemed to be the higher of the rate as published in the Revenue Bond Index of *The Bond Buyer* in effect as of such time of issuance (and in the event such Revenue Bond Index is not published as of such time of issuance, then such rate determined on the basis of a comparable index to be selected in the sole discretion of the Committee on Finance) and the average interest rate on such obligation for the twelve (12) calendar months preceding such time of issuance (and in the event such obligation has not been outstanding for a full twelve (12) calendar months preceding such time of issuance, then such average interest rate determined on the basis of the period of time during which such obligation has been outstanding), or (iv) is associated with an interest rate exchange contract, then the interest rate on such obligation shall be deemed to be the effective interest rate for such obligation determined by reference to such interest rate exchange contract, or (v) is convertible from one interest rate mode to another, then the interest rate on such obligation shall be deemed to be the interest rate in effect as of such time of issuance. In addition, in calculating such prospective debt service, in the event that any of such obligations secured by or payable from net revenues, including the new Versatile Structure Obligations, has (i) a term to maturity from such time of issuance of less than three (3) years or (ii) no stated periodic repayment schedule, there may at the Authority's option be substituted for the actual prospective debt service upon any of such obligations, the debt service which would be payable if such obligation was forthwith refunded by a series of Versatile Structure Obligations having the following characteristics: maturity—thirty (30) years from the time of issuance of the new Versatile Structure Obligations; interest—at the rate of interest determined in accordance with the provisions of the immediately preceding sentence and payable semiannually beginning six (6) months from such time of issuance; amortization—in such annual amounts as would be required to retire the principal amount of such obligation by the thirtieth anniversary of such time of issuance if such annual retirement were effected at par at each anniversary of such time of issuance and if the annual debt service thereon would be equal for all years thereafter until the thirtieth anniversary of such time of issuance.

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In the event that the Authority has entered into a contract, prior to the delivery of any obligation to be taken into account in the calculations to be performed under this Section 6, for the sale to and purchase by the other party to such contract upon original issue, and such obligation (or portion thereof) is to be issued solely for the purpose of refunding bonds, notes or other obligations of the Authority, then in such event the time of issuance of such obligation (or portion thereof) shall be deemed to be the date of original issue of such obligation and such obligation (or portion thereof) shall not be deemed to be outstanding prior to such date of original issue. In the event that an obligation (or portion thereof) issued solely for the purpose of refunding bonds, notes or other obligations of the Authority is outstanding, including the new Versatile Structure Obligations, at the same time as the bonds, notes or other obligations of the Authority to be refunded, for purposes of the calculation to be performed under this Section 6 only such obligation (or portion thereof) issued solely for the purpose of refunding such bonds, notes or other obligations of the Authority shall be included and such bonds, notes or other obligations of the Authority to be refunded shall not be deemed to be outstanding for purposes of such calculation.

In the event that any obligation to be taken into account in the calculation to be performed under this Section 6 is subject to tender at the option of the holder or holders of such obligation, then in such event, in all such calculations such obligation shall be deemed to have been issued without such tender rights and without any credit facilities entered into by the Authority with respect to such tender rights; *provided, however*, in the event that upon any payment under such credit facilities to the holder of such obligation, such payment is deemed to be a loan to the Authority and such obligation nevertheless remains outstanding, then in such event, such obligation shall be deemed to have been refunded under such credit facilities through such payment.

Net revenues for purposes of the calculation to be performed under Section 6(b) of this Resolution, may include in the case of fare and tolls increases adopted by the Authority which have not yet been put into effect or have not been in effect for a full year, the additional net revenues estimated by the Authority to be derived annually from such increases.

Net revenues for purposes of the calculation to be performed under Section 6(b) of this Resolution may also include, in the case of facilities (including additions or improvements to facilities) which have not been in operation, in each case during the entire period of the twelve (12) consecutive months selected for the purposes of such calculation (including facilities under construction as of such time of issuance of the new Versatile Structure Obligations or which are to be acquired, established or constructed by the Authority), the average annual net revenues which the Authority estimates will be derived from each of such facilities during the first thirty-six (36) months of operation thereof after such time of issuance; *provided, however*, that debt service on all additional obligations estimated to be issued to complete such facilities prior to the date any such facilities (including the addition or improvement thereto) become fully operational, is included in calculation of prospective debt service; and *provided further, however*, that the amount of

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any net revenues estimated under this paragraph shall in no event exceed twenty-five per centum (25%) of the net revenues (including any net revenues estimated under the immediately preceding paragraph) determined under Section 6(b) of this Resolution.

In the event that the new Versatile Structure Obligations are issued solely for the purpose of refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), then no calculations under this Section 6 shall be required at such time of issuance. In the event that the new Versatile Structure Obligations are issued in part for purposes of refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), then no calculations under this Section 6 shall be required to include the principal amount of such new Versatile Structure Obligations allocated to refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes) or the prospective debt service associated therewith.

SECTION 7. Modifications.

The Authority may from time to time and at any time:

(a) without authorization, consent or other action by any of the Holders of Certificates, amend or modify this Resolution to make any changes or corrections in this Resolution if such changes or corrections are technical wording corrections or changes or are required for the purpose of curing or correcting any ambiguity or defective or inconsistent provision or omission or mistake or error contained in this Resolution or to insert in this Resolution such provisions clarifying matters or questions arising under this Resolution as are appropriate in the sole opinion of the Authority; *provided, however*, that no such amendment or modification made pursuant to this Section 7(a) shall alter or impair the rights of any Holder of a Certificate; and

(b) amend, repeal or modify in the manner hereinafter set forth in this Section 7(b), any of the terms or provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution) for any purpose whatsoever (other than any such amendment or modification which may be made pursuant to Section 7(a) of this Resolution) with the express consent of such Holder of a Certificate, subject to the following:

(i) Whenever the Authority shall desire any such amendment, repeal or modification of any of the provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution), it shall call a meeting of the holders of Versatile Structure Obligations (or if the amendment, repeal or modification proposed shall affect the rights of the holders of Versatile Structure Obligations of only one or more particular series or installments, then of the holders of Versatile Structure Obligations of each such series or installment so to be affected) for the purpose of considering and acting upon any such proposed amendment, repeal or modification. A notice specifying the purpose, place, date

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and hour of such meeting shall be published by the Authority in a daily newspaper of general circulation in the Port District. Such notice shall be published once a week for four consecutive weeks, the first publication to be not less than thirty (30) days nor more than ninety (90) days prior to the date fixed for the meeting. Such notice also shall briefly set forth the nature of the proposed amendment, repeal or modification, and shall state that a copy thereof is on file with the Authority for inspection. On or before the date of the first publication of the notice, a similar written or printed notice shall be mailed by the Authority, postage prepaid by first class mail, certified or registered, in a United States Post Office addressed to the Certificate Holders to which such notice pertains, at their last known addresses as appearing upon the books for the registration of the Certificates as maintained by the Registrar or Registrars, as appropriate. The actual receipt by any Certificate Holder of such notice shall not be essential to the validity of any such meeting, and a statement by the Authority, duly executed by its Chairman or Vice-Chairman, that the meeting has been called and notice thereof given as herein provided, shall be conclusive as against all parties, and it shall not be open to any Certificate Holder to show that such Certificate Holder failed to receive such notice or to object to the form of such notice; *provided, however*, that such notice shall conform to the provisions of this Section 7(b)(i).

(ii) No person shall be entitled to vote at such meeting unless such person shall be a Certificate Holder or shall hold a proxy duly executed by a Certificate Holder and (1) such person shall present at the meeting a Certificate or Certificates (or in the case of the holder of a proxy, the Certificate or Certificates of the Certificate Holder), or (2) such person shall present at the meeting a receipt of the character described in Section 7(b)(iii) of this Resolution or (3) such person's name (or in the case of the holder of a proxy, the name of the Certificate Holder) shall appear as a Certificate Holder on the list prepared and presented to the meeting by the Registrar or Registrars, as appropriate, as provided in Section 7(b)(iv) of this Resolution.

(iii) Any Certificate Holder may, prior to any such meeting, deliver a Certificate or Certificates, at such Certificate Holder's own expense, to the Registrar of the series of Versatile Structure Obligations to which such Certificate pertains, or to such bank, trust company or national banking association as shall be designated by the Authority, and thereupon shall be entitled to receive an appropriate receipt for the Certificates so deposited, calling for the redelivery of such Certificates at any time after the meeting. A receipt signed by such Registrar, or by such bank, trust company or national banking association that the Certificates have been so deposited, and giving the amount, denomination, series and numbers thereof, shall be sufficient evidence to permit such Certificate Holder, including the holder of a proxy who shall produce such receipt, to be present and to vote at any meeting.

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(iv) The Registrar or Registrars, as appropriate, shall prepare and deliver to the Authority at the time of the convening of the meeting, a list of the names and addresses of the Certificate Holders proposed to be affected by said amendment, repeal or modification, as of the close of business on the day before the date set for the meeting, or the date to which such meeting shall have been adjourned, based upon the books for the registration of the Certificates as maintained by such Registrar or Registrars, together with a statement of the denominations, series and numbers of the Certificates of such Certificate Holders.

(v) The Authority shall present to the meeting, at the convening thereof, a statement duly executed by its Chairman or Vice-Chairman or by the Chairman or Vice-Chairman of the Committee on Finance, listing the denominations, series and numbers of all Certificates of all series of Versatile Structure Obligations proposed to be affected by said amendment, repeal or modification, owned by it or held for its account directly or indirectly, including any Certificates registered in the name of the Authority or held for the account of the Authority, and no person shall be permitted at the meeting to cast any vote or give any consent because of any Certificates listed on such statement, and no such Certificates (hereinafter referred to as "Authority-owned Certificates") shall be counted in determining any vote at such meeting, including the determination of whether or not a quorum is present.

(vi) A representation of at least sixty per centum (60%) in aggregate principal amount of the Versatile Structure Obligations then outstanding (exclusive of Authority-owned Certificates) or, if the amendment, repeal or modification proposed shall only affect one or more particular series or installments of Versatile Structure Obligations, then sixty per centum (60%) in aggregate principal amount of the Certificates outstanding (exclusive of Authority-owned Certificates) of each such series or installment so to be affected, shall be necessary to constitute a quorum at any such meeting of Certificate Holders; but less than a quorum may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice, whether such adjournment shall have been held by a quorum or by less than a quorum. The Authority shall designate a Commissioner or other officer of the Authority to preside as temporary chairman, and such temporary chairman shall immediately call for nominations for a permanent chairman for such meeting. Such permanent chairman shall be some person who shall be a Certificate Holder, or the holder of a proxy, entitled to vote at the meeting. At such meeting each person entitled to vote pursuant to Section 7(b)(ii) of this Resolution shall be entitled to the number of votes determined by dividing the total aggregate principal amount of such person's Certificate or Certificates by the minimum authorized denomination for the series to which such Certificate or Certificates pertain, and such votes shall be cast by ballot. Except as herein provided, the meeting may adopt its own rules of procedure.

(vii) At any such meeting held as aforesaid, the Authority shall submit for consideration and action of the Certificate Holders of Versatile Structure

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Obligations or, if the amendment, repeal or modification proposed shall only affect the rights of the Certificate Holders of one or more particular series or installments of each such series or installments to be affected, a proposed resolution embodying the amendment, repeal or modification to be considered by the meeting. If such proposed resolution shall be consented to and approved (either in person or by proxy) by the Certificate Holders of at least sixty per centum (60%) in aggregate principal amount of the Certificates to be affected thereby outstanding at the time (exclusive of Authority-owned Certificates), then, and in such case, the Authority shall thereby be authorized and empowered to adopt such resolution, and any such resolution so adopted by the Authority shall be binding upon all Certificate Holders, whether or not present at such meeting in person or by proxy; *provided, however,* that no such amendment, repeal or modification shall affect the rights of the Certificate Holders of one or more series or installments of Versatile Structure Obligations in a manner or to an extent differing from that in or to which the rights of Certificate Holders of any other series or installments of Versatile Structure Obligations are affected unless such resolution shall be approved (either in person or by proxy) by the Certificate Holders of at least sixty per centum (60%) in aggregate principal amount of the Certificates then outstanding (exclusive of Authority-owned Certificates) of each such series or installment so affected; and no Certificate Holder shall have any right or cause to object to the adoption of any such resolution by the Authority or to object to any of the terms or provisions therein contained or the exercise thereof or of the authorization contained therein, or in any manner to question the propriety of the adoption thereof or to enjoin or restrain the Authority from executing the same or from taking any action pursuant to the provisions thereof.

(viii) Minutes of all resolutions adopted and proceedings had at every such meeting shall be made and duly entered in books to be from time to time provided for that purpose by the Authority, and any such minutes as aforesaid, if signed by the chairman of the meeting at which such resolutions were passed or proceedings had, shall be prima facie evidence of the matters therein stated, and until the contrary is proved, every such meeting in respect of the proceedings of which minutes shall have been so made and signed and shall be deemed to have been duly held and conveyed, and all resolutions passed thereat or proceedings had thereat shall be deemed to have been duly passed and had.

(ix) In lieu of a meeting of Certificate Holders to approve any amendment, repeal or modification of any of the provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution), such approval may be evidenced by written consents of the holders of the requisite percentage of Certificates specified in Section 7(b)(vi) of this Resolution.

Upon the adoption by the Authority of any resolution pursuant to the provisions of this Section 7, this Resolution (and any resolution amendatory of or supplemental to this Resolution) shall be modified and amended in accordance therewith, and the respective

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rights, duties and obligations of the Authority and all holders of outstanding Certificates shall be thereafter determined, exercised and enforced subject, in all respects, to such modifications and amendments.

SECTION 8. Registrars and Paying Agents.

The Committee on Finance may designate a Registrar and one or more Paying Agents to act as such for and in connection with each series of Versatile Structure Obligations, and may, from time to time, terminate such appointments or designations, designate new, substitute or additional Registrars and Paying Agents, designate separate and different Registrars and Paying Agents in connection with different series or installments of Versatile Structure Obligations, and designate the Authority to act as Registrar or Paying Agent.

SECTION 9. Liability.

Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Designated Officer shall be held personally liable to any Certificate Holder, or under this Resolution, the Prior Resolution or any resolution heretofore or hereafter adopted relating to Versatile Structure Obligations, or because of the issuance or attempted issuance of any of the Versatile Structure Obligations, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things wilfully done by such person with an intent to defraud or wilfully omitted to be done by such person with an intent to defraud.

SECTION 10. Certifications.

A Designated Officer may, in connection with any series of Versatile Structure Obligations which is issued on the basis that such series is to be in conformity with, and that the interest on such series is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Code, or successor provisions of law, and the regulations thereunder, take any action which may be appropriate to assure that such series is issued, and during its term is outstanding on such basis, and any such actions taken in connection therewith are ratified. A Designated Officer may certify on behalf of the Authority as to the need for the issuance of any such series for the purposes for which such series is issued, as to the status of the projects for which the proceeds of such series would be used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other matters as such Designated Officer deems appropriate.

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SECTION 11. Determinations.

Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made in connection with a series of Versatile Structure Obligations, or that any action may be taken or withheld in connection with a series of Versatile Structure Obligations, or that any action which shall or may be taken or withheld is dependent upon opinion, discretion or judgment, then such selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution, whether required to be made, taken or withheld as a condition precedent to the issuance of any such series or for the purpose of determining if all conditions precedent to the issuance of such series exist, or otherwise, the Authority adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 12. Resolution to Constitute a Contract.

The provisions of this Resolution shall constitute a contract with each Certificate Holder.

SECTION 13. Titles.

Titles to the Sections of this Resolution are solely for convenience and are not an aid in the interpretation of this Resolution or any part of this Resolution.

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**PORT AUTHORITY VARIABLE RATE MASTER NOTE RESOLUTION-
MODIFICATION**

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

WHEREAS, The Port Authority of New York and New Jersey (hereinafter referred to as the "Authority") has been authorized and empowered to issue bonds, notes or other obligations or evidences of indebtedness to provide funds for authorized purposes; and

WHEREAS, on July 14, 1988, the Authority determined to authorize and establish an issue of Port Authority Variable Rate Master Notes (such term and all other terms of special meaning having the meaning ascribed to such terms in or pursuant to Article I of this Resolution); and

WHEREAS, the Authority has heretofore entered into certain variable rate master note agreements with selected banks, trust companies and financial institutions and issued notes thereunder for certain authorized purposes, without prejudice to its rights thereafter from time to time to enter into further and additional agreements (and issue further and additional notes thereunder); and

WHEREAS, the Authority has determined to modify the Prior Resolutions for the purpose of accomplishing certain technical clarifications of various provisions of the Prior Resolutions; and

WHEREAS, Port Authority Variable Rate Master Notes shall continue to be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the Prior Resolutions are modified, with respect to Notes to be issued after the date of this Resolution, and, to the extent not otherwise inconsistent with the provisions of the Prior Resolutions or the provisions of any Variable Rate Master Note Agreement entered into prior to the date of this Resolution, with respect to any Note issued and outstanding under such Variable Rate Master Note Agreement, to read as follows:

ARTICLE I. DEFINITIONS.

As used in this Resolution and unless otherwise indicated or unless the context otherwise requires, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the defined terms). As used in this Resolution, any words or phrases not otherwise defined herein and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions.

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The term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman of the Authority; Vice-Chairman of the Authority; Chairman of the Committee on Finance of the Authority; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Deputy Treasurer of the Authority.

The term "Consolidated Bond Reserve Fund" shall mean the special fund by that name established by Section 7 of the Consolidated Bond Resolution.

The term "Consolidated Bond Resolution" shall mean the resolution of the Authority adopted October 9, 1952, entitled "*Consolidated Bonds—Establishment of Issue*".

The term "Consolidated Bonds" shall mean the issue of obligations of the Authority known as "Consolidated Bonds" (which also includes short-term bonds known as "Consolidated Notes").

The term "General Reserve Fund" shall mean the special fund by that name established by the General Reserve Fund Statutes.

The term "General Reserve Fund Resolution" shall mean the resolution of the Authority adopted March 9, 1931, entitled "*General Reserve Fund Supporting Bonds Legal for Investment*", as amended by the resolution of the Authority adopted May 5, 1932, entitled "*Investments: Authority of Finance Committee*", as further amended by the Consolidated Bond Resolution to conform to the provisions of Section 6 of the Consolidated Bond Resolution.

The term "General Reserve Fund Statutes" shall mean Chapter 5 of the Laws of New Jersey of 1931, as amended, and Chapter 48 of the Laws of New York of 1931, as amended.

The term "Net Revenues", solely for the purpose of this Resolution, shall mean, with respect to any date of calculation, the revenues of the Authority pledged under the Consolidated Bond Resolution and remaining after (i) payment or provision for payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes; and (iii) applications to purposes authorized in accordance with Section 7 of the Consolidated Bond Resolution.

The term "Note" shall mean a promissory note of the Authority, issued under and pursuant to a Variable Rate Master Note Agreement to evidence the principal amount outstanding under such Variable Rate Master Note Agreement and any repayments of such principal amount.

The term "Port Authority Variable Rate Master Note Resolution" or "this Resolution" shall mean this resolution of the Authority adopted December 12, 1996,

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entitled "*Port Authority Variable Rate Master Note Resolution—Modification*", including any amendments, modifications or supplements hereto.

The term "Port Authority Variable Rate Master Notes" shall mean the issue of special obligations of the Authority known as "Port Authority Variable Rate Master Notes".

The term "Prior Resolutions" shall mean the resolution of the Authority adopted July 14, 1988, entitled "*Port Authority Variable Rate Master Note Agreements*", the resolution of the Authority adopted March 9, 1989, entitled "*Port Authority Variable Rate Master Note Agreements with Selected Financial Institutions*", the resolution of the Authority adopted November 14, 1991, entitled "*Port Authority Variable Rate Master Note Resolution*", and the resolution of the Authority adopted October 13, 1994, entitled "*Port Authority Variable Rate Master Note Resolution—Modification*".

The term "Variable Rate Master Note Agreement" shall mean an agreement, as the same may be amended or supplemented from time to time, between the Authority and a selected bank, trust company or financial institution, providing, *inter alia*, for the issuance of a Note.

ARTICLE II. ESTABLISHMENT, AUTHORIZATION, TERMS AND ISSUANCE.

SECTION 2.01. Establishment and Authorization of Variable Rate Master Notes. An issue of special obligations of the Authority to be known as "Port Authority Variable Rate Master Notes" is established under and pursuant to this Resolution, and the issuance of Notes from time to time by the Authority to banks, trust companies and financial institutions selected in accordance with the provisions of this Resolution, is authorized. Port Authority Variable Rate Master Notes in an unlimited aggregate principal amount are authorized to be issued for the purposes set forth in Section 2.04 of this Resolution; *provided, however*, that the aggregate principal amount of all Notes outstanding at any one time shall not exceed Four Hundred Million Dollars (\$400,000,000). All Notes issued on and after July 14, 1988 and outstanding prior to the date of this Resolution shall be taken into account for purposes of determining such aggregate principal amount while such Notes are outstanding. All Notes issued on and after July 14, 1988 shall be subject to the terms, conditions and limitations provided or referred to in this Resolution; *provided, however*, that with respect to Notes issued prior to the date of this Resolution, to the extent any such terms, conditions and limitations would be otherwise inconsistent with the terms, conditions and limitations of the Prior Resolutions or of any Variable Rate Master Note Agreement entered into prior to the date of this Resolution, the Prior Resolutions shall continue in full force and effect with respect to such Variable Rate Master Note Agreement and the Note issued and outstanding under such Variable Rate Master Note Agreement. Port Authority Variable Rate Master Notes shall be payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution.

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SECTION 2.02. General Terms of the Variable Rate Master Note Agreements and the Notes. An Authorized Officer shall establish such terms and conditions as such Authorized Officer deems appropriate in connection with any Note and any Variable Rate Master Note Agreement, including the selection of the bank, trust company or financial institution to which such Note is to be issued, and is authorized, from time to time, to approve and enter into any Variable Rate Master Note Agreement and issue a Note under such Variable Rate Master Note Agreement in the name of and on behalf of the Authority under this Resolution.

SECTION 2.03. Sources of Payment. The principal of and interest on Port Authority Variable Rate Master Notes shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from Net Revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or Net Revenues are insufficient therefor, from other moneys of the Authority legally available for such payments when due.

The principal of and interest on Port Authority Variable Rate Master Notes shall not be payable from the General Reserve Fund and the payment thereof shall be subject in all respects to (i) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution and (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes.

SECTION 2.04. Application of Proceeds. The proceeds of each Note shall be used (a) for purposes of, or with respect to the financing of, capital expenditures in connection with any one or more of the facilities of the Authority; *provided, however,* that subject to agreements with the holders of obligations of the Authority, an Authorized Officer may authorize all or any portion of the unspent proceeds of such Note to be used for any purpose for which at the time of issuance of such Note the Authority was authorized by law to issue its obligations, including for purposes of, or with respect to the financing of, capital expenditures in connection with additional facilities of the Authority certified or to be certified after issuance of such Note; (b) for purposes of refunding, directly, by offers to exchange, or otherwise, all or any part of any bonds, notes or other obligations of the Authority; and (c) for certain incidental purposes, including certain costs of, and relating to, such Note.

An Authorized Officer may allocate the proceeds of any Note, from time to time, to purposes in connection with some but not all of the purposes authorized for such Note; *provided, however,* that no portion of the proceeds of any Note shall be allocated to purposes in connection with an additional facility of the Authority prior to the initial expenditure of proceeds of the first series of Consolidated Bonds issued for purposes of capital expenditures in connection with such additional facility.

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SECTION 2.05. Ownership of Notes. To the extent applicable, the Authority may treat the registered holder of a Note as the absolute owner of such Note for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and the Authority shall not be affected by any notice or knowledge to the contrary.

SECTION 2.06. Mutilated, Lost or Destroyed Notes. In case any Note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new Note of like tenor in exchange or substitution for and upon cancellation of such mutilated Note or in lieu of or in substitution for such destroyed or lost Note; or if such Note shall have matured, instead of issuing a substitute Note the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute Note shall furnish to the Authority evidence satisfactory to it of the destruction or loss of such Note and of the ownership thereof and also such security and indemnity as may be required by the Authority. Upon the issuance of any substitute Note, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new Note so issued in substitution. Any Note issued under the provisions of this Section 2.06 in lieu of any Note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the Note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this Resolution with all other Notes issued hereunder.

SECTION 2.07. Authorization of Distribution of Disclosure Documents. An Authorized Officer may arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials pertaining to any Note, and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as such Authorized Officer deems appropriate, in each case, in the name of and on behalf of the Authority.

ARTICLE III. FORM AND EXECUTION OF NOTES.

SECTION 3.01. Form of Notes. Unless otherwise provided in a Variable Rate Master Note Agreement with respect to a Note, each Note shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be manually signed by an Authorized Officer. Each of the Notes shall be in the form set forth in the Variable Rate Master Note Agreement with respect to such Note, any blank spaces being appropriately filled in.

SECTION 3.02. Execution of Notes. In case any Authorized Officer who shall have signed any Note shall cease to be an Authorized Officer before such Note shall have been actually issued, such Note may nevertheless be issued as though such Authorized Officer who signed such Note had not ceased to be such Authorized Officer.

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ARTICLE IV. COVENANTS.

The Authority covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the registered holder of each Note the principal of and interest on such Note, when due, in the manner, to the extent and as specified in the Variable Rate Master Note Agreement pertaining to such Note and such Note.

(b) Upon the date of issuance of each Note, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such Note shall exist, have happened and have been performed and such Note, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) The Authority shall take all action and shall do all things which it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, the Variable Rate Master Note Agreement pertaining to each Note and such Note, in accordance with the terms of such provisions.

ARTICLE V. MISCELLANEOUS.

SECTION 5.01. Contract. To the extent applicable, the provisions of this Resolution shall constitute a contract with the registered holder of each Note, and with each party to the Variable Rate Master Note Agreement pertaining to such Note.

SECTION 5.02. Amendments. The Authority may modify or amend this Resolution at any time by a supplemental resolution, without notice to or the consent of any registered holder of any Note or any party to a Variable Rate Master Note Agreement pertaining to such Note, but only in regard to such provisions as shall not materially and adversely affect the interests of such registered holder or party under such Variable Rate Master Note Agreement and Note.

SECTION 5.03. Liability. Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Authorized Officer shall be held personally liable to any purchaser or registered holder of any Note or under any Variable Rate Master Note Agreement, or under this Resolution, the Prior Resolutions or any resolution heretofore or hereafter adopted relating to Port Authority Variable Rate Master Notes, or because of the issuance or attempted issuance of any Note, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things wilfully done by such person with an intent to defraud or wilfully omitted to be done by such person with an intent to defraud.

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SECTION 5.04. Certifications. An Authorized Officer is authorized, in connection with any Note which is issued on the basis that such Note is to be in conformity with, and that the interest on such Note is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that such Note is issued, and during its term is outstanding, on such basis, and any such actions taken in connection therewith are ratified. An Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of any Note for the purposes for which such Note is issued, as to the status of the projects for which the proceeds of such Note would be used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other related matters as may be authorized by this Resolution.

SECTION 5.05. Determinations. Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made by an Authorized Officer, or that any action may be taken or withheld by an Authorized Officer, or that any action shall or may be taken or withheld at the option of or dependent upon the opinion, discretion or judgment of an Authorized Officer, then the selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution, whether required to be made, taken or withheld as a condition precedent to the issuance of any Note or for the purpose of determining if all conditions precedent to the issuance of such Note exist, or otherwise, the Authority hereby adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 5.06. Authorized Officers. An Authorized Officer is authorized, in connection with Port Authority Variable Rate Master Notes, to take any action, which may be appropriate, in the sole determination of such Authorized Officer, to effectuate the issuance of any Note or otherwise under this Resolution.

SECTION 5.07. Titles. Titles to the Articles and Sections of this Resolution are solely for convenience, and are not an aid in the interpretation of this Resolution or any part of this Resolution.

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PORT AUTHORITY EQUIPMENT NOTE RESOLUTION-MODIFICATION

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

WHEREAS, The Port Authority of New York and New Jersey (hereinafter called the "Authority") has been authorized and empowered to issue bonds, notes or other obligations or evidences of indebtedness to provide funds for authorized purposes; and

WHEREAS, on June 10, 1993 the Authority determined to make provision for the issuance of Port Authority Equipment Notes (such term and all other terms of special meaning having the meanings ascribed to such terms in or pursuant to Article I of this Resolution), pursuant to agreements to be entered into by the Authority from time to time with selected banks, trust companies and financial institutions; and

WHEREAS, in establishing the issue of Port Authority Equipment Notes on June 10, 1993, the Authority provided a method of financing in addition to other methods available to the Authority; and

WHEREAS, the Authority has determined to modify the Prior Resolution for the purpose of accomplishing certain technical clarifications of various provisions of the Prior Resolution; and

WHEREAS, Port Authority Equipment Notes shall continue to be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the Prior Resolution is modified, with respect to Notes to be issued after the date of this Resolution, and, to the extent not otherwise inconsistent with the provisions of the Prior Resolution or the provisions of any Equipment Note Agreement entered into prior to the date of this Resolution, with respect to any Note issued and outstanding under such Equipment Note Agreement, to read as follows:

ARTICLE I. DEFINITIONS.

As used in this Resolution and unless otherwise indicated or unless the context otherwise requires, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the defined terms). As used in this Resolution, any words or phrases not otherwise defined herein and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions.

The term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman of the Authority; Vice-Chairman of the Authority; Chairman of the Committee on Finance of the Authority;

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Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Deputy Treasurer of the Authority.

The term "Equipment" shall mean any property (other than real property) purchased by the Authority or its wholly-owned subsidiaries for use by the Authority or others.

The term "Equipment Note Agreement" shall mean an agreement, as the same may be amended or supplemented from time to time, between the Authority and a purchaser or purchasers selected by the Authority or designated by a financial services entity selected by the Authority, providing, *inter alia*, for the issuance of a Note to such purchaser or purchasers.

The term "Note" shall mean a promissory note of the Authority, issued under and pursuant to an Equipment Note Agreement to evidence the principal amount outstanding under such Equipment Note Agreement and any repayments of such principal amount.

The term "Port Authority Equipment Note Resolution" or "this Resolution" shall mean this resolution of the Authority adopted December 12, 1996, entitled "*Port Authority Equipment Note Resolution-Modification*", including any amendments, modifications or supplements hereto.

The term "Port Authority Equipment Notes" shall mean the issue of special obligations of the Authority known as "Port Authority Equipment Notes".

The term "Prior Resolution" shall mean the resolution of the Authority adopted October 13, 1994, entitled "*Port Authority Equipment Note Resolution-Modification*".

ARTICLE II. ESTABLISHMENT, AUTHORIZATION, TERMS AND ISSUANCE.

SECTION 2.01. Establishment and Authorization of Port Authority Equipment Notes. An issue of special obligations of the Authority to be known as "Port Authority Equipment Notes" is established under and pursuant to this Resolution, and the issuance of Notes from time to time by the Authority to a purchaser or purchasers selected in accordance with the provisions of this Resolution, is authorized. Port Authority Equipment Notes in an unlimited aggregate principal amount are authorized to be issued for the purposes set forth in Section 2.04 of this Resolution; *provided, however*, that the aggregate principal amount of all Notes outstanding at any one time under this Resolution shall not exceed One Hundred Million Dollars (\$100,000,000). All Notes issued under the Prior Resolution and outstanding prior to the date of this Resolution shall be taken into account for purposes of determining such aggregate principal amount while such Notes are outstanding. All Notes issued under the Prior Resolution shall be subject to the terms, conditions and limitations provided or referred to in this Resolution; *provided, however*, that with respect to Notes issued prior to the date of this Resolution, to the extent any such terms, conditions and limitations would be otherwise inconsistent with the terms, conditions and limitations of the Prior Resolution or of any Equipment Note Agreement

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entered into prior to the date of this Resolution, the Prior Resolution shall continue in force and effect with respect to such Equipment Note Agreement and the Note issued and outstanding under such Equipment Note Agreement. Port Authority Equipment Notes shall be payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution.

SECTION 2.02. General Terms of the Equipment Note Agreements and the Notes. An Authorized Officer shall establish such terms and conditions as such Authorized Officer deems appropriate in connection with any Note and any Equipment Note Agreement, including the selection of the purchaser or purchasers to which such Note is to be issued or the selection of a financial services entity which shall designate such purchaser or purchasers (*provided, however*, that any placement fee payable by the Authority to such financial services entity shall not exceed one percent (1%) of the principal amount of such Note) and the selection of any remarketing agent for such Note, and is authorized, from time to time, to approve and enter into any Equipment Note Agreement and issue a Note under such Equipment Note Agreement in the name of and on behalf of the Authority under this Resolution.

SECTION 2.03. Sources of Payment. The principal of and interest on Port Authority Equipment Notes shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes or from the same revenues and in the same manner as operating expenses of the Authority.

SECTION 2.04. Application of Proceeds. The proceeds of each Note shall be used in connection with the purchase of Equipment by the Authority, to refund other obligations issued by the Authority in connection with the purchase of Equipment, including any operating equipment-lease financing transactions heretofore or hereafter entered into by the Authority and/or for certain incidental purposes, including certain costs of, and relating to, such Note.

An Authorized Officer may allocate the proceeds of any Note, from time to time, to purposes in connection with some but not all of the purposes authorized for such Note.

SECTION 2.05. Ownership of Notes. To the extent applicable, the Authority may treat the registered holder of a Note as the absolute owner of such Note for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and the Authority shall not be affected by any notice or knowledge to the contrary.

SECTION 2.06. Mutilated, Lost or Destroyed Notes. In case any Note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new Note of like tenor in exchange or substitution for and upon cancellation of such mutilated Note or in lieu of or in substitution for such destroyed or lost Note; or if such Note shall have matured, instead of issuing a substitute Note the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute Note shall furnish to the Authority evidence satisfactory to it of the destruction

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or loss of such Note and of the ownership thereof and also such security and indemnity as may be required by the Authority. Upon the issuance of any substitute Note, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new Note so issued in substitution. Any Note issued under the provisions of this Section 2.06 in lieu of any Note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the Note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this Resolution with all other Notes issued hereunder.

SECTION 2.07. Authorization of Distribution of Disclosure Documents. An Authorized Officer may arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials pertaining to any Note and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as such Authorized Officer deems appropriate, in each case, in the name of and on behalf of the Authority.

ARTICLE III. FORM AND EXECUTION OF NOTES.

SECTION 3.01. Form of Notes. Unless otherwise provided in an Equipment Note Agreement with respect to a Note, each Note shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be manually signed by an Authorized Officer. Each Note shall be in the form set forth in the Equipment Note Agreement with respect to such Note, any blank spaces being appropriately filled in.

SECTION 3.02. Execution of Notes. In case any Authorized Officer who shall have signed any Note shall cease to be an Authorized Officer before such Note shall have been actually issued, such Note may nevertheless be issued as though such Authorized Officer who signed such Note had not ceased to be such Authorized Officer.

ARTICLE IV. COVENANTS.

The Authority covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the registered holder of each Note the principal of and interest on such Note, when due, in the manner, to the extent and as specified in the Equipment Note Agreement pertaining to such Note and such Note.

(b) Upon the date of issuance of each Note, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such Note shall exist, have happened

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and have been performed and such Note, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) The Authority shall take all action and shall do all things which it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, the Equipment Note Agreement pertaining to each Note and such Note, in accordance with the terms of such provisions.

ARTICLE V. MISCELLANEOUS.

SECTION 5.01. Contract. To the extent applicable, the provisions of this Resolution shall constitute a part of the contract with the registered holder of each Note, and with each party to the Equipment Note Agreement pertaining to such Note.

SECTION 5.02. Amendments. The Authority may modify or amend this Resolution at any time by a supplemental resolution, without notice to or the consent of any registered holder of any Note or any party to the Equipment Note Agreement pertaining to such Note, but only in regard to such provisions as shall not materially and adversely affect the interests of such registered holder or party under such Equipment Note Agreement and Note.

SECTION 5.03. Liability. Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Authorized Officer shall be held personally liable to any purchaser or registered holder of any Note or to any party under any Equipment Note Agreement or otherwise under this Resolution, the Prior Resolution or any resolution heretofore or hereafter adopted relating to Port Authority Equipment Notes, or because of the issuance or attempted issuance of any Note, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things wilfully done by such person with an intent to defraud or wilfully omitted to be done by such person with an intent to defraud.

SECTION 5.04. Certifications. An Authorized Officer is authorized, in connection with any Note which is issued on the basis that such Note is to be in conformity with, and that the interest on such Note is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that such Note is issued, and during its term is outstanding, on such basis, and any such actions taken in connection therewith are ratified. An Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of any Note for the purposes for which such Note is issued, as to the status of the equipment purchases or other purposes for which the proceeds of such Note would be

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used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other related matters as may be authorized by this Resolution.

SECTION 5.05. Determinations. Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made by an Authorized Officer, or that any action may be taken or withheld by an Authorized Officer, as the case may be, or that any action shall or may be taken or withheld at the option of or dependent upon the opinion, discretion or judgment of an Authorized Officer, as the case may be, then the selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution, whether required to be made, taken or withheld as a condition precedent to the issuance of any Note or for the purpose of determining if all conditions precedent to the issuance of such Note exist, or otherwise, the Authority adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 5.06. Authorized Officers. An Authorized Officer is authorized, in connection with Port Authority Equipment Notes, to take any action, which may be appropriate, in the sole determination of such Authorized Officer, to effectuate the issuance of any Note or otherwise under this Resolution.

SECTION 5.07. Titles. Titles to the Articles and Sections of this Resolution are solely for convenience, and are not an aid in the interpretation of this Resolution or any part of this Resolution.

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PORT AUTHORITY COMMERCIAL PAPER PROGRAM

Pursuant to the foregoing report the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that, to facilitate the continued issuance of Notes (as defined in the Port Authority Commercial Paper Resolution adopted November 9, 1995) and to provide for other actions to be taken by Authorized Officers (as defined in such resolution), under the Port Authority Commercial Paper Program, reflecting changes in the Authority's organizational structure, the Deputy Treasurer of the Authority is also authorized to designate Authorized Officers (as defined in such resolution) and the authorization to the Assistant Executive Director and Assistant Treasurer, in this respect, is rescinded.

**SETTLEMENT OF CLAIM - JULIUS SCHNEIDER AND RUTH SCHNEIDER V. THE
PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle the pending claim instituted by Julius and Ruth Schneider, by paying to them and their attorney the sum of \$150,000 in full settlement of all claims arising out of an incident that occurred on November 25, 1991 at the George Washington Bridge Bus Station. In return, the Port Authority will receive a General Release and Stipulation of Discontinuance, with prejudice.

Plaintiffs brought this action, now pending in the Supreme Court of the State of New York, for personal injuries that Julius Schneider sustained when he tripped and fell due to a broken stair at the location. Subsequent inspections of the stair revealed that it had been broken for some time prior to the plaintiff's accident. Plaintiff sustained a fractured wrist resulting in surgery with bone graft and insertion of hardware with acute carpal tunnel syndrome to his dominant hand.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Hellmuth, Henderson, Janiszewski, Kalikow, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf the Port Authority, to settle the pending action entitled Julius Schneider and Ruth Schneider v. The Port Authority, by paying \$150,000 to plaintiffs and their attorney in return for a General Release and a Stipulation of Discontinuance of all 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 October 1, 1996 to October 31, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
MFP193	Fender system repairs via work order	6,322,485(B)	5,553,627(B)
		75,000(C)	-0-(C)
	New York and New Jersey Marine Terminals	633,000(D)	189,204(D)
		126,450(J)	126,450(J)
	Simpson & Brown, Inc.	42,000(K)	42,000(K)
		40,000(L)	-0-(L)
		7,238,935	5,911,281
GWB110105	Restoration of main cable steel elements	955,500(A)	851,100(A)(T)
		115,200(B)	115,200(B)
	George Washington Bridge	400,000(C)	205,635(C)
	Karl Koch Erecting Co., Inc.	99,000(D)	5,100(D)
		1,569,700	1,177,035
GWB244015	Upper level deck rib Rehabilitation	381,900(B)	381,900(B)
		50,000(C)	19,630(C)
	George Washington Bridge	38,000(D)	20,925(D)
	Primer Construction Corp.	6,300(E)	6,300(E)
		476,200	428,755
WTC922075	Concourse Circulation Improvements - Central North-South Corridor at PATH Square	872,000(A)	862,901(A)(S)
		200,000(C)	-0-(C)
		87,200(D)	76,519(D)
	World Trade Center	19,000(H)	19,000(H)
	Santa Fe Construction, Inc.	1,178,200	958,420
AKB144	Improvements to the Morningstar Road off-ramp	89,500(A)	87,600(A)(I)
		10,000(C)	-0-(C)
	Bayonne Bridge	8,000(D)	-0-(D)
	JAB Construction, Inc.	107,500	87,600
LGA537	Building 20 Reroofing	66,298(A)	50,718(A)(R)
	LaGuardia Airport	6,630(D)	-0-(D)
	Malik Brothers Inc.	72,928	50,718

BT301A	Replacement of South Wing Steam Radiator Zone Controls Port Authority Bus Terminal AC General Mechanical Corp.	108,000(A) 11,000(D) 119,000	108,000(A) 7,434(D) 115,434
BT296	North Wing Fire Alarm Equipment Replacement Port Authority Bus Terminal Eaton Electric, Inc.	693,000(A) 20,000(C) 70,000(D) 783,000	618,000(A)(F) -0-(C) 41,889(D) 659,889
BT180075	Consolidation of Second Level North Wing Public Restrooms Port Authority Bus Terminal Arrow Construction/Brian Khan Carpentry, Inc.	654,900(A) 80,000(C) 66,000(D) 16,372(H) 817,272	652,050(A)(G) 39,176(C) 12,760(D) 16,372(H) 720,358
AKG205	Maintenance Building Replacement of Cooling Tower Goethals Bridge B.P. & J. Associates, Inc.	154,371(A) 13,000(D) 167,371	154,371(A) 8,800(D) 163,171
AKG186	Eastbound Paving Goethals Bridge New York Paving, Inc.	350,618(B) 224,048(C) 36,000(D) 60,000(P) 375,914(Q) 1,046,580	350,318(B) 224,048(C) 5,600(D) 8,760(P) 375,914(Q) 1,024,940
MFB149	Cleaning Drainage Systems via work orders Lincoln and Holland Tunnels, George Washington, Goethals and Bayonne Bridges and Outerbridge Crossing National Water Main Cleaning Co.	391,450(B) 174,320(C) 40,000(D) 605,770	251,982(B) 174,320(C) -0-(D) 426,302
EIP120019	Ammonia Removal Treatment System Elizabeth Industrial Park BMJ Construction Co., Inc.	489,000(A) 13,843(C) 49,000(D) 7,042(H) 73,250(M) 632,135	489,000(A) 13,843(C) 46,000(D) 7,042(H) 42,050(M) 600,935
LT234018	Rock Slope Stabilization New Jersey Toll Plaza and Helix Approach Lincoln Tunnel Schiavone Construction Co.	287,800(B) 50,000(C) 29,000(D) 16,700(E) 51,800(N) 103,000(O) 538,300	287,800(B) 50,000(C) 7,480(D) 16,700(E) 51,800(N) 76,878(O) 490,658

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Per AP 45-1.01.05, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (F) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$75,000 for deleted work.
- (G) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$2,850 for deleted work.
- (H) Premium for furnishing performance and payment bond as provided for in the Contract.
- (I) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$1,900 for deleted work.
- (J) Supplemental Agreement dated 7/10/95, authorizing lump sum work in the amount of \$126,450.
- (K) Supplemental Agreement dated 7/10/95, authorizing additional classified work in the amount of \$42,000.
- (L) Supplemental Agreement dated 7/10/95, authorizing net cost work in the amount of \$40,000.
- (M) Memorandum of Justification dated 7/15/94, increasing extra work in the amount of \$73,250.
- (N) Memorandum of Authorization dated 10/24/95, increasing classified work in the amount of \$51,800.
- (O) Memorandum of Authorization dated 10/24/95, increasing net cost work in the amount of \$103,000.
- (P) Memorandum of Justification dated 7/2/93, increasing classified work in the amount of \$60,000.
- (Q) Supplemental Agreement dated 7/2/93, authorizing additional classified work in the amount of \$375,914.
- (R) Contract mutually terminated prior to completion of work.
- (S) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$9,099
- (T) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders in the amount of \$104,400 for deleted work.

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period October 1, 1996 to October 31, 1996.

Purchase of Port Authority Bonds

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

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

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
10/01/96	\$20,000,000	GECC CP	---	10/16/96	99.78	5.260%	5.345%	\$ 19,956,166.66	General Electric Capital
10/02/96	20,000,000	GECC CP	---	10/21/96	99.72	5.250	5.338	19,944,583.34	General Electric Capital
10/03/96	10,000,000	GECC CP	---	10/23/96	99.71	5.250	5.338	9,970,833.33	General Electric Capital
10/10/96	10,000,000	US T-NOTE	6.000%	08/15/99	99.74	---	6.096	9,974,218.75	Paribas
10/10/96	10,000,000	FNDN	---	11/12/96	99.52	5.190	5.287	9,952,425.00	PaineWebber
10/11/96	5,000,000	US T-NOTE	6.000	08/15/99	99.64	---	6.133	4,982,421.88	PaineWebber
10/11/96	10,000,000	US T-BILL	---	09/18/97	94.98	5.275	5.558	9,498,875.00	PaineWebber
10/15/96	20,000,000	FMCNDN	---	11/14/96	99.56	5.190	5.285	19,913,500.00	PaineWebber
10/16/96	20,000,000	GECC CP	---	11/18/96	99.52	5.230	5.328	19,904,116.66	General Electric Capital
10/17/96	5,000,000	US T-NOTE	6.000	08/15/99	99.73	---	6.100	4,986,718.75	Paribas
10/17/96	5,000,000	US T-BILL	---	10/16/97	94.65	5.290	5.589	4,732,561.11	Paribas
10/17/96	5,000,000	US T-BILL	---	10/16/97	94.65	5.290	5.589	4,732,561.11	PaineWebber
10/17/96	5,000,000	US T-NOTE	6.375	09/30/01	100.15	---	6.337	5,007,812.50	Goldman, Sachs & Co

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
10/17/96	\$10,000,000	US T-BILL	---	10/16/97	94.68	5.260%	5.556%	\$ 9,468,155.56	Daiwa Securities America
10/17/96	10,000,000	US T-NOTE	6.000%	09/30/98	100.10	---	5.942	10,010,156.25	Daiwa Securities America
10/17/96	20,000,000	FMCDN	---	11/19/96	99.52	5.170	5.267	19,905,216.66	First Boston
10/21/96	20,000,000	GECC CP	---	11/20/96	99.56	5.240	5.336	19,912,666.66	General Electric Capital
10/23/96	5,000,000	US T-NOTE	6.000	08/15/99	99.76	---	6.088	4,988,281.25	Daiwa Securities America
10/23/96	10,000,000	US T-BILL	---	10/16/97	94.76	5.265	5.557	9,476,425.00	Paribas
10/23/96	10,000,000	GECC CP	---	11/25/96	99.51	5.250	5.349	9,951,875.00	General Electric Capital
10/30/96	<u>228,000</u>	US T-BILL	---	04/10/97	97.72	5.060	5.250	<u>222,808.44</u>	First Boston
	<u>\$230,228,000</u>							<u>\$227,492,378.92</u>	

BEY - Bond Equivalent Yield

ard - 12/12/96)

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

Sale of Securities

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
10/07/96	\$ 5,000,000	US T-NOTE	6.375%	05/15/99	100.80	---	6.033%	9.42%	\$ 5,040,234.38	Daiwa Securities America
10/07/96	10,000,000	US T-NOTE	5.500	07/31/97	99.92	---	5.588	5.61	9,992,187.50	PaineWebber
10/07/96	20,000,000	US T-NOTE	5.625	10/31/97	99.94	---	5.674	5.63	19,989,062.50	PaineWebber
10/17/96	10,000,000	US T-NOTE	6.000	09/30/98	100.17	---	5.904	25.57	10,017,187.50	Daiwa Securities America
10/17/96	5,000,000	US T-NOTE	6.375	09/30/01	100.29	---	6.303	51.10	5,014,843.75	Goldman, Sachs & Co
10/17/96	5,000,000	US T-NOTE	6.000	08/15/99	99.84	---	6.057	39.62	4,992,187.50	Paribas
10/18/96	5,000,000	US T-NOTE	6.000	08/15/99	99.90	---	6.033	13.35	4,995,312.50	Daiwa Securities America
10/18/96	10,000,000	US T-BILL	---	10/16/97	94.72	5.235%	5.528	27.05	9,472,137.50	PaineWebber
10/21/96	5,000,000	US T-NOTE	6.000	08/15/99	99.97	---	6.005	13.64	4,998,828.13	PaineWebber
10/28/96	10,000,000	US T-BILL	---	10/16/97	94.86	5.237	5.524	6.41	9,486,434.03	PaineWebber
10/30/96	5,000,000	US T-NOTE	6.000	08/15/99	100.00	---	5.993	12.78	5,000,390.63	PaineWebber
10/30/96	5,000,000	US T-NOTE	6.000	08/15/99	100.24	---	5.901	30.53	5,012,109.38	Paribas
10/30/96	10,000,000	US T-BILL	---	01/09/97	99.02	4.940	5.058	5.47	9,902,572.22	Paribas
10/30/96	<u>5,000,000</u>	US T-BILL	---	12/19/96	99.31	4.930	5.033	5.26	<u>4,965,763.89</u>	Speer, Leeds & Kellogg
	<u>\$110,000,000</u>								<u>\$108,879,251.42</u>	

BEY - Bond Equivalent Yield

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

Repurchase Transactions

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	10/01/96	10/02/96	\$ 3,600,000	5.300%	\$ 530.00
Citicorp Securities Mkts	10/01/96	10/02/96	7,255,000	5.300	1,068.10
Citicorp Securities Mkts	10/01/96	10/02/96	7,990,000	5.300	1,176.31
Dean Witter Reynolds	10/01/96	10/23/96	9,840,000*	5.200	31,146.33
First Chicago Capital Mkt	10/01/96	10/02/96	12,520,000	5.300	1,843.22
First Chicago Capital Mkt	10/01/96	10/02/96	12,848,000	5.300	1,891.51
First Chicago Capital Mkt	10/01/96	10/02/96	19,437,000	5.300	2,861.56
Nomura Securities Intl	10/01/96	10/02/96	40,000,000	5.300	5,888.89
Eastbridge Capital	10/01/96	10/02/96	46,400,000	5.300	6,831.11
Prudential Securities	10/02/96	10/03/96	500,000	5.250	72.92
Citicorp Securities Mkts	10/02/96	10/03/96	6,870,000	5.250	1,001.88
Citicorp Securities Mkts	10/02/96	10/03/96	7,995,000	5.250	1,165.94
Eastbridge Capital	10/02/96	10/03/96	12,275,000	5.250	1,790.10
Fuji Securities	10/02/96	10/03/96	18,055,000	5.250	2,633.02

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Fuji Securities	10/02/96	10/03/96	\$27,945,000	5.250%	\$ 4,075.31
Eastbridge Capital	10/02/96	10/03/96	32,090,000	5.250	4,679.79
Prudential Securities	10/02/96	10/03/96	49,500,000	5.250	7,218.75
Prudential Securities	10/03/96	10/04/96	625,000	5.150	89.41
Citicorp Securities Mkts	10/03/96	10/04/96	6,860,000	5.130	977.55
Citicorp Securities Mkts	10/03/96	10/04/96	7,990,000	5.130	1,138.58
Yamaichi Intl (America)	10/03/96	10/04/96	10,469,000	5.150	1,497.65
Yamaichi Intl (America)	10/03/96	10/04/96	12,275,000	5.150	1,756.01
Yamaichi Intl (America)	10/03/96	10/04/96	21,616,000	5.150	3,092.29
Daiwa Securities America	10/03/96	10/04/96	35,000,000	5.140	4,997.22
Fuji Securities	10/03/96	10/04/96	45,744,000	5.150	6,543.93
Prudential Securities	10/03/96	10/04/96	49,375,000	5.150	7,063.37
Nikko Securities Co Intl	10/03/96	10/04/96	50,000,000	5.150	7,152.78
Eastbridge Capital	10/04/96	10/07/96	3,500,000	5.100	1,487.50

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
First Chicago Capital Mkt	10/04/96	10/07/96	\$ 5,249,000	5.090%	\$ 2,226.45
Citicorp Securities Mkts	10/04/96	10/07/96	6,845,000	5.080	2,897.72
Citicorp Securities Mkts	10/04/96	10/07/96	7,985,000	5.080	3,380.32
Nikko Securities Co Intl	10/04/96	10/07/96	12,235,000	5.090	5,189.68
Yamaichi Intl (America)	10/04/96	10/07/96	21,257,000	5.100	9,034.23
Yamaichi Intl (America)	10/04/96	10/07/96	24,501,000	5.100	10,412.93
First Chicago Capital Mkt	10/04/96	10/07/96	25,751,000	5.090	10,922.72
Nikko Securities Co Intl	10/04/96	10/07/96	32,075,000	5.090	13,605.15
Eastbridge Capital	10/04/96	10/07/96	46,500,000	5.100	19,762.50
Fuji Securities	10/04/96	10/07/96	50,000,000	5.100	21,250.00
Citicorp Securities Mkts	10/07/96	10/08/96	6,845,000	5.150	979.22
Citicorp Securities Mkts	10/07/96	10/08/96	7,985,000	5.150	1,142.30
Nesbitt Burns	10/07/96	10/08/96	11,130,000	5.150	1,592.21
First Chicago Capital Mkt	10/07/96	10/08/96	16,000,000	5.125	2,277.78

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	10/07/96	10/08/96	\$23,880,000	5.160%	\$ 3,422.80
Yamaichi Intl (America)	10/07/96	10/08/96	26,120,000	5.160	3,743.87
Nesbitt Burns	10/07/96	10/08/96	31,740,000	5.150	4,540.58
Fuji Securities	10/07/96	10/08/96	45,798,000	5.150	6,551.66
Nikko Securities Co Intl	10/07/96	10/08/96	50,000,000	5.150	7,152.78
Eastbridge Capital	10/07/96	10/08/96	50,000,000	5.160	7,166.67
Nikko Securities Co Intl	10/08/96	10/09/96	6,730,000	5.080	949.68
Nikko Securities Co Intl	10/08/96	10/09/96	7,990,000	5.080	1,127.48
First Chicago Capital Mkt	10/08/96	10/09/96	9,691,000	5.080	1,367.51
Daiwa Securities America	10/08/96	10/09/96	11,130,000	5.080	1,570.57
Yamaichi Intl (America)	10/08/96	10/09/96	22,197,000	5.100	3,144.58
Nikko Securities Co Intl	10/08/96	10/09/96	24,000,000	5.080	3,386.67
Yamaichi Intl (America)	10/08/96	10/09/96	27,803,000	5.100	3,938.76
Daiwa Securities America	10/08/96	10/09/96	31,740,000	5.080	4,478.87

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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>
First Chicago Capital Mkt	10/08/96	10/09/96	\$40,309,000	5.080%	\$ 5,688.05
Nomura Securities Intl	10/08/96	10/09/96	45,812,000	5.080	6,464.58
Eastbridge Capital	10/08/96	10/09/96	50,000,000	5.100	7,083.33
Citicorp Securities Mkts	10/09/96	10/10/96	6,310,000	5.300	928.97
Citicorp Securities Mkts	10/09/96	10/10/96	7,870,000	5.300	1,158.64
Nesbitt Burns	10/09/96	10/10/96	11,105,000	5.320	1,641.07
First Chicago Capital Mkt	10/09/96	10/10/96	14,185,000	5.300	2,088.35
Yamaichi Intl (America)	10/09/96	10/10/96	22,589,000	5.350	3,356.98
Eastbridge Capital	10/09/96	10/10/96	24,925,000	5.350	3,704.13
Eastbridge Capital	10/09/96	10/10/96	25,075,000	5.350	3,726.42
Yamaichi Intl (America)	10/09/96	10/10/96	27,411,000	5.350	4,073.58
First Chicago Capital Mkt	10/09/96	10/10/96	30,815,000	5.300	4,536.65
Nesbitt Burns	10/09/96	10/10/96	31,280,000	5.320	4,622.49
Fuji Securities	10/09/96	10/10/96	45,825,000	5.350	6,810.10

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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>
Nikko Securities Co Intl	10/09/96	10/10/96	\$50,000,000	5.350%	\$ 7,430.56
Citicorp Securities Mkts	10/10/96	10/11/96	6,305,000	5.150	901.97
Citicorp Securities Mkts	10/10/96	10/11/96	7,815,000	5.150	1,117.98
Daiwa Securities America	10/10/96	10/11/96	11,085,000	5.150	1,585.77
Nomura Securities Intl	10/10/96	10/11/96	23,077,000	5.160	3,307.70
Nomura Securities Intl	10/10/96	10/11/96	26,923,000	5.160	3,858.96
Daiwa Securities America	10/10/96	10/11/96	31,255,000	5.150	4,471.20
Yamaichi Intl (America)	10/10/96	10/11/96	35,000,000	5.200	5,055.56
Nesbitt Burns	10/10/96	10/11/96	45,840,000	5.150	6,557.67
Fuji Securities	10/10/96	10/11/96	50,000,000	5.150	7,152.78
Eastbridge Capital	10/10/96	10/11/96	50,000,000	5.160	7,166.67
Fuji Securities	10/11/96	10/15/96	582,000	5.140	332.39
Citicorp Securities Mkts	10/11/96	10/15/96	6,305,000	5.150	3,607.86
Citicorp Securities Mkts	10/11/96	10/15/96	7,815,000	5.150	4,471.92

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
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Dean Witter Reynolds	10/11/96	10/31/96	\$ 9,845,000*	5.200%	\$ 28,400.09
Citicorp Securities Mkts	10/11/96	10/15/96	11,000,000	5.150	6,294.44
Nomura Securities Intl	10/11/96	10/15/96	11,785,000	5.130	6,717.45
Yamaichi Intl (America)	10/11/96	10/15/96	19,590,000	5.140	11,188.07
Yamaichi Intl (America)	10/11/96	10/15/96	30,410,000	5.140	17,367.49
Nomura Securities Intl	10/11/96	10/15/96	30,985,000	5.130	17,661.45
Eastbridge Capital	10/11/96	10/15/96	45,853,000	5.140	26,187.16
Fuji Securities	10/11/96	10/15/96	49,418,000	5.140	28,223.17
Nesbitt Burns	10/11/96	10/15/96	50,000,000	5.140	28,555.56
Daiwa Securities America	10/15/96	10/16/96	6,305,000	5.300	928.24
Daiwa Securities America	10/15/96	10/16/96	7,820,000	5.300	1,151.28
Nomura Securities Intl	10/15/96	10/16/96	11,790,000	5.300	1,735.75
First Chicago Capital Mkt	10/15/96	10/16/96	24,667,000	5.350	3,665.79
Yamaichi Intl (America)	10/15/96	10/16/96	24,676,000	5.320	3,646.56

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Yamaichi Intl (America)	10/15/96	10/16/96	\$25,324,000	5.320%	\$ 3,742.32
First Chicago Capital Mkt	10/15/96	10/16/96	25,333,000	5.350	3,764.77
Nomura Securities Intl	10/15/96	10/16/96	31,000,000	5.300	4,563.89
Nikko Securities Co Intl	10/15/96	10/16/96	45,908,000	5.300	6,758.68
Eastbridge Capital	10/15/96	10/16/96	48,000,000	5.350	7,133.33
Eastbridge Capital	10/16/96	10/17/96	1,700,000	5.210	246.03
Nikko Securities Co Intl	10/16/96	10/17/96	6,110,000	5.200	882.56
Nikko Securities Co Intl	10/16/96	10/17/96	7,810,000	5.200	1,128.11
Yamaichi Intl (America)	10/16/96	10/17/96	9,317,000	5.220	1,350.97
Fuji Securities	10/16/96	10/17/96	10,000,000	5.150	1,430.56
Daiwa Securities America	10/16/96	10/17/96	11,790,000	5.200	1,703.00
Daiwa Securities America	10/16/96	10/17/96	30,605,000	5.200	4,420.72
Yamaichi Intl (America)	10/16/96	10/17/96	40,683,000	5.220	5,899.04
Nomura Securities Intl	10/16/96	10/23/96	45,922,000	5.160	46,075.07

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	10/16/96	10/17/96	\$48,300,000	5.210%	\$ 6,990.08
Nesbitt Burns	10/16/96	10/23/96	50,000,000	5.160	50,166.67
Yamaichi Intl (America)	10/17/96	10/18/96	5,639,000	5.150	806.69
First Chicago Capital Mkt	10/17/96	10/18/96	5,975,000	5.130	851.44
First Chicago Capital Mkt	10/17/96	10/18/96	7,800,000	5.130	1,111.50
Daiwa Securities America	10/17/96	10/18/96	10,810,000	5.140	1,543.43
Daiwa Securities America	10/17/96	10/18/96	30,010,000	5.140	4,284.76
Eastbridge Capital	10/17/96	10/18/96	42,000,000	5.140	5,996.67
Yamaichi Intl (America)	10/17/96	10/18/96	44,361,000	5.150	6,346.09
First Chicago Capital Mkt	10/18/96	10/21/96	2,019,000	5.100	858.08
First Chicago Capital Mkt	10/18/96	10/21/96	5,776,000	5.100	2,454.80
First Chicago Capital Mkt	10/18/96	10/21/96	5,810,000	5.100	2,469.25
Eastbridge Capital	10/18/96	10/21/96	10,715,000	5.100	4,553.88
Eastbridge Capital	10/18/96	10/21/96	29,930,000	5.100	12,720.25

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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>
SBC Capital Markets, Inc.	10/18/96	10/24/96	\$33,880,000*	5.380%	\$ 29,183.86
Fuji Securities	10/18/96	10/21/96	50,000,000	5.100	21,250.00
Nikko Securities Co Intl	10/18/96	10/21/96	50,000,000	5.100	21,250.00
Fuji Securities	10/21/96	10/22/96	5,805,000	5.170	833.66
Fuji Securities	10/21/96	10/22/96	7,795,000	5.170	1,119.45
Daiwa Securities America	10/21/96	10/22/96	10,670,000	5.180	1,535.29
Fuji Securities	10/21/96	10/22/96	14,000,000	5.170	2,010.56
Yamaichi Intl (America)	10/21/96	10/22/96	24,823,000	5.200	3,585.54
Yamaichi Intl (America)	10/21/96	10/22/96	25,177,000	5.200	3,636.68
Daiwa Securities America	10/21/96	10/22/96	29,940,000	5.180	4,308.03
Eastbridge Capital	10/21/96	10/22/96	50,000,000	5.180	7,194.44
Nikko Securities Co Intl	10/22/96	10/23/96	5,375,000	5.150	768.92
Nikko Securities Co Intl	10/22/96	10/23/96	7,790,000	5.150	1,114.40
Fuji Securities	10/22/96	10/23/96	10,250,000	5.160	1,469.17

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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>
First Chicago Capital Mkt	10/22/96	10/23/96	\$15,000,000	5.160%	\$ 2,150.00
Yamaichi Intl (America)	10/22/96	10/23/96	20,530,000	5.180	2,954.04
Yamaichi Intl (America)	10/22/96	10/23/96	29,470,000	5.180	4,240.41
Fuji Securities	10/22/96	10/23/96	29,605,000	5.160	4,243.38
Eastbridge Capital	10/22/96	10/23/96	50,000,000	5.170	7,180.56
Fuji Securities	10/23/96	10/24/96	5,375,000	5.380	803.26
Fuji Securities	10/23/96	10/24/96	6,790,000	5.380	1,014.73
Eastbridge Capital	10/23/96	10/24/96	9,090,000	5.400	1,363.50
Nomura Securities Intl	10/23/96	10/24/96	9,563,000	5.400	1,434.45
Nesbitt Burns	10/23/96	10/24/96	13,332,000	5.400	1,999.80
Yamaichi Intl (America)	10/23/96	10/24/96	24,879,000	5.400	3,731.85
Yamaichi Intl (America)	10/23/96	10/24/96	25,121,000	5.400	3,768.15
Fuji Securities	10/23/96	10/24/96	27,000,000	5.380	4,035.00
Eastbridge Capital	10/23/96	10/24/96	29,510,000	5.400	4,426.50

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nomura Securities Intl	10/23/96	10/24/96	\$36,456,000	5.400%	\$ 5,468.40
Nesbitt Burns	10/23/96	10/24/96	36,668,000	5.400	5,500.20
Nikko Securities Co Intl	10/23/96	10/24/96	50,000,000	5.400	7,500.00
First Chicago Capital Mkt	10/24/96	10/25/96	2,960,000	5.210	428.38
First Chicago Capital Mkt	10/24/96	10/25/96	3,830,000	5.210	554.29
First Chicago Capital Mkt	10/24/96	10/25/96	5,155,000	5.210	746.04
First Chicago Capital Mkt	10/24/96	10/25/96	6,671,000	5.210	965.44
Daiwa Securities America	10/24/96	10/25/96	8,985,000	5.220	1,302.83
Fuji Securities	10/24/96	10/25/96	15,450,000	5.220	2,240.25
Nesbitt Burns	10/24/96	10/25/96	16,131,000	5.220	2,339.00
First Chicago Capital Mkt	10/24/96	10/25/96	26,329,000	5.210	3,810.39
Daiwa Securities America	10/24/96	10/25/96	28,925,000	5.220	4,194.13
Nesbitt Burns	10/24/96	10/25/96	33,869,000	5.220	4,911.01
Fuji Securities	10/24/96	10/25/96	34,550,000	5.220	5,009.75

(Board - 12/12/96)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	10/24/96	10/31/96	\$46,033,000	5.180%	\$ 46,365.46
Nikko Securities Co Intl	10/24/96	10/31/96	50,000,000	5.180	50,361.11
Fuji Securities	10/25/96	10/28/96	2,946,000	5.160	1,266.78
Nesbitt Burns	10/25/96	10/28/96	5,150,000	5.160	2,214.50
Daiwa Securities America	10/25/96	10/28/96	6,790,000	5.160	2,919.70
Daiwa Securities America	10/25/96	10/28/96	8,975,000	5.160	3,859.25
Yamaichi Intl (America)	10/25/96	10/28/96	24,806,000	5.170	10,687.25
Yamaichi Intl (America)	10/25/96	10/28/96	25,194,000	5.170	10,854.42
Daiwa Securities America	10/25/96	10/28/96	28,925,000	5.160	12,437.75
Nesbitt Burns	10/25/96	10/28/96	31,000,000	5.160	13,330.00
Fuji Securities	10/25/96	10/28/96	47,054,000	5.160	20,233.22
Nomura Securities Intl	10/28/96	10/29/96	5,145,000	5.250	750.31
Fuji Securities	10/28/96	10/29/96	6,785,000	5.240	987.59
Fuji Securities	10/28/96	10/29/96	8,980,000	5.240	1,307.09

(Board - 12/12/96)

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>
First Chicago Capital Mkt	10/29/96	10/30/96	\$28,415,000	5.220%	\$ 4,120.18
Nesbitt Burns	10/29/96	10/30/96	30,959,000	5.230	4,497.65
Daiwa Securities America	10/29/96	10/30/96	50,000,000	5.230	7,263.89
Fuji Securities	10/30/96	10/31/96	337,000	5.220	48.87
Nesbitt Burns	10/30/96	11/06/96	1,287,000	5.280	1,321.32
Citicorp Securities Mkts	10/30/96	10/31/96	6,725,000	5.220	975.13
Citicorp Securities Mkts	10/30/96	10/31/96	8,830,000	5.220	1,280.35
Daiwa Securities America	10/30/96	10/31/96	13,825,000	5.220	2,004.63
Yamaichi Intl (America)	10/30/96	10/31/96	24,212,000	5.240	3,524.19
Yamaichi Intl (America)	10/30/96	10/31/96	25,788,000	5.240	3,753.59
Daiwa Securities America	10/30/96	10/31/96	33,370,000	5.220	4,838.65
Prudential Securities	10/30/96	10/31/96	35,000,000	5.220	5,075.00
Nomura Securities Intl	10/30/96	11/06/96	47,146,000	5.270	48,311.55
Nesbitt Burns	10/30/96	11/06/96	48,713,000	5.280	50,012.01

(Board - 12/12/96)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Fuji Securities	10/30/96	10/31/96	\$49,663,000	5.220%	\$ 7,201.14
Fuji Securities	10/31/96	11/01/96	2,263,000	5.500	345.74
Citicorp Securities Mkts	10/31/96	11/01/96	5,425,000	5.500	828.82
First Chicago Capital Mkt	10/31/96	11/01/96	5,857,000	5.500	894.82
Citicorp Securities Mkts	10/31/96	11/01/96	6,430,000	5.500	982.36
First Chicago Capital Mkt	10/31/96	11/01/96	7,748,000	5.500	1,183.72
Prudential Securities	10/31/96	11/01/96	15,000,000	5.640	2,350.00
Yamaichi Intl (America)	10/31/96	11/01/96	24,491,000	5.540	3,768.89
Daiwa Securities America	10/31/96	11/01/96	24,663,000	5.500	3,767.96
Daiwa Securities America	10/31/96	11/01/96	25,337,000	5.500	3,870.93
Yamaichi Intl (America)	10/31/96	11/01/96	25,509,000	5.540	3,925.55
First Chicago Capital Mkt	10/31/96	11/01/96	33,340,000	5.500	5,093.61
Fuji Securities	10/31/96	11/01/96	48,867,000	5.500	7,465.79
Eastbridge Capital	10/31/96	11/01/96	50,000,000	5.500	7,638.89
Nikko Securities Co Intl	10/31/96	11/01/96	50,000,000	5.520	7,666.67

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

(Board - 12/12/96)

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

Reverse Repurchase Transactions

Dealer -----	Sale Date ----	Purchase Date ----	Par Value -----	Interest Rate ----	Total Interest Paid ----
Dean Witter Reynolds	10/01/96	10/23/96	\$ 9,840,000*	4.900%	\$ 30,217.00
Dean Witter Reynolds	10/11/96	10/31/96	9,845,000*	4.800	27,401.92
SBC Capital Markets, Inc.	10/18/96	10/24/96	33,880,000*	5.300	27,809.83

* This transaction was executed simultaneously with a like repurchase transaction.

(Board - 12/12/96)

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

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 October 1, 1996 through October 31, 1996, 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

No new transactions this period.

Options Transactions - Sold

<u>Transaction</u> <u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Exercise</u> <u>Price</u>	<u>Expirations/</u> <u>Settlement</u>	<u>Dealer</u>	<u>Option</u> <u>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 October 1, 1996 through October 31, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of October 31, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 October 1, 1996 through October 31, 1996 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.

**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 Service Contract were authorized or amended, during the period October 1, 1996 to October 31, 1996.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director/ General Manager, PATH Corporation to retain the services of: Transportation Resources Associates, Inc. 225 South 15th Street Philadelphia PA 19102	To evaluate the procedures, rules, practices and policies at PATH for compliance, operational effective- ness, and efficiency.	\$ 10,000 (not to exceed)

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES OF SPECIAL BOARD MEETING

Thursday, January 23, 1997

Page

Confidential Item

2

MINUTES of a special meeting of The Port Authority of New York and New Jersey held Thursday, January 23, 1997, 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. Henry F. Henderson, Jr.
 Hon. Robert C. Janiszewski
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

George J. Marlin, Executive Director
 Jeffrey S. Green, General Counsel

Karen A. Antion, Chief Technology Officer
 Barry A. Abramowitz, Program Director, JFK Redevelopment, Aviation
 Richard A. Aronow, Attorney, Law
 Daniel D. Bergstein, Executive Policy Analyst, Office of the Deputy Executive Director
 A. Paul Blanco, Chief Administrative Officer
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 David A. Kagan, Principal Financial Analyst, Budget
 Theodore D. Kleiner, Assistant Program Director, JFK Redevelopment, Aviation
 Charles F. McClafferty, Chief Financial Officer
 Linda K. Moses, Manager, Property Development and Management Division, Aviation
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Jeff Stein, Executive Assistant to the Chairman
 Doreen M. Frasca, Senior Managing Director, Cambridge Partners

The Assistant Secretary reported that the meeting was duly called in accordance with the By-Laws.

The meeting was called to order in executive session by Chairman Eisenberg at 1:15 p.m. and ended at 2:30 p.m.

The Executive Director's recommendation of the appointment of Daniel D. Bergstein as Secretary of The Port Authority of New York and New Jersey was unanimously approved.

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 February 6, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, February 6, 1997, 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. John J. Haley, Jr.
 Hon. Henry F. Henderson, Jr.
 Hon. Alan G. Philibosian

George J. Marlin, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Robert J. Kelly, Director, Aviation
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Francis J. Lombardi, Chief Engineer
 Charles F. McClafferty, Chief Financial Officer
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 John F. Spencer, Assistant Chief Engineer
 Jeffrey A. Stein, Executive Assistant to the Chairman
 Peter Yerkes, Press Secretary, Office of Corporate Communications

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

The public meeting was called to order by Chairman Eisenberg at 2:20 p.m. and ended at 2:47 p.m. The Board also met in executive session on December 12, 1996, January 23, 1997 and prior to today's public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of December 12, 1996. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on January 23, 1997, which included a discussion of contract matters and matters which could affect the competitive economic position of the Port Authority, the port district and businesses with whom 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 Construction

The Committee on Construction submitted a report, for information, of matters discussed at its meeting on January 23, 1997, which included a discussion of an item that authorizes a project for the development and implementation of an Intelligent Transportation System at the George Washington Bridge. Following the public session, the Committee met in executive session to discuss 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 Finance

The Committee on Finance submitted a report, for information, of matters discussed in executive session at its meeting on January 23, 1997, which included a 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 Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning submitted a report, for information, of action taken and matters discussed at its meeting on December 12, 1996, which included a discussion of the Port Authority's participation in the proposed Conrail merger proceedings, and the report was received.

In executive session, Chairman Eisenberg welcomed John J. Haley, Jr. as a Commissioner of the Port Authority and expressed the Board's pleasure in having Commissioner Haley participate in the work of the Board.

APPOINTMENT OF EXECUTIVE DIRECTOR

In view of Executive Director George J. Marlin's expressed intent not to seek reappointment as Executive Director at the 1997 Annual Meeting, Chairman Eisenberg recommended, in executive session, the appointment of Robert E. Boyle with full power to act as Executive Director of The Port Authority of New York and New Jersey from March 1, 1997 until action by the Board at the Annual Meeting in April. Mr. Boyle's appointment at this time with full power to act will assist in an orderly transition. The Board unanimously approved the recommendation.

**INTERMODAL SURFACE TRANSPORTATION EFFICIENCY ACT -
REAUTHORIZATION - PORT AUTHORITY POSITION**

The following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley voting in favor; none against:

WHEREAS, the Intermodal Surface Transportation Efficiency Act of 1992 (ISTEA) provided the States of New York and New Jersey with nearly \$20 billion in federal resources to help meet the transportation needs of the region; and

WHEREAS, ISTEA provides the flexibility needed to direct federal funds to address intermodal transportation required to ensure the critical movement of people and goods throughout our region and nation; and

WHEREAS, the New York and New Jersey region is a critical component of the nation's ability to compete in the global economy through the maintenance and expansion of the Ports of New York and New Jersey and its three major aviation facilities that handle over fourteen million tons of cargo that is disbursed across the nation; and

WHEREAS, the States of New York and New Jersey and the Port Authority have critical transportation infrastructure investment needs because of aging highways and bridges, high level of use by trucks and passenger vehicles, including corridor travel, and has severe air quality challenges; and

WHEREAS, ISTEA provides the foundation for the integration of state, regional and local decision making, and links transportation policy with national clean air objectives;

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Commissioners of The Port Authority of New York and New Jersey strongly endorses the reauthorization of ISTEA with modifications to address issues related to streamlining the delivery of capital projects; and it is further

RESOLVED, that the Board of Commissioners urges the Congress of the United States to allocate federal transportation resources based on need, and not where federal motor fuel taxes are collected; and it is further

RESOLVED, that copies of this resolution be sent to the Governors of New York and New Jersey, members of the New York and New Jersey Congressional delegations and to the Chairman and ranking Member of the House of Representatives Transportation & Infrastructure Committee and the United States Senate Environment & Public Works Committee.

ELECTRONIC TOLL COLLECTION - PROCUREMENT OF INTERIM CUSTOMER SERVICE CENTER SERVICES - AWARD OF PURCHASE ORDER TO MARK IV INDUSTRIES - IVHS DIVISION

The New Jersey Turnpike Authority, on behalf of the New Jersey Consortium on Electronic Tolls Collection, was to award an Electronic Tolls Collection (ETC) contract for the Consortium including the establishment of a Customer Service Center (CSC) which was to service the Port Authority's electronic toll patrons and permit the Port Authority to fully participate in the Consortium's objective of implementing and operating a regional ETC system. It now appears unlikely that the Consortium will make a timely award of contract to meet the Port Authority's requirements for inception of ETC service in July 1997. The Consortium Memorandum of Understanding's terms and conditions provide that if the Port Authority's Executive Director reasonably determines on or before February 15, 1997 that the Consortium's CSC would not be available to the Port Authority for testing by April 1997, the Port Authority may make arrangements for an interim CSC. It is therefore prudent to make arrangements for the provision of interim CSC services to the Port Authority and for the Port Authority to purchase necessary transponders (tags) and related equipment from Mark IV Industries. The Consortium was to have purchased such items for its members but will not purchase them for the Port Authority's interim Customer Service Center use. On August 8, 1996, the Port Authority executed an irrevocable Offer with Mark IV IVHS to provide tags, readers and ancillary equipment.

Staff will interview entities believed to have the capabilities to provide the required interim CSC services in the required time frame. The Board will be advised of the final terms and conditions of the arrangements for the services.

The proposed procurement of interim CSC services is intended to provide for the needs of the Port Authority on an interim basis until the Port Authority has made a reasonable assessment that the Consortium CSC has been successfully tested and is ready for operational use by the Port Authority. The arrangement is anticipated to span one year and allow for a 60 day termination by the Port Authority. The interim CSC is to be available for program rollout in July 1997 and is to support the Port Authority ETC program as approved by the Board. The interim CSC costs are to be negotiated. The services to be provided will include but not be limited to E-ZPASS account establishment and maintenance, tag inventory and distribution, walk-in centers, statements processing, violations enforcement, credit card and check verification, and telephone application and account inquiry. The interim services contemplates a single account and single statement covering all ETC customers.

A Letter of Intent has been transmitted to Mark IV Industries in order to place the Port Authority into a production schedule consistent with the July 1997 inception of service. Based on the recent experience of MTA B&T and the New York State Thruway Authority, there will be approximately one million E-ZPASS tags in circulation at the time of the inception of ETC service by the Port Authority. The Port Authority will award a Purchase Order for 150,000 tags and ancillary equipment for both private and commercial use under this authorization which will meet the Port Authority's inception of service needs.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley 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 procure interim Customer Service Center services necessary for the Port Authority's Electronic Toll Collection Program; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award a Purchase Order to Mark IV Industries - IVHS Division, for the furnishing of vehicle transponders (tags) and associated equipment necessary for the inception of electronic toll collection services by the Port Authority at an estimated cost of \$3.9 million, and it is further

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

(Board - 2/7/97)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - SOUTHWEST QUADRANT
RESTRICTED SERVICE ROAD AND BRIDGE - PROJECT AUTHORIZATION**

The John F. Kennedy International Airport (JFK) Aeronautical Operations Area eight mile network of restricted service roads provides a secure all-airside route and transportation link between various aeronautical facilities for large fueling tankers, cargo handlers, catering trucks, aircraft tugs and other airport service vehicles. However, there is currently no restricted all-airside route connecting JFK's southwest quadrant, including the Bulk Fuel Farm, with the northwest quadrant. As a result, heavy fuel tankers and a number of other types of large, slow moving airport vehicles that service the southwest quadrant must use the public roadway system, including 130th Place and the Van Wyck Expressway, to connect to the northwest quadrant, thereby contributing to congestion and other undesirable public roadway conditions. Further, a new cost efficient aircraft tug which is too wide for public roadway use and more appropriately suited to an airside operations route has been tested for service at JFK.

The proposed project, through the two and one-third mile expansion of the restricted service road network in the southwest quadrant including the construction of a bridge over the Van Wyck Expressway, will provide an all-airside route and transportation link from the southwest quadrant to the northwest quadrant, thereby reducing congestion and improving safety conditions on public roads, deferring the need to widen 130th Place, and facilitating the movement of widebody aircraft tugs and the contemplated relocation of the Satellite Fuel Farm maintenance operations to an area adjacent to the Bulk Fuel Farm.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley voting in favor; none against:

RESOLVED, that a project for the expansion of the restricted service road network in the southwest quadrant of John F. Kennedy International Airport to connect to the existing restricted service road in the northwest quadrant, including the construction of a bridge over the Van Wyck Expressway, at an estimated total project cost of \$23.03 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative 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 a) take action with respect to purchases and 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 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 the Executive Director deems reasonable; rejection of all bids, solicitation of new bids on revised or the same requirements, or

negotiation with one or more bidders or other 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; and c) enter into such other agreements as may be necessary to effectuate the project; and it is further

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

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - CENTRAL TERMINAL AREA
PARKING STRUCTURE, AREA ONE (TERMINAL ONE/DELTA) -
PLANNING/PROJECT AUTHORIZATION AND AWARD OF CONTRACTS**

In the fall of last year, the Port Authority undertook an analysis of projected parking supply and demand as a result of several changes that have or will occur within the Central Terminal Area (CTA) at John F. Kennedy International Airport. There has been a marked increase in air passenger traffic, particularly originating and terminating traffic (the users of parking), at the Delta Airlines Terminal. Further the construction of the new Terminal One in Area One, which shares parking with Delta, is scheduled for completion in May 1998 and will increase the demand by approximately 400 parking spaces in Area One. Concurrently, there will be a permanent loss in parking supply associated with the closure of the Delta rooftop Public Parking Lot #6 for security reasons (400 spaces), which has accelerated the need for this project. Current plans are to complete the Area One parking structure to coincide with the scheduled opening of the new Terminal One. As a result, in order to achieve this goal, the construction is currently being fast-tracked using in-house forces for the design. Also, in order to meet parking needs during construction, it will be necessary to re-open Parking Lot #6 for a period of time. This will incur increased operation and maintenance expenses in order to satisfy security requirements. When the three-level 1,430 space structure is completed, Area One will have approximately 1,850 spaces available for public use.

A number of operational alternatives have been examined and rejected because of the poor level of service afforded to the air passenger. These options included providing shuttle buses to remote parking lots outside the CTA, the introduction of valet parking, and new pricing strategies aimed at reducing the demand on the CTA lots. Utilization of the planned Light Rail System as a parking lot management tool to distribute parkers around the CTA and the long-term lots is a future strategy which can be pursued when the system is scheduled to come into service in the year 2001. However, even with the Light Rail System on line, the demand for parking in the CTA will necessitate construction of this facility.

Pursuant to the foregoing report, the following resolution was with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley voting in favor; none against:

RESOLVED, that a project for the planning, design and construction of a parking structure in Area One of the Central Terminal Area of John F. Kennedy International Airport (JFK) at a total estimated project cost of \$46 million including payments to contractors, allowances for extra work (if necessary), and net cost work, administrative, engineering, and financial expenses and a project contingency be and the same is hereby 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 (a) take action with respect to purchase and construction contracts and agreements for professional and advisory services for the foregoing project as he deems in

the best interest of the Port Authority, including without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or same requirements, or negotiation with one or more 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 and net cost work in connection with each Contract, including Supplemental Agreements thereto; (c) enter into a Supplemental Agreement with Slattery Associates, Inc., the contractor for the ongoing Area One Roadway Contract Package #6, JFK-584.004, for construction of the foundations for the Area One Parking Structure, utilities verification and relocation in the foot print of the proposed parking structure, and for other modifications to allow the integration of the parking structure into Area One; and d) award Contract JFK-114.001 - "John F. Kennedy Airport - Central Terminal Area - Area One Parking Structure" 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 the Executive Director deems reasonable, reject all bids, solicit new bids on revised or same requirements, or negotiate with one or more contractors; and it is further

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

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - DHL AIRWAYS, INC. -
AUTHORIZATION TO LEASE SPACE IN BUILDING NO. 141**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a lease agreement with DHL Airways, Inc. (DHL) covering approximately 23,600 square feet of warehouse and approximately 16,500 square feet of related outside area of Building No. 141 at John F. Kennedy International Airport (the premises), for the expansion of DHL's international air cargo operations.

The lease will provide for a term of approximately seven years commencing on or about May 1, 1997. Payment of rent will commence on the earliest to occur of (a) the 120th day following the signing of the lease; (b) the date DHL's renovation work is substantially completed; or (c) the date the premises or any portion thereof is occupied by DHL for cargo purposes.

The rentals would be subject to escalation on a prescribed basis at periodic intervals throughout the term of the lease.

DHL will be obligated to renovate and improve the premises at a cost of approximately \$750,000. This work will be completed on or about September 1, 1997.

The Port Authority will perform a subsurface environmental assessment of the premises prior to the execution of the lease. The cost of remediation of subsurface ground contamination to the legally required clean-up level and removal of underground fuel tanks, if any, for which the Port Authority may be responsible is estimated at \$500,000. DHL will be responsible for environmental conditions not described in the lease as well as removal and disposition of asbestos in the premises.

The Port Authority will be responsible for the roof and structural maintenance of the premises. DHL will be responsible for non-structural maintenance and repairs of the premises as well as all utilities consumed at the premises.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley 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 DHL Airways, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - NORTHWEST AIRLINES, INC. -
SUPPLEMENT TO LEASE AYA-850 FOR REDEVELOPMENT OF CARGO
SITE**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Northwest Airlines, Inc. (Northwest) to supplement and amend its lease for cargo facilities at John F. Kennedy International Airport (the Airport) to provide for, among other things, (1) Northwest's demolition of its existing cargo facility, construction of a new, state-of-the-art cargo facility at an estimated cost of \$31 million and surrender of approximately ten acres of land (the date of such surrender, DBO), (2) an option and right of first refusal to Northwest, for a ten-year period, to reacquire the surrendered ten-acre parcel, (3) the extension of the lease term through November 30, 2015 or, if the City lease for the Airport is renewed, up to 25 years following DBO and (4) the Port Authority's remediation, at a cost not to exceed \$500,000, of such subsurface contamination as Northwest can demonstrate was not caused by its operations, Northwest being responsible for all other environmental remediation. Northwest expects to obtain New York City Industrial Development Agency construction financing.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley 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 Northwest Airlines, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

NEWARK INTERNATIONAL AIRPORT - EXTENSION OF RUNWAY 4L-22R AND RECONFIGURATION OF PARKING LOTS F AND G - PROJECT AUTHORIZATION

The extension of inboard Runway 4L-22R at Newark International Airport (EWR) has been identified by the FAA/Industry Capacity Enhancement Task Force as a measure to reduce aircraft takeoff and landing delays. It would eliminate pilot preference for using the longer arrivals runway for departures, thereby reducing aircraft delays and airline operating costs. The runway extension would also provide the added benefit of reducing aircraft noise exposure from departures for residents north and south of EWR. In addition, it would provide greater payload-range capabilities of certain aircraft, particularly heavy jet aircraft serving the international market.

The proposed project provides for the extension of Runway 4L-22R by 1,000 feet to the north and 1,800 feet to the south, resulting in an 11,000 foot runway compared to the existing 8,200 feet. Related work in the area north of the runway will include: embedding the approach light system for Runway 4L in the runway pavement; relocating the localizer for Runway 4L; reconfiguration of Public Parking Lot G and the restricted service road adjacent to it; drainage improvements, and associated taxiway work including a taxiway extension. Related work in the area south of the runway will include: implementation of a Bird Hazard Control Plan including appropriate mitigation measures for affected and nearby wetlands, such mitigation measures to include payments to offset the filling of such wetlands; construction of a new storm water outfall into the peripheral ditch; reconfiguration of Employee Parking Lot F and the restricted service road and patrol road adjacent to it; installation of a localizer for Runway 22R, and associated taxiway work including a taxiway extension. Provisions for the future installation of a medium-intensity approach lighting system with runway indicator lights on Runway 22R will also be included.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley voting in favor; none against:

RESOLVED, that a project for the extension of Runway 4L-22R at Newark International Airport from 8,200 to 11,000 feet and the implementation of a Bird Hazard Control Plan including appropriate mitigation measures for affected and other nearby wetlands at an estimated total project cost of \$92.4 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, payments to obtain wetland mitigation credits to offset the filling of such wetlands, planning, engineering, administrative and financial expenses and a project contingency (if necessary) be and it hereby is authorized; and it is further

RESOLVED, that a project for the reconfiguration of Employee Parking Lot F and Public Parking Lot G at a total estimated project cost of \$7.5 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative 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 a) take action with respect to purchase and construction contracts and contracts for professional and advisory services related to the foregoing projects as he deems in the best interest of the Port Authority, including, without limitation, award 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 the Executive Director deems reasonable; rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other 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; and c) enter into such other agreements as may be necessary to effectuate the projects; and it is further

) **RESOLVED**, that the form of the contracts and agreements required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**NEWARK INTERNATIONAL AIRPORT - AVIS RENT A CAR SYSTEM, INC., THE
HERTZ CORPORATION, NATIONAL CAR RENTAL SYSTEM, INC., -
REVISIONS**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into agreements amending leases with Avis Rent A Car System, Inc. (Avis), The Hertz Corporation (Hertz) and National Car Rental System, Inc. (National) at Newark International Airport (EWR) to increase the amount of investment that would be recognized under each lease for the purpose of calculating unamortized investment in each company's newly constructed customer service facilities and to enter into agreements supplementing each company's privilege permit at EWR to increase the amount of investment recognized in calculating construction fee credits. The amount of Avis' investment would be increased from \$8 million to \$10 million, Hertz's investment would be increased from \$6 million to \$11 million, and National's investment would be increased from \$3 million to \$8 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley 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 and permits with Avis Rent A Car System, Inc., The Hertz Corporation and National Car Rental System, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of the General Counsel or his authorized representative.

GEORGE WASHINGTON BRIDGE - INTELLIGENT TRANSPORTATION SYSTEM - TRAFFIC MANAGEMENT SYSTEM-PROJECT AUTHORIZATION, AUTHORITY TO AWARD CONTRACTS GWB-244.085 AND GWB-244.085M AND AUTHORITY TO ACCEPT FEDERAL FUNDING UNDER A CONGESTION MITIGATION AIR QUALITY GRANT

The proposed project for development and implementation of an Intelligent Transportation System (ITS) at the George Washington Bridge (GWB) will improve the quality of service for customers. This will be accomplished through faster detection and clearance of accidents and/or otherwise disabled vehicles and by providing the public with timely, accurate, real time information regarding traffic flow at the facility and on adjoining roadways.

The State of New Jersey is currently installing an ITS on its roadways which adjoin the GWB. The State of New York is in the planning stages of implementing a similar system on its roadways. The GWB, which is a major link in the I-80/I-95 corridor, must have a compatible ITS to achieve a seamless ITS boundary in that section of the corridor. Given this need and the expected positive effect on air pollution through the reduction of emissions during congested periods, the federal government has selected the project to receive a \$1.2 million Congestion Mitigation Air Quality grant to cover a portion of the project costs. This project is the first phase of the agency's ITS program for all river crossings.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, O'Neill, Philiposian, Schweitzer, and Talley voting in favor; Commissioner Henderson abstaining; none against:

RESOLVED, that a project for the development and implementation of an Intelligent Transportation System (ITS) at the George Washington Bridge (GWB) at an estimated project cost of \$24.3 million net of federal funding and including administrative, engineering, planning and financial expenses, and allowances for net cost and extra work (if necessary) 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 (a) solicit proposals for and to award Contract GWB-244.085, a contract to design, furnish and install the GWB ITS system at an estimated cost of \$14.9 million, and Contract GWB-244.085M, a contract for four year maintenance of such system at an estimated cost of \$1.1 million, to the proposer whose proposals are rated highest based on evaluation of cost, quality and such other criteria as are established prior to solicitation of proposals; (b) execute such other contracts and supplemental agreements for the project with such bidders or contractors as he deems in the best interest of the Port Authority; and (c) order extra work (if necessary) and net cost work, in connection with each contract including supplemental agreements thereto; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to accept and expend federal funds in connection with the project under a Congestion Mitigation Air Quality grant in the amount of \$1.2 million.

**THE WORLD TRADE CENTER - HVAC DISTRIBUTION SYSTEM REHABILITATION -
PROJECT AUTHORIZATION**

A condition survey of components of the World Trade Center HVAC distribution system determined that certain base building cooling equipment is at the end of its useful life and in need of rehabilitation or replacement in order to restore system operations to design capacity. This work will also enable the air conditioning system to offset the heat generated by the additional electrical capacity required to meet existing and prospective tenant demand.

The proposed project will be the third component of the four-phase HVAC Upgrade. Since 1993, HVAC capacity has been increased by the construction of a new chiller plant, and by a new river water line which enables year round cooling and provides system back-up. This project will increase chiller plant efficiency through piping and pumping modifications, extend the useful life of the base building cooling system by rehabilitating or replacing components and provide an additional and more economical means of furnishing supplemental cooling to tenants.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley voting in favor; none against:

RESOLVED, that a project for the rehabilitation of The World Trade Center HVAC Distribution System at an estimated total project cost of \$24.4 million including administrative, engineering, planning and financial expense, payments to vendors, consultants and contractors, and allowances for extra work (if necessary) and net cost work, 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 a) take such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services as he deems in the best interest of the Port Authority including, without limitation, award to the contractor who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose proposal price the Executive Director deems reasonable; rejection of all proposals, solicitation of new proposals on revised or the same requirements from one or more contractors, or negotiation with one or more proposers or other contractors; b) execute contracts and supplemental agreements with such 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 c) enter into such other agreements as may be necessary to effectuate the project; and it is further

RESOLVED, that the terms of the construction or purchase contracts required to effectuate the foregoing be subject to the approval of the Committee on Construction; and it is further

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

PORT NEWARK - SWIFT FUEL STOPS, INC. - AUTHORIZATION TO LEASE BUILDING 151

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into an agreement of lease with Swift Fuel Stops, Inc. (Swift Fuel) to lease Building 151 and adjacent open area at Port Newark for the renovation and operation of an automobile service station.

Swift Fuel will upgrade the station to ensure that the fuel storage and delivery system meet new and more stringent environmental standards to be effective in 1998.

The lease would be for a term of twenty years commencing on or about March 1, 1997. Rentals would commence at the earlier of (i) 150 days from the commencement date or (ii) the date upon which public operations may be commenced in the premises. Annual rentals over the term of the lease would be fixed initially and subject to escalation equivalent to two and one-half percent (2.5 percent) per year.

A subsurface environmental assessment of the site indicates that existing underground fuel storage tanks and associated lines must be removed and subsurface ground contamination remediated. The cost of the remediation of subsurface ground contamination for which the Port Authority will be responsible is estimated at \$500,000. Swift Fuel would not be responsible for the remediation of any pre-existing ground contamination which may be discovered and described in the lease. The Port Authority would also be responsible for the removal of existing tanks, lines and pumps at an estimated cost to the Port Authority of \$50,000.

Pursuant to the forgoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley 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 of lease with Swift Fuel Stops, Inc., at Port Newark, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall to be subject to the approval of the General Counsel or his authorized representative.

**PORT AUTHORITY BUS TERMINAL - H&R BLOCK EASTERN TAX SERVICES, INC.
- LEASE AGREEMENT**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with H&R Block Eastern Tax Services, Inc. (H&R Block) covering the construction and operation of an office to be used for the conduct of a commercial tax preparation service on the Main Concourse of the South Wing of the Port Authority Bus Terminal and to enter into a brokerage agreement with Augie Hasho & Associates, Inc., the broker involved in the letting, each agreement to be substantially in accordance with the terms and conditions outlined below.

H&R Block's parent company is publicly traded on the New York Stock Exchange and has been in business for over forty years. It has over 4,000 offices located in all 50 states, and provides services in fifteen other countries. Its 1996 revenues are expected to exceed \$1.2 Billion.

The Lease would be for a term commencing on or about March 1, 1997 and expiring on the day preceding the tenth anniversary of the date payment of rental commences under the Lease. H&R Block will pay a graduated basic rental for the premises aggregating approximately \$777,000 over the term of the lease. Payment of rental under the Lease will commence 300 days from the commencement date of the term of the letting under the Lease or 90 days after the commencement of business operations in the premises, whichever occurs first. H&R Block will install all improvements, fixtures and equipment required for its operations in the premises at its expense. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event H&R Block would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$250,000. H&R Block will have the right to terminate the term of the letting at any time following the commencement of the third annual period upon payment to the Port Authority of a sum specified in the Lease.

The Port Authority will pay a brokerage commission to Augie Hasho & Associates, Inc. in connection with the letting.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley 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 H&R Block Eastern Tax Services, Inc., at the Port Authority Bus Terminal and a brokerage agreement with Augie Hasho & Associates, Inc., substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT OF CLAIM - HUDSON REFRIGERATING COMPANY V. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to settle the Port Authority's pre- and post-petition bankruptcy claims of approximately \$2.475 million as of September 13, 1995 and \$877,650 thereafter to date, respectively and the lawsuit of Debtor Hudson Refrigerating Company (Hudson) arising out of a lease (Lease L-NS-561) between the Port Authority and Hudson for premises at Port Newark.

Hudson filed a Chapter 11 Bankruptcy Petition on September 14, 1995 and also commenced a lawsuit against the Port Authority questioning the nature of the agreement between the parties.

The Port Authority will receive from this settlement (1) approximately \$750,000 currently being held for escrow for use and occupancy; (2) approximately \$1.6 million over time in satisfaction of past arrearages (with an immediate payment of \$250,000); and (3) 89 percent of the rental called for under the lease without the escalation currently provided for in the lease.

Among the other terms of settlement, Hudson will also agree to dismiss its lawsuit against the Port Authority with prejudice, in which it claims that the lease is not a "true lease" but rather a disguised financing arrangement and to the entry of an Order by the Bankruptcy Court stating that the lease is a true lease as a matter of law, and if not so ordered by the Court, the Port Authority may terminate the Settlement Agreement. Additionally, if any further default occurs by Hudson under this settlement or the lease and is not promptly cured, Hudson will agree that the lease is deemed terminated and a judgment for possession of the premises can be entered.

As part of the settlement, Hudson's parent will also agree that it will be responsible for reasonable costs incurred if Hudson terminates its business and fails to timely deliver-out its inventory to its customers. The Port Authority's environmental and repair claims, if any, with respect to Lease L-NS-561 will also be preserved. The settlement will also contain various provisions to protect the Port Authority's interests, to the extent permitted by law, from any further subsequent bankruptcy of Hudson.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley voting in favor; none against:

RESOLVED, that General Counsel be and he is hereby authorized, for and on behalf of the Port Authority, to settle the Port Authority's bankruptcy claims against Hudson Refrigerating Company (Hudson) and the adversary proceeding in bankruptcy filed by Hudson against the Port Authority, substantially in accordance with the terms and conditions set forth above.

SETTLEMENT OF CLAIM - ANNA DEFESI, AS EXECUTRIX OF THE ESTATE OF JOSEPH DEFESI, DECEASED V. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It is recommended that General Counsel be authorized to enter into settlement with Anna DeFesi, as Executrix of the Estate of Joseph DeFesi, deceased, and their attorney in the amount of \$150,000, representing the Port Authority's proportionate share of a total settlement of \$500,000, inclusive of all liens, attorney fees, interest, costs, and disbursements, in exchange for a general release and stipulation of discontinuance with prejudice. The Port Authority has expressly reserved its right to seek reimbursement and recovery of this proportional share of the settlement from Hilton International and its insurers.

This settlement will fully resolve the claim of the estate of plaintiff's decedent and his widow for damages arising out of an incident in June 1, 1990 on the B-1 Level of 3 World Trade Center when there was an explosion in the steam system pipes. As a result, plaintiff's decedent sustained second and third degree burns over 90 percent of his body, and survived for a period of approximately 24 hours, in and out of consciousness, prior to his demise due to these injuries.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley voting in favor; none against:

RESOLVED, that General Counsel be and hereby is authorized to settle the pending action entitled Anna DeFesi, as Executrix of the Estate of Joseph DeFesi, deceased v. The Port Authority of New York and New Jersey, et al., for the total amount of \$150,000 inclusive of all liens, attorney fees, interest, costs and disbursements, by paying said amount to the plaintiffs and their attorney in exchange for a general release and stipulation of discontinuance with prejudice, in full settlement of claim.

**SETTLEMENT OF CLAIM - NEW YORK STATE DEPARTMENT OF
TRANSPORTATION - W. 30TH STREET HELIPORT**

It was recommended that the Board authorize General Counsel to settle all claims New York State may have arising out of a Use and Occupancy Permit between the Port Authority, as permittee, and the New York State Department of Transportation (NYSDOT) for the W. 30th Street Heliport, by paying \$1.1 million to New York State in exchange for a general release of all claims, including those relating to environmental remediation.

In 1981, as part of the Westway Program, NYSDOT by eminent domain acquired the W. 30th Street Heliport and all rights to the lease between New York City and the Port Authority. In May 1996, NYSDOT terminated the Port Authority's Use and Occupancy Permit and demanded the Port Authority return the facility in the same condition as received. The total cost of repairs is estimated at approximately \$2,000,000. The Port Authority and NYSDOT disagree as to which party is responsible for repairs to the facility. NYSDOT has offered to settle the claim for \$1.1 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Henderson, Kalikow, O'Neill, Philibosian, Schweitzer, and Talley 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 all claims New York State may have against the Port Authority arising out of a Use and Occupancy Permit between the Port Authority, as permittee, and the New York State Department of Transportation for the W. 30th Street Heliport for \$1.1 million in exchange for a general release of all claims, including those relating to environmental remediation, and to do all other things necessary and appropriate in implementation or furtherance of the foregoing; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing be subject to the approval of General Counsel or his authorized representative.

TRIBUTE TO COMMISSIONER FRANK J. WILSON

The following resolution was unanimously adopted expressing the appreciation of the Board of Commissioners to Frank J. Wilson.

WHEREAS, during the years since his 1994 appointment by Governor Christine Todd Whitman as a Commissioner of The Port Authority of New York and New Jersey, the Honorable Frank J. Wilson has been a loyal and dedicated member of the Board; and

WHEREAS, during that time Commissioner Wilson served with distinction as Vice-Chairman of the Committee on Construction and as a member of the Committee on Capital Programs/Construction; and

WHEREAS, Commissioner Wilson brought to the Port Authority the benefits of his many years of experience in the field of mass transit.

Now, therefore, be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their appreciation to Frank J. Wilson for his service to the agency and the region it serves; and it is further

RESOLVED, that the Commissioners hereby direct that this resolution be suitably engraved and presented to Commissioner Frank Wilson as a token of their thanks.

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 November 1, 1996 to November 30, 1996.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
MFP196	Rehabilitation of ship watering pits Port Newark/Elizabeth Port Authority Marine Terminal Atlantic & Pacific Mechanical Contractors, Inc.	330,000(A) 20,000(C) 33,000(D) 5,950(E) 20,000(F) 408,950	330,000(A) -0-(C) 33,000(D) 5,950(E) 10,027(F) 378,977
GWB244023	Main cable inspection at sidewalk level George Washington Bridge Karl Koch Erecting Co., Inc.	77,500(A) 66,000(C) 7,000(D) 150,500	77,500(A) 31,121(C) -0-(D) 108,621
WTC201	Northeast & Southeast Buildings, Elevation 289'-6", installation of piping on sump and ejector discharges World Trade Center 4 J's Mechanical Corp.	69,950(A) 7,000(D) 76,950	69,950(A) -0-(D) 69,950
BP364003	Pier 12 pile repairs Brooklyn Port Authority Marine Terminal Phoenix Marine Co.	183,000(A) 15,000(D) 198,000	183,000(A) 12,968(D) 195,968
AKG204	Ceiling replacement at Administration Building Meeting Room Goethals Bridge Dan McCarron & Son	53,588(A) -0-(C) 4,287(D) 57,875	53,588(A) 921(C) 4,200(D) 58,709
BT180063	Improvements and Modernization South Wing Rehabilitation of Mixing Areas Port Authority Bus Terminal TPK Construction Corp.	1,413,000(A) 142,000(D) 685,000(G) 68,500(H) 125,000(I) 125,000(J) 89,500(K) 2,648,000	1,413,000(A) 142,000(D) 685,000(G) 68,500(H) 125,000(I) 125,000(J) 13,935(K) 2,572,435

BT294	Northwing taxiway lighting and CCTV system modifications Port Authority Bus Terminal James F. Volpe Electrical Contracting Corp.	52,000(A) 6,000(D) 58,000	52,000(A) 3,035(D) 55,035
LT382	West 39th Street & 10th Avenue Enclosure New York City Enclosure of Ramp 99 Lincoln Tunnel P.T. Stone, Inc.	124,950(A) -0-(C) 13,000(D) 137,950	124,950(A) 24,464(C) 2,450(D) 151,864
JFK718A	International Arrivals Building Rehabilitation/Modernization of Elevators and Escalators John F. Kennedy Int'l Airport A.P.C. Contracting, Inc.	597,860(A) 60,000(D) 657,860	579,860(A) 45,646(D) 643,506
EP110064	Bulkhead Rehabilitation of Berths 56 and 58 and repair of pavement depressions at other berths Elizabeth Port Authority Marine Terminal Blandford Land Clearing Corp.	1,373,000(A) 120,000(B) 600,000(C) 150,000(D) 29,860(E) 800,000(L) 3,072,860	1,373,000(A) 100,650(B) 325,405(C) 150,000(D) 29,860(E) 508,363(L) 2,487,278
PST170	Replacement of Electrical Distribution Centers Pier 40 Passenger Ship Terminal Saint Vincent Electric & Construction, Inc.	320,000(A) 32,000(D) 352,000	320,000(A) 31,470(D) 351,470
AK137B	Leak detection system for fueling stations Outerbridge Crossing & Goethals Bridge Baron Piedmont, Inc.	50,584(A) 5,000(C) 5,000(D) 60,584	50,584(A) 1,098(C) 4,970(D) 56,652
HWD541002	Demolition of headhouse building Hoboken South Waterfront Development Spina Asphalt Paving & Excavation Contractor, Inc.	487,000(A) 10,000(C) 39,000(D) 536,000	487,000(A) -0-(C) 34,444(D) 521,444

- (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 Payment" 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) Memorandum of Authorization dated 02/06/95, increasing extra work in the amount of \$20,000.
- (G) Memorandum of Justification dated 08/04/92, authorizing additional lump sum work in the amount of \$685,000.
- (H) Memorandum of Justification dated 08/04/92, authorizing additional extra work in the amount of \$68,500.
- (I) Memorandum of Authorization dated 01/27/93, increasing extra work in the amount of \$125,000.
- (J) Memorandum of Authorization dated 02/16/94, increasing extra work in the amount of \$125,000.
- (K) Memorandum of Justification dated 02/27/95, increasing extra work in the amount of \$89,500.
- (L) Memorandum of Justification dated 04/21/95, increasing extra work in the amount of \$800,000.

Final Payments have been made in the period December 1, 1996 to December 31, 1996 for the Contracts set forth hereafter.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK752	Lighting for parcel "Z" John F. Kennedy Int'l Airport Voltair Electrical Company, Inc.	93,273(A) 9,327(D) 26,000(F) 128,600	93,273(A) 9,327(D) 23,176(F) 125,776
JFK713	Reroofing of hangars 3,4,5 and buildings 127, 128, 192 and 193 John F. Kennedy Int'l Airport Advanced Construction Management Corp.	2,210,000(A) 115,000(C) 221,000(D) 250,000(H) 2,796,000	2,210,000(A) 11,010(C) 221,000(D) 178,081(H) 2,620,091
LGA110101	Central Terminal Building Third Floor East & West Corridors Ceiling Replacement La Guardia Airport Pav-Lak Contracting, Inc.	335,904(A) 8,000(C) 34,000(D) 377,904	335,904(A) 13,088(C) 14,799(D) 363,791
LGA578	Gasoline and Diesel Tanks and Dispensing System La Guardia Airport D.T. Allen Contracting Co., Inc.	649,649(A) 52,000(D) 75,000(G) 776,649	649,649(A) 52,000(D) 61,256(G) 762,905
LGA600	Emergency Telecommunications Cluster La Guardia Airport Saint Vincent Electric & Construction, Inc.	121,000(A) 10,000(D) 131,000	14,900(A)(I) -0-(D) 14,900
GWB374	Cleaning Drainage System Via Work Order George Washington Bridge E&B Industrial Cleaning Corp.	99,500(B) 45,000(C) 10,000(D) 154,500	95,695(B) 13,450(C) -0-(D) 109,145

GWB110109	Lower Level Floorbeam	197,000(A)	197,000(A)
	Rehabilitation	2,903,200(B)	2,516,328(B)
	George Washington Bridge	50,000(C)	30,060(C)
	NAB Construction Corp.	311,000(D)	108,000(D)
		3,911,200	2,851,388
GWB363	Lower Level Toll Plaza	404,750(B)	404,750(B)
	Pavement Rehabilitation	12,000(C)	-0-(C)
	George Washington Bridge	70,000(D)	-0-(D)
	TPK Construction Corp.	40,475(J)	40,475(J)
		-0-(K)	46,609(K)
	988,725	953,334	
GWB382	Tower Base Fencing	951,000(A)	951,000(A)
	George Washington Bridge	25,000(C)	-0-(C)
	Vista Engineering Corp.	86,000(D)	52,495(D)
		19,918(E)	19,918(E)
		1,081,918	1,023,413
GWB393	Installation of Block Wall at	79,000(A)	79,000(A)
	179th Street Tunnel	-0-(C)	618(C)
	George Washington Bridge	6,320(D)	-0-(D)
	CCM Contracting Corp.	85,320	79,618
AKB141	Priority Structural Steel Repiars	217,000(A)	217,000(A)
	Bayonne Bridge	164,000(B)	172,404(B)
	Classic Fuel Oil Corp.	28,000(C)	100,763(C)
		39,000(D)	22,139(D)
		448,000	512,306
AKB146	Tolls Canopy Security Lighting	133,700(A)	133,700(A)
	Bayonne Bridge	10,596(D)	1,500(D)
	J. G. Salas & Sons, Inc.	144,296	135,200

(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 Payment" 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) Memorandum of Authorization dated 08/08/96, increasing extra work in the amount of \$26,000.
- (G) Memorandum of Justification dated 06/19/96, increasing extra work in the amount of \$75,000.
- (H) Memorandum of Authorization dated 04/05/94, increasing extra work in the amount of \$250,000.
- (I) Contract mutually terminated prior to completion of work.
- (J) Per AP 45-1.01.05, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (K) Per AP 45-1.01.05, uncommitted funds in extra work are permitted to be utilized against additional costs in classified work not covered under (J).

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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 had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period November 1, 1996 to December 31, 1996.

Purchase of Port Authority Bonds

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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Call Year	YTC @ Cost	BEY @ Cost	Total Principal	Dealer
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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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
11/01/96	\$10,000,000	US T-BILL	---	12/19/96	99.31	5.155%	5.263%	\$ 9,931,266.67	Paribas
11/01/96	10,000,000	US T-BILL	---	12/19/96	99.32	5.090	5.196	9,932,133.33	Dean Witter Reynolds
11/01/96	15,000,000	US T-BILL	---	12/19/96	99.32	5.090	5.196	14,898,200.00	Daiwa Securities America
11/08/96	15,000,000	US T-BILL	---	01/16/97	99.04	5.000	5.118	14,856,250.01	Morgan Stanley & Co
11/08/96	15,000,000	US T-BILL	---	01/23/97	98.94	5.000	5.124	14,841,666.66	Goldman, Sachs & Co
11/08/96	15,000,000	US T-BILL	---	01/30/97	98.84	4.995	5.123	14,827,256.25	Dean Witter Reynolds
11/12/96	10,000,000	FMCDN	---	12/11/96	99.57	5.220	5.315	9,957,950.00	PaineWebber
11/14/96	15,000,000	US T-BILL	---	02/06/97	98.82	5.035	5.166	14,823,775.01	PaineWebber
11/14/96	20,000,000	FNDN	---	12/17/96	99.52	5.225	5.323	19,904,208.34	First Chicago Capital Mkt
11/15/96	10,000,000	US T-BILL	---	12/19/96	99.51	5.170	5.268	9,951,172.22	Paribas
11/15/96	10,000,000	US T-BILL	---	12/19/96	99.51	5.175	5.273	9,951,125.00	First Boston
11/18/96	20,000,000	GECC CP	---	11/27/96	99.86	5.320	5.401	19,973,400.00	General Electric Capital
11/19/96	20,000,000	FMCDN	---	12/19/96	99.56	5.230	5.326	19,912,833.34	First Boston
11/20/96	10,000,000	US T-NOTE	6.375%	05/15/99	101.46	---	5.736	10,146,093.75	Daiwa Securities America

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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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
11/20/96	\$ 20,000,000	GECC CP	---	12/16/96	99.62	5.250%	5.343%	\$ 19,924,166.66	General Electric Capital
11/21/96	25,000,000	US T-BILL	---	02/20/97	98.73	5.015	5.150	24,683,079.85	PaineWebber
11/22/96	10,000,000	US T-BILL	---	02/06/97	98.94	5.010	5.134	9,894,233.33	First Boston
11/22/96	15,000,000	US T-BILL	---	02/13/97	98.84	5.025	5.155	14,826,218.75	Morgan Stanley & Co
11/25/96	10,000,000	US T-NOTE	5.875%	11/15/99	100.25	---	5.781	10,025,000.00	Goldman, Sachs & Co
11/25/96	10,000,000	GECC CP	---	12/31/96	99.47	5.260	5.361	9,947,400.00	General Electric Capital
11/27/96	<u>20,000,000</u>	GECC CP	---	12/06/96	99.86	5.350	5.432	<u>19,973,250.00</u>	General Electric Capital
	<u>\$305,000,000</u>							<u>\$303,180,679.17</u>	

BEY - Bond Equivalent Yield

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

Sale of Securities

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
11/13/96	\$ 5,000,000	US T-BILL	---	02/27/97	98.52	5.005%	5.150%	6.12%	\$ 4,926,315.28	Speer, Leeds & Kellogg
11/20/96	10,000,000	US T-NOTE	6.375%	05/15/99	101.51	---	5.712	19.66	10,151,562.50	Daiwa Securities America
11/27/96	<u>10,000,000</u>	US T-NOTE	5.875	11/15/99	100.35	---	5.743	24.36	<u>10,035,156.25</u>	First Boston
	<u>\$25,000,000</u>								<u>\$25,113,034.03</u>	

BEY - Bond Equivalent Yield

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

Repurchase Transactions

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Eastbridge Capital	11/01/96	11/04/96	\$ 650,000	5.450%	\$ 295.21
Citicorp Securities Mkts	11/01/96	11/04/96	3,550,000	5.430	1,606.38
Citicorp Securities Mkts	11/01/96	11/04/96	5,385,000	5.430	2,436.71
Nikko Securities Co Intl	11/01/96	11/04/96	13,415,000	5.450	6,092.65
Fuji Securities	11/01/96	11/04/96	21,000,000	5.480	9,590.00
Yamaichi Intl (America)	11/01/96	11/04/96	24,772,000	5.450	11,250.62
Yamaichi Intl (America)	11/01/96	11/04/96	25,228,000	5.450	11,457.72
Nikko Securities Co Intl	11/01/96	11/04/96	32,650,000	5.450	14,828.54
Eastbridge Capital	11/01/96	11/04/96	49,350,000	5.450	22,413.13
Citicorp Securities Mkts	11/04/96	11/05/96	3,075,000	5.300	452.71
Citicorp Securities Mkts	11/04/96	11/05/96	5,370,000	5.300	790.58
Daiwa Securities America	11/04/96	11/05/96	13,190,000	5.300	1,941.86
Nikko Securities Co Intl	11/04/96	11/05/96	15,000,000	5.300	2,208.33
Yamaichi Intl (America)	11/04/96	11/05/96	24,745,000	5.320	3,656.76

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Yamaichi Intl (America)	11/04/96	11/05/96	\$25,255,000	5.320%	\$ 3,732.13
Daiwa Securities America	11/04/96	11/05/96	32,385,000	5.300	4,767.79
Eastbridge Capital	11/04/96	11/05/96	50,000,000	5.310	7,375.00
Citicorp Securities Mkts	11/05/96	11/06/96	3,060,000	5.150	437.75
Citicorp Securities Mkts	11/05/96	11/06/96	5,360,000	5.150	766.78
Yamaichi Intl (America)	11/05/96	11/06/96	13,090,000	5.180	1,883.51
Citicorp Securities Mkts	11/05/96	11/06/96	15,000,000	5.150	2,145.83
Yamaichi Intl (America)	11/05/96	11/06/96	32,035,000	5.180	4,609.48
Eastbridge Capital	11/05/96	11/06/96	50,000,000	5.170	7,180.56
Fuji Securities	11/05/96	11/06/96	50,000,000	5.170	7,180.56
Fuji Securities	11/06/96	11/07/96	2,431,000	5.600	378.16
Citicorp Securities Mkts	11/06/96	11/07/96	3,045,000	5.550	469.44
Citicorp Securities Mkts	11/06/96	11/07/96	5,415,000	5.550	834.81
SBC Capital Markets, Inc.	11/06/96	11/18/96	9,512,500*	5.630	16,911.11

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nomura Securities Intl	11/06/96	11/07/96	\$13,085,000	5.580%	\$ 2,028.18
Yamaichi Intl (America)	11/06/96	11/07/96	21,758,000	5.625	3,399.69
Yamaichi Intl (America)	11/06/96	11/07/96	28,242,000	5.625	4,412.81
Nikko Securities Co Intl	11/06/96	11/07/96	31,000,000	5.480	4,718.89
Nomura Securities Intl	11/06/96	11/07/96	32,035,000	5.580	4,965.43
Eastbridge Capital	11/06/96	11/07/96	47,245,000	5.600	7,349.22
Fuji Securities	11/06/96	11/07/96	47,569,000	5.600	7,399.62
Nesbitt Burns	11/06/96	11/07/96	50,000,000	5.600	7,777.78
Eastbridge Capital	11/07/96	11/15/96	125,000	5.200	144.44
Citicorp Securities Mkts	11/07/96	11/08/96	3,035,000	5.230	440.92
Citicorp Securities Mkts	11/07/96	11/08/96	5,300,000	5.230	769.97
Daiwa Securities America	11/07/96	11/08/96	13,080,000	5.240	1,903.87
Yamaichi Intl (America)	11/07/96	11/15/96	21,659,000	5.190	24,980.05
Yamaichi Intl (America)	11/07/96	11/15/96	25,601,000	5.190	29,526.49

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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>
First Chicago Capital Mkt	11/07/96	11/08/96	\$30,000,000	5.230%	\$ 4,358.33
Daiwa Securities America	11/07/96	11/08/96	31,885,000	5.240	4,641.04
Eastbridge Capital	11/07/96	11/15/96	49,875,000	5.200	57,633.33
Fuji Securities	11/07/96	11/08/96	50,000,000	5.250	7,291.67
Nesbitt Burns	11/07/96	11/08/96	50,000,000	5.250	7,291.67
Citicorp Securities Mkts	11/08/96	11/12/96	3,035,000	5.125	1,728.26
Citicorp Securities Mkts	11/08/96	11/12/96	5,300,000	5.125	3,018.06
Nomura Securities Intl	11/08/96	11/12/96	13,085,000	5.130	7,458.45
Lehman Brothers	11/08/96	11/19/96	14,906,250*	5.300	24,098.44
Dean Witter Reynolds	11/08/96	Open	19,930,000*	Variable**	70,391.65
Lehman Brothers	11/08/96	11/19/96	24,875,000*	5.300	40,214.58
Daiwa Securities America	11/08/96	11/12/96	30,000,000	5.130	17,100.00
Nomura Securities Intl	11/08/96	11/12/96	31,890,000	5.130	18,177.30
Fuji Securities	11/08/96	11/12/96	50,000,000	5.140	28,555.56

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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>
Citicorp Securities Mkts	11/12/96	11/13/96	\$ 3,255,000	5.270%	\$ 476.50
Citicorp Securities Mkts	11/12/96	11/13/96	5,300,000	5.270	775.86
Daiwa Securities America	11/12/96	11/13/96	12,565,000	5.290	1,846.36
Daiwa Securities America	11/12/96	11/13/96	31,885,000	5.290	4,685.32
Fuji Securities	11/12/96	11/13/96	41,000,000	5.280	6,013.33
Nesbitt Burns	11/12/96	11/13/96	50,000,000	5.280	7,333.33
Citicorp Securities Mkts	11/13/96	11/14/96	5,290,000	5.250	771.46
Citicorp Securities Mkts	11/13/96	11/14/96	6,740,000	5.250	982.92
First Chicago Capital Mkt	11/13/96	11/14/96	11,742,000	5.240	1,709.11
Nomura Securities Intl	11/13/96	11/14/96	12,160,000	5.230	1,766.58
Fuji Securities	11/13/96	11/14/96	24,831,000	5.250	3,621.19
Fuji Securities	11/13/96	11/14/96	25,169,000	5.250	3,670.48
Nomura Securities Intl	11/13/96	11/14/96	31,870,000	5.230	4,630.00
First Chicago Capital Mkt	11/13/96	11/14/96	38,258,000	5.240	5,568.66

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Fuji Securities	11/14/96	11/15/96	\$ 2,284,000	5.220%	\$ 331.18
Citicorp Securities Mkts	11/14/96	11/15/96	5,190,000	5.200	749.67
Citicorp Securities Mkts	11/14/96	11/15/96	6,010,000	5.200	868.11
Daiwa Securities America	11/14/96	11/15/96	11,610,000	5.200	1,677.00
Daiwa Securities America	11/14/96	11/15/96	31,495,000	5.200	4,549.28
SBC Capital Markets, Inc.	11/14/96	11/15/96	34,825,000*	5.200	5,030.28
Nomura Securities Intl	11/14/96	11/15/96	41,000,000	5.200	5,922.22
Fuji Securities	11/14/96	11/15/96	47,716,000	5.220	6,918.82
Eastbridge Capital	11/15/96	11/18/96	1,625,000	5.625	761.72
Citicorp Securities Mkts	11/15/96	11/18/96	5,185,000	5.600	2,419.67
Citicorp Securities Mkts	11/15/96	11/18/96	6,005,000	5.600	2,802.33
Citicorp Securities Mkts	11/15/96	11/18/96	11,000,000	5.650	5,179.17
Fuji Securities	11/15/96	11/18/96	11,605,000	5.600	5,415.67
Yamaichi Intl (America)	11/15/96	11/18/96	24,697,000	5.650	11,628.17

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	11/15/96	11/18/96	\$25,303,000	5.650%	\$ 11,913.50
Fuji Securities	11/15/96	11/18/96	31,995,000	5.600	14,931.00
Dean Witter Reynolds	11/15/96	11/19/96	34,195,000*	5.300	21,134.41
Nikko Securities Co Intl	11/15/96	11/18/96	40,000,000	5.600	18,666.67
Nomura Securities Intl	11/15/96	11/18/96	47,370,000	5.600	22,106.00
Eastbridge Capital	11/15/96	11/18/96	48,375,000	5.625	22,675.78
Nikko Securities Co Intl	11/18/96	11/19/96	5,185,000	5.300	763.35
Nikko Securities Co Intl	11/18/96	11/19/96	5,970,000	5.300	878.92
Eastbridge Capital	11/18/96	11/19/96	11,605,000	5.320	1,714.96
Nomura Securities Intl	11/18/96	12/02/96	14,583,000	5.280	27,804.92
Fuji Securities	11/18/96	12/02/96	24,311,000	5.280	46,352.97
Yamaichi Intl (America)	11/18/96	11/19/96	24,725,000	5.330	3,660.67
Yamaichi Intl (America)	11/18/96	11/19/96	25,275,000	5.330	3,742.10
Fuji Securities	11/18/96	12/02/96	25,689,000	5.280	48,980.36

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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>
Eastbridge Capital	11/18/96	11/19/96	\$31,985,000	5.320%	\$ 4,726.67
Nomura Securities Intl	11/18/96	12/02/96	32,835,000	5.280	62,605.40
Daiwa Securities America	11/18/96	11/19/96	40,000,000	5.300	5,888.89
Citicorp Securities Mkts	11/19/96	11/20/96	5,185,000	5.150	741.74
Citicorp Securities Mkts	11/19/96	11/20/96	5,965,000	5.150	853.33
Eastbridge Capital	11/19/96	11/20/96	11,595,000	5.150	1,658.73
First Chicago Capital Mkt	11/19/96	11/20/96	24,907,000	5.150	3,563.08
First Chicago Capital Mkt	11/19/96	11/20/96	25,093,000	5.150	3,589.69
Eastbridge Capital	11/19/96	11/20/96	31,960,000	5.150	4,572.06
Citicorp Securities Mkts	11/19/96	11/20/96	38,850,000	5.150	5,557.71
Eastbridge Capital	11/20/96	11/21/96	1,775,000	5.420	267.24
First Chicago Capital Mkt	11/20/96	11/21/96	5,190,000	5.400	778.50
First Chicago Capital Mkt	11/20/96	11/21/96	5,665,000	5.400	849.75
Nikko Securities Co Intl	11/20/96	11/21/96	9,395,000	5.400	1,409.25

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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>
Yamaichi Intl (America)	11/20/96	11/21/96	\$21,152,000	5.420%	\$ 3,184.55
Yamaichi Intl (America)	11/20/96	11/21/96	28,848,000	5.420	4,343.23
Nikko Securities Co Intl	11/20/96	11/21/96	31,715,000	5.400	4,757.25
Eastbridge Capital	11/20/96	11/21/96	48,225,000	5.420	7,260.54
Citicorp Securities Mkts	11/21/96	11/22/96	5,165,000	5.200	746.06
Citicorp Securities Mkts	11/21/96	11/22/96	5,625,000	5.200	812.50
Yamaichi Intl (America)	11/21/96	11/22/96	8,410,000	5.220	1,219.45
Yamaichi Intl (America)	11/21/96	11/22/96	11,949,000	5.220	1,732.61
Yamaichi Intl (America)	11/21/96	11/22/96	19,761,000	5.220	2,865.35
Citicorp Securities Mkts	11/21/96	11/22/96	33,000,000	5.200	4,766.67
Eastbridge Capital	11/21/96	11/22/96	50,000,000	5.220	7,250.00
Eastbridge Capital	11/22/96	11/25/96	4,645,000	5.125	1,983.80
Eastbridge Capital	11/22/96	11/25/96	5,165,000	5.125	2,205.89
Eastbridge Capital	11/22/96	11/25/96	8,370,000	5.125	3,574.69

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	11/22/96	11/25/96	\$21,378,000	5.130%	\$ 9,139.10
Yamaichi Intl (America)	11/22/96	11/25/96	28,622,000	5.130	12,235.91
Eastbridge Capital	11/22/96	11/25/96	31,440,000	5.125	13,427.50
Yamaichi Intl (America)	11/25/96	11/26/96	4,650,000	5.260	679.42
Yamaichi Intl (America)	11/25/96	11/26/96	5,165,000	5.260	754.66
Yamaichi Intl (America)	11/25/96	11/26/96	8,375,000	5.260	1,223.68
Yamaichi Intl (America)	11/25/96	11/26/96	9,444,000	5.260	1,379.87
Yamaichi Intl (America)	11/25/96	11/26/96	22,011,000	5.260	3,216.05
Eastbridge Capital	11/25/96	11/26/96	50,000,000	5.260	7,305.56
Yamaichi Intl (America)	11/26/96	11/27/96	3,432,000	5.220	497.64
Eastbridge Capital	11/26/96	11/27/96	4,245,000	5.220	615.53
Eastbridge Capital	11/26/96	11/27/96	5,160,000	5.220	748.20
Eastbridge Capital	11/26/96	11/27/96	8,135,000	5.220	1,179.58
Daiwa Securities America	11/26/96	11/27/96	10,000,000	5.250	1,458.33

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	11/26/96	11/27/96	\$30,930,000	5.220%	\$ 4,484.85
Yamaichi Intl (America)	11/26/96	11/27/96	46,568,000	5.220	6,752.36
Nikko Securities Co Intl	11/27/96	12/02/97	4,110,000	5.320	2,429.47
Nikko Securities Co Intl	11/27/96	12/02/97	5,140,000	5.320	3,038.31
Nikko Securities Co Intl	11/27/96	12/02/97	7,810,000	5.320	4,616.58
Citicorp Securities Mkts	11/27/96	12/02/97	12,000,000	5.350	7,133.33
Yamaichi Intl (America)	11/27/96	12/02/97	24,649,000	5.370	14,707.24
Yamaichi Intl (America)	11/27/96	12/02/97	25,351,000	5.370	15,126.10
Nikko Securities Co Intl	11/27/96	12/02/97	30,185,000	5.320	17,842.69

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

**This rate subject to change daily.

(Board - 2/6/97)

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

Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
SBC Capital Markets, Inc.	11/06/96	11/18/96	\$ 9,512,500*	5.580%	\$ 16,485.69
Lehman Brothers	11/08/96	11/19/96	24,875,000*	5.150	39,143.58
Lehman Brothers	11/08/96	11/19/96	14,906,250*	5.200	23,580.86
Dean Witter Reynolds	11/08/96	Open	19,930,000*	Variable**	65,492.19
SBC Capital Markets, Inc.	11/14/96	11/15/96	34,825,000*	4.950	4,788.44
Dean Witter Reynolds	11/15/96	11/19/96	34,195,000*	5.200	20,184.55

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

**This rate subject to change daily.

(Board - 2/6/97)

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

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 November 1, 1996 through November 30, 1996, 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

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.

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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 November 1, 1996 through November 30, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of November 30, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 November 1, 1996 through November 30, 1996 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.

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

RECOMMENDATION: NONE

Report A: Pursuant to investment policies adopted by the Committee, the Executive Director reports that he has authorized the following security transactions during the period December 1, 1996 through December 31, 1996.

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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Call Year	YTC @ Cost	BEY @ Cost	Total Principal	Dealer
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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

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
12/03/96	\$10,000,000	US T-BILL	---	12/17/96	99.79	5.170%	5.252%	\$ 9,979,894.44	Morgan Stanley & Co
12/03/96	10,000,000*	US T-BILL	---	12/17/96	99.79	5.180	5.263	9,979,855.56	First Boston
12/03/96	20,000,000	US T-BILL	---	12/17/96	99.79	5.175	5.257	19,959,750.00	Paribas
12/06/96	10,000,000	GECC CP	---	12/16/96	99.85	5.200	5.280	9,985,555.56	General Electric Capital
12/06/96	10,000,000	US T-NOTE	5.875%	11/15/99	100.20	---	5.797	10,020,312.50	Daiwa Securities America
12/06/96	10,000,000	GECC CP	---	12/31/96	99.63	5.230	5.322	9,963,680.56	General Electric Capital
12/09/96	10,000,000	US T-NOTE	5.875	11/15/99	100.12	---	5.826	10,012,500.00	Daiwa Securities America
12/10/96	25,000,000*	US T-BILL	---	02/13/97	99.13	4.765	4.873	24,784,913.20	First Boston
12/11/96	5,000,000	US T-NOTE	5.875	11/30/01	99.55	---	5.980	4,977,734.38	Paribas
12/11/96	10,000,000	FMCDN	---	12/31/96	99.71	5.180	5.267	9,971,222.22	Morgan Stanley & Co
12/12/96	5,000,000	US T-NOTE	5.875	11/15/99	99.98	---	5.879	4,999,218.75	PaineWebber
12/16/96	5,000,000	US T-NOTE	5.875	11/30/01	98.93	---	6.126	4,946,875.00	Morgan Stanley & Co
12/16/96	30,000,000	GECC CP	---	12/31/96	99.78	5.250	5.335	29,934,375.00	General Electric Capital
12/17/96	20,000,000	FMCDN	---	12/30/96	99.80	5.300	5.384	19,961,722.22	Morgan Stanley & Co

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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>Purch Price</u>	<u>Discount Rate</u>	<u>BEY @ Cost</u>	<u>Principal</u>	<u>Dealer</u>
12/17/96	\$25,000,000	US T-BILL	---	11/13/97	95.25	5.160%	5.426%	\$ 23,813,916.68	First Boston
12/18/96	5,000,000	US T-NOTE	5.875%	11/30/01	98.67	---	6.190	4,933,593.75	Paribas
12/18/96	15,000,000	US T-BILL	---	12/11/97	94.79	5.230	5.519	14,219,858.34	Daiwa Securities America
12/19/96	10,000,000	US T-BILL	---	12/11/97	94.80	5.240	5.529	9,480,366.67	Paribas
12/20/96	10,000,000	US T-NOTE	5.625	11/30/98	99.58	---	5.852	9,958,593.75	Daiwa Securities America
12/30/96	10,000,000	US T-BILL	---	04/10/97	98.59	5.010	5.152	9,859,441.67	Goldman, Sachs & Co
12/30/96	15,000,000	US T-BILL	---	04/10/97	98.59	5.010	5.152	14,789,162.51	Daiwa Securities America
12/31/96	5,000,000	US T-NOTE	6.125	12/31/01	100.15	---	6.088	5,007,812.50	Goldman, Sachs & Co
12/31/96	5,000,000	US T-NOTE	6.125	12/31/01	100.05	---	6.112	5,002,734.38	Daiwa Securities America
12/31/96	15,000,000	US T-BILL	---	02/27/97	99.18	5.030	5.142	14,878,441.67	Nikko Securities Co Intl
12/31/96	<u>25,000,000</u>	US T-BILL	---	03/13/97	98.99	5.045	5.167	<u>24,747,750.00</u>	PaineWebber
	<u>\$320,000,000</u>							<u>\$316,169,281.31</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

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
12/03/96	\$10,000,000*	US T-BILL	---	12/19/96	99.77	5.135%	5.218%	5.30%	\$ 9,977,177.78	First Boston
12/03/96	10,000,000	US T-BILL	---	12/19/96	99.77	5.130	5.213	5.31	9,977,200.00	Morgan Stanley & Co
12/09/96	10,000,000	US T-BILL	---	01/02/97	99.70	4.380	4.454	5.37	9,970,800.00	Paribas
12/10/96	5,000,000	US T-BILL	---	08/21/97	96.41	5.085	5.308	7.61	4,820,612.50	Citicorp Securities Mkts
12/10/96	25,000,000*	US T-BILL	---	01/16/97	99.53	4.530	4.614	5.57	24,883,604.18	First Boston
12/16/96	5,000,000	US T-NOTE	5.875%	11/30/01	99.18	---	6.067	92.02	4,959,375.00	Morgan Stanley & Co
12/18/96	5,000,000	US T-NOTE	5.875	11/30/01	98.76	---	6.167	34.59	4,938,281.25	Paribas
12/23/96	10,000,000	US T-NOTE	5.625	11/30/98	99.65	---	5.813	14.21	9,965,625.00	Daiwa Securities America
12/31/96	<u>5,000,000</u>	US T-NOTE	6.125	12/31/01	100.24	---	6.068	31.32	<u>5,012,109.38</u>	Goldman, Sachs & Co
	\$85,000,000								\$84,504,785.09	

BEY - Bond Equivalent Yield

*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

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	12/02/96	12/03/96	\$ 1,950,000	5.670%	\$ 307.13
Yamaichi Intl (America)	12/02/96	12/03/96	4,105,000	5.660	645.40
Yamaichi Intl (America)	12/02/96	12/03/96	5,105,000	5.660	802.62
Yamaichi Intl (America)	12/02/96	12/03/96	7,815,000	5.660	1,228.69
Yamaichi Intl (America)	12/02/96	12/03/96	10,744,000	5.660	1,689.20
Nikko Securities Co Intl	12/02/96	12/03/96	17,500,000	5.700	2,770.83
Yamaichi Intl (America)	12/02/96	12/03/96	19,571,000	5.660	3,077.00
Eastbridge Capital	12/02/96	12/03/96	48,050,000	5.670	7,567.88
Yamaichi Intl (America)	12/03/96	12/04/96	4,085,000	5.450	618.42
Yamaichi Intl (America)	12/03/96	12/04/96	5,090,000	5.450	770.57
Yamaichi Intl (America)	12/03/96	12/04/96	7,635,000	5.450	1,155.85
Yamaichi Intl (America)	12/03/96	12/04/96	10,565,000	5.450	1,599.42
Yamaichi Intl (America)	12/03/96	12/04/96	19,055,000	5.450	2,884.72
Eastbridge Capital	12/03/96	12/04/96	45,000,000	5.450	6,812.50

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	12/04/96	12/05/96	\$ 4,085,000	5.420%	\$ 615.02
Eastbridge Capital	12/04/96	12/05/96	5,090,000	5.420	766.33
Eastbridge Capital	12/04/96	12/05/96	7,510,000	5.420	1,130.67
Yamaichi Intl (America)	12/04/96	12/05/96	20,803,000	5.450	3,149.34
Yamaichi Intl (America)	12/04/96	12/05/96	28,197,000	5.450	4,268.71
Eastbridge Capital	12/04/96	12/05/96	29,750,000	5.420	4,479.03
Eastbridge Capital	12/05/96	12/06/96	575,000	5.290	84.49
Nomura Securities Intl	12/05/96	12/06/96	4,085,000	5.280	599.13
Nomura Securities Intl	12/05/96	12/06/96	5,090,000	5.280	746.53
Nomura Securities Intl	12/05/96	12/06/96	7,510,000	5.280	1,101.47
Daiwa Securities America	12/05/96	12/06/96	20,000,000	5.280	2,933.33
Nomura Securities Intl	12/05/96	12/06/96	29,555,000	5.280	4,334.73
Eastbridge Capital	12/05/96	12/06/96	49,425,000	5.290	7,262.73
Fuji Securities	12/06/96	12/09/96	4,060,000	5.180	1,752.57

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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	12/06/96	12/09/96	\$ 5,015,000	5.180%	\$ 2,164.81
Fuji Securities	12/06/96	12/09/96	7,470,000	5.180	3,224.55
Fuji Securities	12/06/96	12/09/96	11,992,000	5.180	5,176.55
Fuji Securities	12/06/96	12/09/96	17,533,000	5.180	7,568.41
Eastbridge Capital	12/06/96	12/09/96	50,000,000	5.190	21,625.00
Eastbridge Capital	12/09/96	12/10/96	4,055,000	5.250	591.35
Eastbridge Capital	12/09/96	12/10/96	5,005,000	5.250	729.90
Eastbridge Capital	12/09/96	12/10/96	7,460,000	5.250	1,087.92
Nikko Securities Co Intl	12/09/96	12/10/96	8,000,000	5.200	1,155.56
Eastbridge Capital	12/09/96	12/10/96	29,520,000	5.250	4,305.00
Yamaichi Intl (America)	12/09/96	12/10/96	50,000,000	5.250	7,291.67
Eastbridge Capital	12/10/96	12/11/96	325,000	5.170	46.67
Yamaichi Intl (America)	12/10/96	12/11/96	5,005,000	5.160	717.38
Yamaichi Intl (America)	12/10/96	12/11/96	6,235,000	5.160	893.68

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Yamaichi Intl (America)	12/10/96	12/11/96	\$ 7,790,000	5.160%	\$ 1,116.57
Yamaichi Intl (America)	12/10/96	12/11/96	12,464,000	5.160	1,786.51
Yamaichi Intl (America)	12/10/96	12/11/96	16,806,000	5.160	2,408.86
Fuji Securities	12/10/96	12/11/96	20,000,000	5.160	2,866.67
Eastbridge Capital	12/10/96	12/11/96	49,675,000	5.170	7,133.88
Fuji Securities	12/11/96	12/12/96	5,005,000	5.160	717.38
Fuji Securities	12/11/96	12/12/96	6,235,000	5.160	893.68
Fuji Securities	12/11/96	12/12/96	7,790,000	5.160	1,116.57
Fuji Securities	12/11/96	12/12/96	14,008,000	5.160	2,007.81
Fuji Securities	12/11/96	12/12/96	15,262,000	5.160	2,187.55
First Chicago Capital Mkt	12/11/96	12/12/96	25,000,000	5.180	3,597.22
Eastbridge Capital	12/11/96	12/12/96	50,000,000	5.170	7,180.56
Eastbridge Capital	12/12/96	12/13/96	1,125,000	5.200	162.50
Nikko Securities Co Intl	12/12/96	12/13/96	5,005,000	5.180	720.16

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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>
Nikko Securities Co Intl	12/12/96	12/13/96	\$ 6,235,000	5.180%	\$ 897.15
Nikko Securities Co Intl	12/12/96	12/13/96	7,795,000	5.180	1,121.61
Nikko Securities Co Intl	12/12/96	12/13/96	29,275,000	5.180	4,212.35
Eastbridge Capital	12/12/96	12/13/96	48,875,000	5.200	7,059.72
Daiwa Securities America	12/12/96	12/13/96	50,000,000	5.180	7,194.44
Eastbridge Capital	12/13/96	12/16/96	250,000	5.160	107.50
Nikko Securities Co Intl	12/13/96	12/16/96	4,975,000	5.160	2,139.25
Nikko Securities Co Intl	12/13/96	12/16/96	6,215,000	5.160	2,672.45
Nikko Securities Co Intl	12/13/96	12/16/96	7,545,000	5.160	3,244.35
Nikko Securities Co Intl	12/13/96	12/16/96	29,025,000	5.160	12,480.75
Eastbridge Capital	12/13/96	12/16/96	49,750,000	5.160	21,392.50
Daiwa Securities America	12/13/96	12/16/96	50,000,000	5.160	21,500.00
Eastbridge Capital	12/16/96	12/17/96	3,705,000	5.500	566.04
SBC Capital Markets, Inc.	12/16/96	12/30/96	4,975,000*	5.250	10,180.78

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Eastbridge Capital	12/16/96	12/17/96	\$ 5,305,000	5.500%	\$ 810.49
Eastbridge Capital	12/16/96	12/17/96	6,920,000	5.500	1,057.22
Yamaichi Intl (America)	12/16/96	12/17/96	18,129,000	5.550	2,794.89
Fuji Securities	12/16/96	12/17/96	26,000,000	5.600	4,044.44
Eastbridge Capital	12/16/96	12/17/96	29,035,000	5.500	4,435.90
Yamaichi Intl (America)	12/16/96	12/17/96	31,871,000	5.550	4,913.45
Nikko Securities Co Intl	12/17/96	12/18/96	3,705,000	5.320	547.52
Nikko Securities Co Intl	12/17/96	12/18/96	4,035,000	5.320	596.28
Nikko Securities Co Intl	12/17/96	12/18/96	6,920,000	5.320	1,022.62
Nikko Securities Co Intl	12/17/96	12/18/96	33,000,000	5.320	4,876.67
Daiwa Securities America	12/17/96	12/18/96	49,040,000	5.330	7,260.64
Eastbridge Capital	12/17/96	12/18/96	50,000,000	5.330	7,402.78
Eastbridge Capital	12/18/96	12/19/96	600,000	5.650	94.17
Yamaichi Intl (America)	12/18/96	12/19/96	3,235,000	5.650	507.72

(Board - 2/6/97)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Fuji Securities	12/18/96	12/19/96	\$ 3,700,000	5.625%	\$ 578.13
Fuji Securities	12/18/96	12/19/96	4,035,000	5.625	630.47
Fuji Securities	12/18/96	12/19/96	6,780,000	5.625	1,059.38
Fuji Securities	12/18/96	12/19/96	32,000,000	5.600	4,977.78
Yamaichi Intl (America)	12/18/96	12/19/96	45,740,000	5.650	7,178.64
Eastbridge Capital	12/18/96	12/19/96	49,400,000	5.650	7,753.06
Eastbridge Capital	12/19/96	12/20/96	250,000	5.300	36.81
Nikko Securities Co Intl	12/19/96	12/20/96	3,700,000	5.280	542.67
Nikko Securities Co Intl	12/19/96	12/20/96	3,910,000	5.280	573.47
Nikko Securities Co Intl	12/19/96	12/20/96	6,780,000	5.280	994.40
Fuji Securities	12/19/96	12/20/96	32,000,000	5.280	4,693.33
Daiwa Securities America	12/19/96	12/20/96	48,650,000	5.280	7,135.33
Eastbridge Capital	12/19/96	12/20/96	49,750,000	5.300	7,324.31
Eastbridge Capital	12/20/96	12/23/96	3,460,000	5.150	1,484.92

(Board - 2/6/97)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	12/20/96	12/23/96	\$ 3,700,000	5.150%	\$ 1,587.92
Eastbridge Capital	12/20/96	12/23/96	6,780,000	5.150	2,909.75
First Chicago Capital Mkt	12/20/96	12/23/96	19,000,000	5.150	8,154.17
Yamaichi Intl (America)	12/20/96	12/23/96	24,600,000	5.160	10,578.00
Lehman Brothers	12/20/96	12/30/96	25,375,000*	5.230	36,568.19
Yamaichi Intl (America)	12/20/96	12/23/96	25,400,000	5.160	10,922.00
Daiwa Securities America	12/20/96	12/23/96	48,120,000	5.160	20,691.60
Yamaichi Intl (America)	12/23/96	12/24/96	3,420,000	5.230	496.85
Citicorp Securities Mkts	12/23/96	12/24/96	3,695,000	5.200	533.72
Citicorp Securities Mkts	12/23/96	12/24/96	6,780,000	5.200	979.33
Dean Witter Reynolds	12/23/96	12/26/96	14,990,625*	5.250	6,558.40
Yamaichi Intl (America)	12/23/96	12/24/96	21,718,000	5.230	3,155.14
Yamaichi Intl (America)	12/23/96	12/24/96	24,462,000	5.230	3,553.79
Dean Witter Reynolds	12/23/96	12/30/96	24,656,250*	5.300	25,272.66

(Board - 2/6/97)

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>
Nikko Securities Co Intl	12/23/96	12/24/96	\$40,000,000	5.220%	\$ 5,800.00
Eastbridge Capital	12/23/96	12/24/96	50,000,000	5.230	7,263.89
Nikko Securities Co Intl	12/24/96	12/26/96	1,031,000	5.220	298.99
Nikko Securities Co Intl	12/24/96	12/26/96	2,070,000	5.220	600.30
Nikko Securities Co Intl	12/24/96	12/26/96	2,125,000	5.220	616.25
Eastbridge Capital	12/24/96	12/26/96	6,780,000	5.220	1,966.20
Daiwa Securities America	12/24/96	12/26/96	23,454,000	5.220	6,801.66
Daiwa Securities America	12/24/96	12/26/96	26,546,000	5.220	7,698.34
Eastbridge Capital	12/24/96	12/26/96	43,220,000	5.220	12,533.80
Nikko Securities Co Intl	12/24/96	12/26/96	44,704,000	5.220	12,964.16
Eastbridge Capital	12/26/96	12/27/96	250,000	5.250	36.46
Nikko Securities Co Intl	12/26/96	12/27/96	2,070,000	5.240	301.30
Nikko Securities Co Intl	12/26/96	12/27/96	2,125,000	5.240	309.31
Fuji Securities	12/26/96	12/27/96	6,780,000	5.280	994.40

(Board - 2/6/97)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nikko Securities Co Intl	12/26/96	12/27/96	\$ 7,012,000	5.240%	\$ 1,020.64
Fuji Securities	12/26/96	12/27/96	8,000,000	5.280	1,173.33
Yamaichi Intl (America)	12/26/96	12/27/96	24,029,000	5.250	3,504.23
Yamaichi Intl (America)	12/26/96	12/27/96	25,971,000	5.250	3,787.44
Nikko Securities Co Intl	12/26/96	12/27/96	38,738,000	5.240	5,638.53
Eastbridge Capital	12/26/96	12/27/96	49,750,000	5.250	7,255.21
Nikko Securities Co Intl	12/27/96	12/30/96	1,989,000	5.270	873.50
Nikko Securities Co Intl	12/27/96	12/30/96	2,070,000	5.270	909.08
Nikko Securities Co Intl	12/27/96	12/30/96	2,125,000	5.270	933.23
Eastbridge Capital	12/27/96	12/30/96	6,780,000	5.280	2,983.20
Fuji Securities	12/27/96	12/30/96	13,000,000	5.300	5,741.67
Yamaichi Intl (America)	12/27/96	12/30/96	24,604,000	5.290	10,846.26
Yamaichi Intl (America)	12/27/96	12/30/96	25,396,000	5.290	11,195.40
Eastbridge Capital	12/27/96	12/30/96	43,220,000	5.280	19,016.80

(Board - 2/6/97)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nikko Securities Co Intl	12/27/96	12/30/96	\$43,766,000	5.270%	\$19,220.57
Citicorp Securities Mkts	12/30/96	12/31/96	1,555,000	5.550	239.73
Citicorp Securities Mkts	12/30/96	12/31/96	1,970,000	5.550	303.71
Nikko Securities Co Intl	12/30/96	12/31/96	6,350,000	5.400	952.50
Yamaichi Intl (America)	12/30/96	12/31/96	24,832,000	5.600	3,862.76
Yamaichi Intl (America)	12/30/96	12/31/96	25,168,000	5.600	3,915.02
Citicorp Securities Mkts	12/30/96	12/31/96	43,640,000	5.550	6,727.83
Eastbridge Capital	12/30/96	12/31/96	47,000,000	5.600	7,311.11
Citicorp Securities Mkts	12/31/96	01/02/97	1,525,000	6.800	576.11
Eastbridge Capital	12/31/96	01/02/97	1,952,000	6.700	726.58
Citicorp Securities Mkts	12/31/96	01/02/97	1,965,000	6.800	742.33
Daiwa Securities America	12/31/96	01/02/97	6,045,000	6.250	2,098.96
Daiwa Securities America	12/31/96	01/02/97	11,000,000	6.250	3,819.44
Yamaichi Intl (America)	12/31/96	01/02/97	24,534,000	6.850	9,336.55

(Board - 2/6/97)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Yamaichi Intl (America)	12/31/96	01/02/97	\$25,466,000	6.850%	\$ 9,691.23
Citicorp Securities Mkts	12/31/96	01/02/97	43,575,000	6.800	16,461.67
Eastbridge Capital	12/31/96	01/02/97	48,048,000	6.700	17,884.53

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

(Board - 2/6/97)

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

Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
SBC Capital Markets, Inc.	12/16/96	12/30/96	\$ 4,975,000*	4.750%	\$ 8,851.35
Lehman Brothers	12/20/96	12/30/96	25,375,000*	5.030	35,158.47
Dean Witter Reynolds	12/23/96	12/30/96	24,656,250*	5.000	23,800.13
Dean Witter Reynolds	12/23/96	12/26/96	14,990,625*	4.250	5,309.18

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

(Board - 2/6/97)

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

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 December 1, 1996 through December 31, 1996, 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

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.

(Board - 2/6/97)

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 December 1, 1996 through December 31, 1996 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1996, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 December 1, 1996 through December 31, 1996 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 - 2/6/97)

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 October 1, 1996 through December 31, 1996 involving the use of the Municipal Bond Futures Contracts (Muni) and the United States Treasury Bond Futures Contracts (T-Bond) 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>Contract</u>	<u>Short Position</u>	<u>Cumulative 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 4rd Quarter 1996.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1996 to December 31, 1996.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
John F. Kennedy International Airport - Specialized Passenger Assistance Victim Services Travelers Aid Division New York, NY	Sole Source	2) \$ 140,000
EWR-100.529 Newark International Airport - Immediate Repairs - Call-In Contract Increase in Total Authorized Payments Damon G. Douglas Co.		3) \$ 1,000,000
EWR-995.602 Newark International Airport - 36" Diameter Cooling Water Intake Pipe Cleaning, Inspection and Repair - Phase II Miller Pipeline Corp. Indianapolis, IN	3	1) \$ 868,000 2) 735,880 3) 45,000 4) 860,000
LaGuardia Airport - College Point/Grand Central Parkway Area-Wide Travel Demand Management Project - Extension of Agreement Commuter Link, Inc. College Point, NY	Negotiated	3) \$ 250,000

(Board - 2/6/97)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
GWB-391 George Washington Bridge - Perimeter and Emergency Stair Fencing at the GWB Bus Station Regis Contracting, Inc. Yonkers, NY	6	1) \$ 917,064	2) 395,000	3) 24,000	4) 490,000
GWB-401 George Washington Bridge - New Jersey Administration Building - Modernization of the Welding Shop Sheridan International Enterprises, Inc. New York, NY	12	1) \$ 438,819	2) 236,007	3) 19,000	4) 273,000
GWB-1563M George Washington Bridge & Bus Station - Elevator and Escalator Maintenance Mainco Elevator Service Co. Edison, NJ	2	1) \$ 555,620	2) 523,004	3) 31,380	4) 597,300
AKG-194 Goethals Bridge - Emergency Generator Replacement J.G. Salas & Sons, Inc. Union Beach, NJ	5	1) \$ 999,046	2) 637,300	3) 39,000	4) 800,000
MFB-204.002 Multi-Facility Bridges - Installation of Storage Buildings - Carlisle Building Systems, Inc. Dayville, CT	9	1) \$ 1,733,628	2) 550,000	3) 33,000	4) 1,150,000

(Board - 2/6/97)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
PSE-729 Port Authority Bus Terminal - Trash Removal Royal Carting Co., Inc. Jamaica, NY	19	1) \$ 557,100	2) 249,120		4) 380,000
RDD-100.501 Elizabeth Industrial Park and Newark Legal Center - New Jersey Immediate Repairs - Call-In Contract - Increase in Total Authorized Payments Slattery Associates, Inc.				3) \$ 1,000,000	
Elizabeth-Port Authority Marine Terminal - Fire Alarm Services ADT Security Systems, Mid-South Incorporated Rutherford, NJ	Sole Source		2) \$ 108,430		3) 6,506
LT-443 Lincoln Tunnel - Fencing Under the New Jersey Helix Samuel Construction Co., Inc. Bronx, NY	8	1) \$ 952,603	2) 375,220		3) 23,000 4) 330,000
WTC-799.65 World Trade Center - Package Delivery and Messenger Center Services Choice Courier	6	1) \$ 1,869,368	2) 353,600		4) 600,000

(Board - 2/6/97)

I. CONTRACT AUTHORIZATIONS (Cont)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID	2) LOW BID	3) EXTRA WORK AUTHORIZATION	4) ENGINEER'S ESTIMATE
WTC-855.070 World Trade Center - Egress Corridors - South WTC Subgrade B-1 Level D & L Associates, Inc. New York, NY	13	1) \$ 867,000	2) 463,912	3) 28,000	4) 373,000
Various New York Facilities - Utility Consumption Measurement Billing and Associated Services Utilities Research Associates, Inc. New York, NY	Negotiated	2) \$ 785,583	3) 47,135	4) 711,000	
Explosive Detection Canine Services Michael Stapleton Associates North Massapequa, NY	Sole Source	2) \$ 75,000			
Reimbursement for Terminal Layout Design Hanjin Shipping Co., Inc.	Negotiated	2) \$ 150,000			
Renewal of Westlaw Legal Research Database Services for 1997 West Publishing Corporation St. Paul, Minnesota	Negotiated	2) \$ 150,000			

(Board - 2/6/97)

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1996 to December 31, 1996.

PART II.

TITLE AND CONTRACTOR	NUMBER OF BID RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
Purchase of Air Conditioning Parts and Supplies Carrier Corporation New York, NY	Sole Source	2) \$ 230,000
Purchase of Schorling Sweeper Parts and Supplies Stewart & Stevenson Corporation Commerce City, CO	Sole Source	2) \$ 80,000
Purchase of Safety Awards for Port Authority Employees	Negotiated	2) \$ 140,000

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 42802	5*	1)\$ 595,000.00
P.O. NO: 12764		2) 430,990.00
DESCRIPTION: COMPUTER SUPPLIES CONTRACT-1 YEAR		3) 480,000.00
AWARDED TO: TOWNE OFFICE SUPPLY NEW YORK, NY		
REQUISITION NO: 43285	2*	1)\$ 75,030.00
P.O. NO: 13254	-LOW BID REJECTED-MISTAKE IN BID	2) 60,025.00
DESCRIPTION: NEW ASPHALT REQUIREMENT		3) 50,000.00
AWARDED TO: COFIRE PAVING CORP. LINDEN HILL, NY		
REQUISITION NO: 42287	18*	1)\$3,767,320.00
P.O. NO: 13327 & 13329		2) 192,900.00
DESCRIPTION: REFUSE REMOVAL & RECYCLING @JFKIA		3) 282,000.00
AWARDED TO: 13327- ALL CITY PAPER FIBER CORP. \$ 49,632.00 BROOKLYN, NY		
13329- CHAMBERS PAPER NEW YORK, NY	118,300.20	
TOTAL AWARD	<u>\$167,932.00</u>	

*ADVERTISED

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO. 43405 P.O. NO. 13566 DESCRIPTION HYDROGRAPHIC SURVEYS @ NJMT		5*	1) 378,900.00 2) 145,740.00 3) 190,000.00
AWARDED TO: S.T. HUDSON ENGINEERS CAMDEN, NJ			
REQUISITION NO. 42396 13581 DESCRIPTION FLOURESCENT FIXTURES FOR WTC		9*	1)\$ 335,913.75 2) 269,265.00 3) 350,000.00
AWARDED TO: ELTRON SUPPLY CO. LTD. COLLEGE POINT, NY			
REQUISITION NO. 43682 P.O. NO. 13590 DESCRIPTION VARIOUS WATER COOLERS/REFRIGERATORS TWO YEAR CONTRACT		3*	1)\$ 122,923.00 2) 94,520.00 3) 90,000.00
AWARDED TO: LESTANAS ENTERPRISES MADISON, NJ			
REQUISITION NO. 43686 P.O. NO. 13776 DESCRIPTION HVAC PNEUMATIC SYSTEM MAINTENANCE-2YR		4*	1) 360,000.00 2) 249,800.00 3) 240,000.00
AWARDED TO: HONEYWELL INC. WESTFIELD, NJ			

* ADVERTISED

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO. 43870 13970 O&M WASTEWATER TREATMENT FACILITIES	4*	1) 618,252.00 2) 210,614.16 3) 150,000.00
AWARDED TO CHAPMAN INC. ATLANTIC HIGHLANDS, NJ		
REQUISITION NO: 44554 P.O. NOS. 13978, 13980, 13999 & 14000 DESCRIPTION BLANKET ORDER HARDWARE CONTRACT-2 YR	1* 13 PARTIAL BIDS	1) 301,766.02 2) ----- 3) 430,000.00
AWARDED TO:		
13978-ACE LOCKSMITH COMPANY UNION, NJ	\$ 19,993.50	
13979-GALES INDUSTRIAL SUPPLY KEYPORT, NJ	72,546.45	
13980-A&M INDUSTRIAL SUPPLY CO. RAHWAY, NJ	126,962.30	
13999-COLONIAL HARDWARE CORP. SPRINGFIELD, NJ	24,015.79	
14000-J. HELLER & SONS NEWARK, NJ	28,782.29	
TOTAL AWARD	<u>\$ 272,300.33</u>	

*ADVERTISED

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44574 P.O. NO: 14274 DESCRIPTION: METAL HALIDE LAMPS	8*	1)\$ 111,650.00 2) 86,565.00 3) 125,000.00
AWARDED TO: L. B. ELECTRIC BROOKLYN, NEW YORK		
REQUISITION NO: 44358 P.O. NO: 14285 DESCRIPTION: AIRPORT GUIDE-1996	13*	1)\$ 297,777.20 2) 149,354.70 3) 170,000.00
AWARDED TO: CASTLEREACH INC. FREEPORT, NY		
REQUISITION NO: 44365 P.O. NO: 14396 DESCRIPTION: VERTICAL PUMP SERVICE/REPAIR-2 YR	8*	1) 232,780.00 2) 98,732.00 3) 100,000.00
AWARDED TO: A & D INDUSTRIAL & MARINE REPAIR CO. PERTH AMBOY, NJ		
REQUISITION NO: 42929 P.O. NO: 14426 DESCRIPTION: EXTERMINATING @ PABT-2 YR	2 MBE SET ASIDE	1) 103,242.68 2) 76,242.68 3) 88,000.00
AWARDED TO: BOOKER & BOOKER EXTERMINATING NEWARK, NJ		

*ADVERTISED

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44052 P.O. NO: 14699 DESCRIPTION: SECURITY FENCE @ BAYONNE BRIDGE- REMOVE & REPLACE	7*	1)\$ 517,280.00 2) 341,633.25 3) 480,000.00
AWARDED: MARUVO CONSTRUCTION STATEN ISLAND, NY		
REQUISITION NO: 45465 P.O. NO: 14857 DESCRIPTION: SPECTRA UHF MOBILE RADIOS FOR CAD	1 NYS CONTRACT	1)\$ _____ 2) 122,383.50 3) 117,000.00
AWARDED TO: MOTOROLA C&E INC. GLEN ROCK, NJ		
REQUISITION NO: 45076 P.O. NO: 14931 DESCRIPTION: TRAFFIC CONTROL BOOTHS	4*	1)\$ 280,000.00 2) 237,020.50 3) 216,000.00
AWARDED TO: BIG ENTERPRISES INC. EL MONTE, CA		
REQUISITION NO: 44285 P.O. NO: 14352 DESCRIPTION: AIR TEMP 900 TON CHILLER REHABILITATION	5*	1)\$ 251,650.00 2) 204,672.00 3) 235,000.00
AWARDED TO: CENTRIFUGAL ASSOCIATES INC. LONG ISLAND CITY, NY		

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<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 43186 P.O. NO: 15151 DESCRIPTION: PA & PATH SERVICE AWARD PROGRAM	3*	1)\$ 240,315.44 2) 170,071.50 3) 160,000.00
AWARDED TO: THE ROBBINS COMPANY NEW YORK, NY		
REQUISITION NO: 44585 P.O. NO: 15265, 15266 & 18260 DESCRIPTION: REFUSE REMOVAL & DISPOSAL @ LT, HT & GWB	6*	1)\$1,383,440.00 2) 290,560.00 3) 353,892.00
AWARDED TO: 15265 @ LT-ALLEGRO SANITATION CORP SECAUCUS, NJ 15266 @ HT-INTERBORO DISPOSAL & RECYCLING NEWARK, NJ 18260 @GWB-ALLEGRA SANITATION CORP. SECAUCUS, NJ		\$112,368.00 48,480.00 109,044.00
TOTAL AWARD		<u>\$269,892.00</u>
REQUISITION NO: 45137 P.O. NO: 15274 DESCRIPTION: CLEANING SERVICES @ NJMT	11 SBE SET ASIDE	1)\$ 390,178.89 2) 135,535.87 3) 200,000.00
AWARDED TO: MODERN SANITATION SYSTEMS INC. NEWARK, NJ		

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REQUISITION NO: 44586	4*	1)\$ 390,178.89
P.O. NO: 15313 & 15318		2) 195,269.52
DESCRIPTION: REFUSE REMOVAL & DISPOSAL @ PATC, NLCC & TETEBORO		3) 269,335.00
AWARDED TO: 15313 @ PATC & TETERBORO-INTERBORO DISPOSAL & RECYCLING		
		NEWARK, NJ \$ 152,016.00
15318 @ NLCC		-A. FIORE & SONS SANITATION
		NEWARK, NJ 37,528.00
TOTAL AWARD		\$ 189,544.00
REQUISITION NO: 45285	5*	1)\$1,078,800.00
P.O. NO: 15359		2) 157,980.00
DESCRIPTION: RUNWAY RUBBER REMOVAL SERVICES		3) 240,920.00
AWARDED TO: H.E.M.S. INC.		
GAINESVILLE, VA		
REQUISITION NO: 45377	5*	1)\$ 526,062.00
P.O. NO: 15360		2) 177,855.92
DESCRIPTION: LANDSCAPING SERVICES @ GWB-2YR		3) 206,000.00
AWARDED TO: WENDELL NANSON		
FARMINGDALE, NJ		

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<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 44934	4*	1)\$ 253,950.00
P.O.NO: 15371	**LOW BIDDER NONRESPONSIVE	2) 155,600.00**
DESCRIPTION: URINE COLLECTION SERVICES FOR DRUG TESTING & BREATH ALCOHOL TESTING SERVICES-2 YR		3) 104,000.00
AWARDED TO: NORRELL HEALTH CARE HACKENSACK, NJ	\$161,300.00	
REQUISITION NO: 45575	8*	1)\$ 684,983.50
P.O. NO: 15389	***SBE PREFERENCE	2) 132,827.00
DESCRIPTION: GARDENING SERVICES @ NJMT		3) 50,000.00
AWARDED TO: L.J.'S LAWN MAINTENANCE STATEN ISLAND, NY	***\$138,216.00	
REQUISITION NO: 45447	8*	1)\$ 369,976.26
P.O. NOS: 15465,15466 & 15467		2) 243,452.40
DESCRIPTION: REFUSE REMOVAL & DISPOSAL SERVICES AT NJMT-2 YR		3) 279,540.00
AWARDED TO: 15465- ALLEGRO SANITATION CORP. SECAUCUS, NJ	\$166,458.00	
15466- INTERBORO DISPOSAL & RECYCLING NEWARK, NJ	24,980.00	
15467- A. FIORE & SONS NEWARK, NJ	42,800.00	
TOTAL AWARD	<u>\$234,238.00</u>	

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<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> 2) LOW BID 3) STAFF ESTIMATE
REQUISITION NO: 44755 P.O. NO: 15547 DESCRIPTION: STAINLESS STEEL REFINISHING/RESTORATION @ WTC-1 YR	6*	1)\$ 492,934.00 2) 306,856.00 3) 370,000.00
AWARDED TO: THREE GENERATIONS CONTRACTING CORP. BROKLYN, NY		
REQUISITION NO: 45978 P.O. NO: 15594 DESCRIPTION: DIGITAL TONER CARTRIDGES	1 NY STATE CONTRACT	1)\$ ----- 2) 80,000.00 3) 80,000.00
AWARDED TO: DIGITAL EQUIPMENT CORP. NEW YORK, NY		
REQUISITION NO: 46039 P.O. NO: 16056 DESCRIPTION: TOWING SERVICES @ PA FACILITIES-2 YR	3*	1)\$ 271,275.00 2) 240,125.00 3) 225,000.00
AWARDED TO: MANHATTAN TOWING CO. RIDGEFIELD PARK, NJ		
REQUISITION NO: 46082 P.O. NO: 16061 DESCRIPTION: TRAFFIC CONES REQUIREMENT-1 YR	1 NY STATE CONTRACT	1)\$ ----- 2) 216,512.00 3) 244,000.00
AWARDED TO: TRI-TIX DIVISION LAKESIDE PLASTICS OSHKOSH, WI		

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REQUISITION NO: 44885 P.O. NO: 16084 DESCRIPTION: MAINTENANCE & REPAIR SERVICES OF PA PUBLIC SPACES & GROUNDS @ NY FACILITIES 1 YR	3*	1)\$ 448,000.00 2) 427,280.00 3) 476,280.00
AWARDED TO: LARO SERVICES SYSTEMS, INC. BAY SHORE, NY		
REQUISITION NO: 44884 P.O. NO: 16088 DESCRIPTION: MAINTENANCE & REPAIR SERVICES OF PA PUBLIC SPACES & GROUNDS @ NJ FACILITIES 1 YR	6*	1)\$ 512,000.00 2) 427,280.00 3) 466,560.00
REQUISITION NO: 45347 P.O. NO: 16125 DESCRIPTION: JACKETS EINSENHOWER STYLE-2 YR	9* **LOW BID REJECTED-NON RESPONSIVE	1)\$ 129,999.50 2) 73,125.00 3) 115,000.00
AWARDED TO: ANTLER UNIFORM OUTERWEAR LONG ISLAND CITY, NY	\$104,269.00	
REQUISITION NO: 46439 P.O. NO: 16180 DESCRIPTION: ELEVATORS/ESCALATORS MAINTENANCE & STANDBY SERVICES @ EWR-6 MONTHS	5*	1)\$ 634,200.00 2) 365,474.00 3) 339,000.00
AWARDED TO: MILLAR ELEVATOR SERVICE COMPANY PINE BROOK, NJ		

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REQUISITION NO: 46438 P.O. NO: 16182 DESCRIPTION: CONVEYOR SYSTEMS MAINTENANCE & OPERATIONS @ EWR-5 MONTHS	3*	1)\$ 817,000.00 2) 379,008.00 3) 425,000.00
AWARDED TO: OXFORD AIRPORT TECHNICAL SERVICES FLORAL PARKK, NY		
REQUISITION NO: 46051 P.O. NO: 16194 DESCRIPTION: AUTOMOTIVE TRANSMISSIONS REBUILD/ RECONDITION SERVICES FOR PA NJ FACILITIES	3*	1)\$ 236,050.00 2) 379,008.00 3) 425,000.00
AWARDED TO: RICHMOND COUNTY AUTO SERVICE STATEN ISLAND, NY		
REQUISITION NO: 46056 P.O. NO: 16250 DESCRIPTION: ELECTRICAL SERVICES CONTRACT @ PA NY FACILITIES	8*	1)\$ 300,000.00 2) 247,346.00 3) 250,000.00
AWARDED TO: GMA ELECTRICAL CORP. STATEN ISLAND, NY		

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REQUISITION NO: 46561 P.O. NO: 16464 DESCRIPTION: IN-EXCESS PRINTING & COPYING-1 YR	7*	1)\$ 605,185.00 2) 165,362.50 3) 94,000.00
AWARDED TO: BIG APPLE COPY & PRINTING NEW YORK, NY		
REQUISITION NO: 46904 P.O. NO: 16601 DESCRIPTION: ELBECO SHIRTS REQUIREMENTS-1 YR	12* ***SBE PREFERENCE	1)\$ 126,645.00 2) 85,461.50 3) 90,000.00
AWARDED TO: KATZIN'S UNIFORMS & WORK CLOTHING***\$85,830.52 NEWARK, NJ		
REQUISITION NO: 46970 P.O. NO: 16620 DESCRIPTION: SNOW REMOVAL @ NJMT-1 YR	4*	1)\$ 104,160.00 2) 83,160.00 3) 162,000.00
AWARDED TO: HUDSON GENERAL LLC GREAT NECK, NY		
REQUISITION NO: 47448 P.O. NO: 16621 DESCRIPTION: DELL COMPUTERS FOR AUDIT	1 NY STATE CONTRACT	1)\$ _____ 2) 76,238.40 3) 77,000.00
AWARDED TO: DELL MARKETING L.P. AUSTIN, TX		

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REQUISITION NO: 46754 P.O. NO: 16733 DESCRIPTION: REFUSE REMOVAL & DISPOSAL @ EWR-2 YR	7*	1)\$ 656,056.56 2) 365,060.56 3) 411,194.88
AWARDED TO: A. FIORE & SONS NEWARK, NJ		
REQUISITION NO: 46852 P.O. NO: 16739 DESCRIPTION: HEAVY DUTY DUMP TRUCK/SPREADER & PLOW	3*	1)\$ 155,308.00 2) 135,370.00 3) 120,000.00
AWARDED TO: MACK TRUCKS, INC. ALLENTOWN, PA		
REQUISITION NO: 46700 P.O. NO: 16753 DESCRIPTION: TOWING SERVICES @ JFK	1* 1 NON-RESPONSIVE BID	1)\$ ----- 2) 84,000.00 3) 200,000.00
AWARDED TO: MYSTIQUE AUTO BODY LINDEN HILL, NY		
REQUISITION NO: 46403 P.O. NO: 16795 DESCRIPTION: LABOR SERVICES @ PATC & OTHER PA NJ PROPERTIES	11*	1)\$ 365,710.00 2) 108,230.00 3) 86,400.00
AWARDED TO: GARDEN STATE BUILDING MAINTENANCE & CONSULTING LITTLE FALLS, NJ		

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REQUISITION NO: 46934 P.O. NO: 16823 DESCRIPTION: CAFETERIA SUPPLIES-1 YR	3*	1)\$ 227,718.07 2) 205,642.73 3) 250,000.00
AWARDED TO: PAPER PLUS INC. CARTERET, NJ		
REQUISITION NO: 47660 P.O. NO: 16880 DESCRIPTION: RADIOS, 800 MHZ	1 NJ STATE CONTRACT	1)\$ ----- 2) 300,085.24 3) 305,228.00
AWARDED TO: ERICSSON GE MOBILE COMMUNICATIONS TOTOWA, NJ		
REQUISITION NO: 47187 P.O. NOS: 17031, 17032, 17033, 17034 & 17035 DESCRIPTION: ROCK SALT REQUIREMENTS-6 MONTHS	2* 8 PARTIAL BIDS	1)\$1,010,143.00 2) 719,802.50 3) 750,000.00
AWARDED TO: 17031 - DAVIS GRANDE, INC. NORTH BERGEN, NJ	\$ 10,760.00	
17032 - VECKRIDGE CHEMICAL CO., INC. KEARNY, NJ	14,800.00	
17033 - ATLANTIC SALT CO., INC. LOWELL, MA	42,850.00	
17034 - CONTINENTAL SALT INC. STATEN ISLAND, NY	69,737.50	
17035 - AKZO NOBEL SALT, INC. CLARKS SUMMIT, PA	331,062.00	
TOTAL AWARD	<u>\$669,209.50</u>	

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REQUISITION NO: 47836 P.O. NO: 17001 DESCRIPTION: VIDEO MONITORING SYSTEM	1 NJ STATE CONTRACT	1)\$ ----- 2) 92,766.00 3) 95,000.00
AWARDED TO: TELE-MEASUREMENTS, INC. CLIFTON, NJ		
REQUISITION NO: 47888 P.O. NO: 17012 DESCRIPTION: AUTO PARTS, AFTER MARKET-1 YR	1 NJ STATE CONTRACT	1)\$ ----- 2) 80,000.00 3) 80,000.00
AWARDED TO: TRICO EQUIPMENT SOUTH PLAINFIELD, NJ		
REQUISITION NO: 47899 P.O. NO: 17017 DESCRIPTION: GAS & DIESEL FUEL NJ FACILITIES-1 YR	1 NJ STATE CONTRACT	1)\$ ----- 2) 250,000.00 3) 250,000.00
AWARDED TO: STAR ENTERPRISES MECHANICSBURG, PA		

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REQUISITION NO: 47477	7*	1)\$2,755,100.00
P.O. NO: 17025		2) 129,000.00
DESCRIPTION: SNOW REMOVAL SERVICES @ TELEPORT-2 YR		3) 104,000.00
AWARDED TO: METROPOLITAN STONE STATEN ISLAND, NY		
REQUISITION NO: 46755	4*	1)\$ 239,129.95
P.O. NOS: 17067, 17068, 17070, 17071, 17072	1 PARTIAL	2) 218,454.05
DESCRIPTION: FENCE & FENCE PARTS-2 YR		3) 250,000.00
AWARDED TO: 17067 - COBRA SYSTEMS	\$ 99,644.50	
BLOOMINGTON, NY		
17068 - GENERAL METAL MFG. CO. INC.	27,717.00	
EAST HANOVER, NJ		
17070 - SOUTHEASTERN WIRE	15,309.20	
RONKONKOMA, NY		
17071 - BUTLER FENCE COMPANY INC.	31,964.55	
SYRACUSE, NY		
17072 - FORT LEE HARDWARE & SUPPLY COMPANY	24,770.00	
FORT LEE, NJ		
TOTAL AWARD:	<u>\$199,405.25</u>	
REQUISITION NO: 47983	1	1)\$ _____
P.O. NO: 17073	NJ STATE CONTRACT	2) 300,000.00
DESCRIPTION: GASOLINE FOR NJ FACILITIES		3) 300,000.00
AWARDED TO: COASTAL REFINING & MARKETING HASBROUCK HEIGHTS, NJ		

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REQUISITION NO: 47127 P.O. NOS: 17075 & 17077 DESCRIPTION: PADLOCK REQUIREMENT-2 YR	10*	1)\$ 186,219.40 2) 124,265.60 3) 125,000.00
AWARDED TO: 17075 - ACE LOCKSMITH COMPANY UNION, NJ	\$ 79,772.20	
17077 - WEILGUS & SONS INC. NEW YORK, NY	42,964.50	
TOTAL AWARD	<u>\$122,736.70</u>	
REQUISITION NO: 47978 P.O. NO: 17079 DESCRIPTION: FUEL OIL #4 & #6 FOR JFK	1 NJ STATE CONTRACT	1)\$ 2) <u>500,000.00</u> 3) 500,000.00
AWARDED TO: EAST COAST PETROLEUM BRONX, NY		
REQUISITION NO: 47893 P.O. NO: 17100 DESCRIPTION: CCTV EQUIPMENT FOR PN	1 NJ STATE CONTRACT	1)\$ 2) <u>80,682.00</u> 3) 81,000.00
AWARDED TO: TELE-MEASUREMENTS, INC. CLIFTON, NJ		
REQUISITION NO: 46986 P.O. NO: 17127 DESCRIPTION: PHOTOGRAPHER SERVICES-2 YR	3*	1)\$ 638,286.80 2) 203,452.81 3) 195,000.00
AWARDED TO: MEDIA PHOTO GROUP INC. NEW YORK, NY		

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REQUISITION NO: 46692 P.O. NO: 17137 DESCRIPTION: GATEWAY COMPUTER REQUIREMENT-2 MONTHS	1 NY STATE CONTRACT	1)\$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: GOVERNMENT COMPUTER SALES, INC. ISSAQUAH, WA		
REQUISITION NO: 46435 P.O. NO: 17226 DESCRIPTION: STOCKROOM TRUCKING SERVICES-2 YR	13*	1)\$ 640,000.00 2) 196,990.00 3) 235,000.00
AWARDED TO: C&M TRANSPORTATION, MESSENGER & TRUCKING SERVICES STATEN ISLAND, NY		
REQUISITION NO: 46971 P.O. NO: 17239 DESCRIPTION: MESSENGER/MAIL SERVICE CONTRACT-2 YR	14*	1)\$ 489,600.00 2) 278,550.00 3) 431,974.40
AWARDED TO: TRI STATE EMPLOYMENT SERVICE, INC. NEW YORK, NY		
REQUISITION NO: 46688 P.O. NO: 17258 DESCRIPTION: DELL COMPUTER REQUIREMENTS-2 MONTHS	1 NJ STATE CONTRACT	1)\$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: DELL MARKETING L.P. AUSTIN, TX		

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REQUISITION NO: 47277 P.O. NO: 17262 DESCRIPTION: CONTAINER CRANE MAINTENANCE-2 YR	2*	1)\$ 316,447.00 2) 287,192.00 3) 300,000.00
AWARDED TO: PERMADUR INDUSTRIES, INC. SOMERVILLE, NJ		
REQUISITION NO: 47535 P.O. NO: 17336 DESCRIPTION: POST PRODUCTION SERVICES-1 YR	5*	1)\$ 114,482.00 2) 75,722.00 3) 75,000.00
AWARDED TO: TEATOWN VIDEO, INC. NEW YORK, NY		
REQUISITION NO: 48098 P.O. NO: 17339 DESCRIPTION: FUEL OIL #2 FOR PST-15 MONTHS	1 NYC CONTRACT	1)\$ ----- 2) 150,000.00 3) 150,000.00
AWARDED TO: CLASSIC FUEL OIL CORP. BROOKLYN, NY		
REQUISITION NO: 47658 P.O. NO: 17341 DESCRIPTION: GASOLINE REQUIREMENT FOR NJ FACILITIES-1 YR	2*	1)\$ 136,480.50 2) 134,374.50 3) 300,000.00
AWARDED TO: COASTAL REFINING & MARKETING HASBROUCK HEIGHTS, NJ		

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REQUISITION NO: 47742 P.O. NO: 17389 DESCRIPTION: SIX FULL SIZE DODGE VANS	2 MBE SET ASIDE	1)\$ 121,638.00 2) 112,354.80 3) 126,000.00
AWARDED TO: WAYNE DODGE WAYNE, NJ		
REQUISITION NO: 47585 P.O. NO: 17436 DESCRIPTION: AERIAL WORK PLATFORM RENTAL-1YR	8*	1)\$ 454,450.00 2) 261,162.00 3) 290,000.00
AWARDED TO: AMERICAN SERVICE COMPANY PISCATAWAY, NJ		
REQUISITION NO: 47644 P.O. NO: 17456 DESCRIPTION: FORKLIFT RENTAL-18 MONTHS	7*	1)\$ 154,250.00 2) 76,050.00 3) 102,000.00
AWARDED TO: HERTZ EQUIPMENT RENTAL NEWARK, NJ		
REQUISITION NO: 48406 P.O. NO: 17466 DESCRIPTION: #2 DIESEL FUEL, NY FACILITIES-1 YR	1 NY CITY CONTRACT	1)\$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: COASTAL REFINING & MARKETING HASBROUCK HEIGHTS, NJ		

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REQUISITION NO: 46967 P.O. NO: 17467 DESCRIPTION: AERIAL PLATFORM TRUCK RENTAL-3 YR	2*	1)\$ 162,500.00 2) 159,000.00 3) 165,000.00
AWARDED TO: AERO LIFT		
REQUISITION NO: 47476 P.O. NO: 17472 DESCRIPTION: RODENT & INSECT CONTROL @ LGA-3 YR	3 MBE SET ASIDE	1)\$ 290,863.25 2) 196,783.00 3) 143,000.00
AWARDED TO: NATIONWIDE TERMITE & PEST CONTROL ORANGE, NJ		
REQUISITION NO: 47075 P.O. NOS: 17559 & 17560 DESCRIPTION: MEDICAL SUPPLIES CONTRACT-2 YR	0* 5 PARTIAL BIDS	1)\$ ----- 2) ----- 3) 103,200.00
AWARDED TO: 17559 - CALIGOR MEDICAL SUPPLY MOUNT VERNON, NY	\$ 10,455.64	
17560 - HOME HEALTH PAVILION NEWBURGH, NY	91,389.70	
TOTAL AWARD	<u>\$101,845.34</u>	
REQUISITION NO: 47369 P.O. NO: 17564 DESCRIPTION: HIGH PRESSURE SODIUM LIGHTING INSTALLATION @ PN	9*	1)\$ 173,300.00 2) 79,600.00 3) 85,000.00
AWARDED TO: KILOVAR ELECTRICAL CONTRACTORS INC. PARLIN, NJ		

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		SECTION I
REQUISITION NO: 47485	19*	1)\$ 382,200.00
P.O. NOS: 17575 & 17576		2) 87,360.00 CREDIT TO PA
DESCRIPTION: TRASH REMOVAL/RECYCLING @ PABT-2 YR		
AWARDED TO: 17575 - ALLEGRO CARTING HOBOKEN, NJ		\$87,360.00 CREDIT TO PA
		SECTION II
		1)\$ 557,100.00
		2) 249,120.00
		3) 309,193.00
AWARDED TO: 17576 - ROYAL CARTING CO., INC. JAMAICA, NY		\$249,120.00 DEBIT TO PA
REQUISITION NO: 47747	2*	1)\$ 292,868.00
P.O. NO: 17606	3 PARTIAL BIDS	2) 242,324.00
DESCRIPTION: UREA, PRILLED/SHOTTED-5 MONTHS		3) 348,680.00
AWARDED TO: PETERS CHEMICAL COMPANY HAWTHORNE, NJ		
REQUISITION NO: 47746	3*	1)\$ 370,500.00
P.O. NO: 17612		2) 365,250.00
DESCRIPTION: POTASSIUM ACETATE ICE CONTROL-5 MONTHS		3) 744,000.00
AWARDED TO: OLD WORLD INDUSTRIES NORTHBROOK, IL		

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REQUISITION NO: 47626 P.O. NO: 17656 DESCRIPTION: EIGHT HALF-ROUND GUARD BOOTHS, FURNISH	5*	1)\$ 500,000.00 2) 110,950.00 3) 90,000.00
AWARDED TO: META-LITE, INC. MAYWOOD, NY		
REQUISITION NO: 48601 P.O. NO: 17663 DESCRIPTION: MC DERMOTT PARTS & ASSIGNMENTS-2 YR	1 NYC CONTRACT	1)\$ ----- 2) 100,000.00 3) 90,000.00
AWARDED TO: JULIAN A. MC DERMOTT CORP. RIDGEWOOD, NY		
REQUISITION NO: 47705 P.O. NO: 17682 DESCRIPTION: TAXIWAY EDGE REFLECTORS-2 YR	1*	1)\$ ----- 2) 136,396.00 3) 188,000.00
AWARDED TO: UNIPAR INC. REEDSVILLE, PA		
REQUISITION NO: 47713 P.O. NO: 17710 DESCRIPTION: MICROFILMING ENGINEERING DRAWINGS	3*	1)\$ 249,530.00 2) 88,142.60 3) 100,000.00
AWARDED TO: C.R.S. COURT RECORD SERVICES, INC. PHILADELPHIA, PA		
REQUISITION NO: 48474 P.O. NO: 17714 DESCRIPTION: CCTV EQUIPMENT FOR BROOKLYN PIERS	1 NJ STATE CONTRACT	1)\$ ----- 2) 221,601.00 3) 221,601.00
AWARDED TO: TELE-MEASUREMENTS, INC. CLIFTON, NJ		

* ADVERTISED

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 48629 P.O. NO: 17721 DESCRIPTION: WINCHESTER AMMUNITION	1 NY STATE CONTRACT	1)\$ ----- 2) 145,215.00 3) 145,215.00
AWARDED TO: RAY'S SPORT SHOP INC. PLAINFIELD, NJ		
REQUISITION NO: 48598 P.O. NO: 17730 DESCRIPTION: VARIOUS GE LAMPS-5 MONTHS	1 NY STATE CONTRACT	1)\$ ----- 2) 102,580.00 3) 102,580.00
AWARDED TO: G.E. LIGHTING GLEN ALLEN, VA		
REQUISITION NO: 47917 P.O. NO: 17732 DESCRIPTION: AUTOMATED BUS ANNOUNCEMENT SYSTEM @ JFK & LGA	1*	1)\$ ----- 3) 428,910.00 3) 425,000.00
AWARDED TO: DIGITAL RECORDERS DURHAM, NC		
REQUISITION NO: 48597 P.O. NO: 17787 DESCRIPTION: OA, PRIMUS & PATHWORKS SOFTWARE MAINTENANCE-1 YR	1 NY CONTRACT	1)\$ ----- 2) 132,012.36 3) 132,012.36
AWARDED TO: DIGITAL EQUIPMENT NEW YORK, NY		

* ADVERTISED

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 47940 P.O. NOS: 17830, 17831 & 17832 DESCRIPTION: VARIOUS SMALL TOOLS CONTRACT-2 YR	6* CLASS AWARD	1)\$1,342,178.69 2) 949,718.85 3) 881,260.00
AWARDED TO: 17830 - COLONIAL HARDWARE CORP. SPRINGFIELD, NJ		\$342,898.75
17831 - GALES INDUSTRIAL SUPPLY KEYPORT, NJ		144,367.89
17832 - J. HELLER & SONS CALDWELL, NJ		450,351.69
TOTAL AWARD		<u>\$937,618.33</u>
REQUISITION NO: 47948 P.O. NO: 17845 DESCRIPTION: HVAC MAINTENANCE @ JSTC-2 YR	8*	1)\$ 182,570.00 2) 98,112.00 3) 357,599.00
AWARDED TO: HI-TECH AIR CONDITIONING SERVICES WEST BABYLON, NY		
REQUISITION NO: 47629 P.O. NO: 17880 DESCRIPTION: SEWER CLEANING SERVICE @ EWR	6*	1)\$ 438,750.00 2) 114,628.70 3) 120,000.00
AWARDED TO: FRED HEYRICH INC. LITTLE FALLS, NJ		
REQUISITION NO: 47507 P.O. NO: 17989 DESCRIPTION: ELEVATOR MAINTENANCE @ PN-2 YR	6*	1)\$ 291,404.00 2) 106,661.00 3) 270,000.00
AWARDED TO: RICHMOND ELEVATOR COMPANY STATEN ISLAND, NY		

* ADVERTISED

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> 2) LOW BID 3) STAFF ESTIMATE
REQUISITION NO: 47796 P.O. NO: 18005 DESCRIPTION: TWO 400-KW DIESEL GENSETS	8*	1)\$ 378,350.00 2) 245,523.00 3) 300,000.00
AWARDED TO: S&J ELECTRICAL CONTRACTORS INC. SCOTCH PLAINS, NJ		
REQUISITION NO: 48339 P.O. NO: 18038 DESCRIPTION: COLOR PRINTING, SLIDE MAKING TRANSPARENCY DUPLICATION, PHOTOFINISH & DIGITAL IMAGING 1 YR	5*	1)\$ 530,718.00 2) 303,397.85 3) 310,000.00
AWARDED TO: COLOR BY PERGAMENT NEW YORK, NY		
REQUISITION NO: 48392 P.O. NO: 18043 DESCRIPTION: IN-EXCESS DIAZO WHITE PRINTS, VELLUMS, BOND COPIES, MYLARS & SEPIA INTERMEDIATES 11 MONTH REQUIREMENT	3*	1)\$ 323,268.00 2) 134,794.50 3) 120,000.00
AWARDED TO: LOUIS FREY CO., INC. NEW YORK, NY		
REQUISITION NO: 48230 P.O. NO: 18045 DESCRIPTION: VIBRATION SENSOR SWITCHES	2*	1)\$ 171,164.00 2) 163,500.00 3) 66,000.00
AWARDED TO: HARRY BURWELL & ASSOCIATES GREAT NECK, NY		

* ADVERTISED

(Board - 2/6/97)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 48575 P.O. NO: 18046 DESCRIPTION: 120' AERIAL WORK PLATFORM RENTAL-1 YR	5*	1)\$ 244,150.00 2) 127,725.00 3) 160,000.00
AWARDED TO: AMERICAN SERVICE COMPANY, INC. PISCATAWAY, NJ		
REQUISITION NO: 48615 P.O. NO: 18147 DESCRIPTION: CAD/RMS UPGRADE	1 NJ STATE CONTRACT	1)\$ ----- 2) 207,747.08 3) 197,365.00
AWARDED TO: DIGITAL EQUIPMENT NEW YORK, NY		
REQUISITION NO: 47957 P.O. NO: 18163 DESCRIPTION: GENERATOR, DIESEL GENSET 250KW, 5KV	5*	1)\$ 221,065.00 2) 109,485.00 3) 120,000.00
AWARDED TO: S&J ELECTRICAL CONTRACTORS INC. SCOTCH PLAIN, NJ		
REQUISITION NO: 49263 P.O. NO: 18268 DESCRIPTION: FORD PICKUPS & CAB CHASSIS	1 NY STATE CONTRACT	1)\$ ----- 2) 204,139.00 3) 200,000.00
AWARDED TO: BASIL FORD, INC. BUFFALO, NY		

* ADVERTISED

(Board - 2/6/97)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period October 1, 1996 to December 31, 1996.

NAME	FACILITY	AMOUNT COLLECTED
ALAMO	Newark International Airport	\$ 100,000.00
KNOT SHOP	World Trade Center	12,500.00
DYN AIR	John F. Kennedy International Airport	5,447.31
GEMELLARO JOSEPH	Goethals Bridge	1,420.76
GOMEZ RICARDO A	Port Newark	2,000.00
HJA TRUCKING	LaGuardia Airport	2,061.25
LOGANS EXCAVATING & TRUCK	Newark International Airport	1,961.00
RODRIGUEZ MANUEL	Port Newark	2,537.00
	TOTAL	\$ 127,927.32

PAYMENTS RECEIVED ON CLAIMS NOT YET CLOSED

OWENS DAVID	World Trade Center	\$ 85.00
PACHECO & LUGO	World Trade Center	21,734.64
VIASA	John F. Kennedy International Airport	10,000.00
FAN FAIR	John F. Kennedy International Airport	2,061.06
KTI INC	Howland Hook	25,000.00
B F SERVICE INC	John F. Kennedy International Airport	5,426.86
ANDREZ SHOPS	World Trade Center	5,996.06
PAN AM (Bankruptcy)		25,854.39
YONKERS		8,871.09
ROGERS OF NY	John F. Kennedy International Airport	147,259.78
CONNECTICUT LIMO (Bankruptcy)		113,000.00
CROSS-OCEAN SHIPPING	World Trade Center	62,151.00
	TOTAL	\$ 427,439.88
	TOTAL COLLECTED	\$ 555,367.20

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
CHO SOO	George Washington Bridge	\$ 431.63
LARKIN WILLIAM H	George Washington Bridge	419.39
THOMAS CHRIS	George Washington Bridge	693.00
THOMPSON DANNY	George Washington Bridge	115.59
TOPPER HOWARD	George Washington Bridge	369.75
TUAN-MO DENNIS	George Washington Bridge	48.76
BLANC RICHARD A	George Washington Bridge	492.84
COOK SHAUN	Lincoln Tunnel	402.30
DAVIS GENE	Off Property	132.50
DORZIOTIS ILIAS	Lincoln Tunnel	3,166.80
HAWTHORNE PAINT CO/NJ MAN	Holland Tunnel	851.92
HERNANDEZ RAUL/PENN NAT'L	George Washington Bridge	2,543.88
LINGO MARJORIE	Port Newark	15,000.00
MAURICE SILVERA INC/USF&G	Port Authority Bus Terminal	4,071.40
POPPER TAMAR R	George Washington Bridge	1,495.77
REBATE RENT-A-CAR	Lincoln Tunnel	460.00
WEN CHI KAI	LaGuardia Airport	533.13
CHIARENZA MICHAEL M	Off Property	250,000.00
HARGROVE ELLIS	Off Property	8,500.00
SANTIAGO LUIS H	LaGuardia Airport	5,000.00
STEPHENS LYDIA/ALLSTATE	Holland Tunnel	369.08
NOWELL THERESA ANN	Outerbridge Crossing	75.68
AUDINO JOSEPH A	Port Authority Bus Terminal	403.86
FASANO JEANNE	Outerbridge Crossing	112.50
LAZAR CHARLES C	George Washington Bridge	85.52
LITTERINE LAURA	George Washington Bridge	231.96
NEUMANN ARI	George Washington Bridge	85.31
BROWN JOAN	Port Authority Bus Terminal	12,500.00
CONESCO INDUSTRIES LTD	Newark International Airport	4,000.00
MARGADONNA ALICE	Newark International Airport	6,000.00
ALFARO MOTORS	John F. Kennedy International Airport	13,138.84
BONDER JUDY	Lincoln Tunnel	1,243.34
BUSSIN JILL	Port Authority Bus Terminal	89.00
CHEA JESUS	LaGuardia Airport	36.81
COLL JOHN H	John F. Kennedy International Airport	327.59
CONROY BRIAN D	Port Authority Bus Terminal	500.00
COY THOMAS R	George Washington Bridge	871.05
DARAKJIAN JACK	Lincoln Tunnel	390.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
DAVIS ELIZABETH KLUG	George Washington Bridge	\$ 170.34
DE NITTO CARMELA	John F. Kennedy International Airport	221.91
DELLA SERRA NICHOLAS	Holland Tunnel	1,150.40
FALCO JOHN P	Goethals Bridge	228.68
GARCIA VICTOR	George Washington Bridge	150.37
GARETT EDWARD M	Lincoln Tunnel	303.43
GILMORE EUGINA	George Washington Bridge	1,879.76
HILL LAFRONZYE	LaGuardia Airport	475.20
HO WEE MENG	Newark International Airport	785.88
HUTCHINGS SHAW	George Washington Bridge	170.72
KEMP ERIC R	Lincoln Tunnel	468.52
KIREMITCI BETTE	John F. Kennedy International Airport	89.00
KUEPPER HANS	George Washington Bridge	224.72
LAMPKIN KYLE	Off Property	260.00
LAU YING SUM	LaGuardia Airport	1,094.65
LAVIN JAMES M	George Washington Bridge	798.13
MAC ARTHUR SHEILA/STATE	John F. Kennedy International Airport	3,123.08
MAC NAMARA IRENE	George Washington Bridge	250.68
MILES JACQUELINE	Port Authority Bus Terminal	4,249.84
MILLER JACQUILINE/WINDSOR	Lincoln Tunnel	433.00
NIPPON EXPRESS/ST PAUL	World Trade Center	8,500.00
PERSONS MICHELE/ALLSTATE	Goethals Bridge	626.88
PORTEVIEN YVES	Lincoln Tunnel	700.00
QUALITY WAREHOUSE & DIST	Port Elizabeth	4,288.08
QUALITY WAREHOUSE & DIST	Port Elizabeth	10,000.00
RAPISCAN SECURITY PRODS	John F. Kennedy International Airport	1,334.50
RISA FRACKMAN/PEERLESS	Off Property	1,514.36
SCAGNELLI ARTHUR	Outerbridge Crossing	228.16
SHASTRI NILESH	John F. Kennedy International Airport	724.30
SORKIN MORTON	George Washington Bridge	1,149.40
SOROKIN LAUREN	Lincoln Tunnel	146.33
THORPE GLORIA	LaGuardia Airport	162.38
VASSEUR BRYAN	John F. Kennedy International Airport	2,200.38
VINOCURS INC/GREATER NY	Newark International Airport	3,500.00
WAINGFIELD WINONA	Port Authority Bus Terminal	391.11
WHITE CLIFFORD E	George Washington Bridge	262.46
WILLIAMS JOSEPH/LIBERTY	John F. Kennedy International Airport	330.69
WOODARD EUGENE	LaGuardia Airport	152.64

(Board - 2/6/97)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
ZITO MICHAEL	Newark International Airport	\$ 30.00
FOOTE MARIAH	World Trade Center	9,510.17
BASS SUSAN	John F. Kennedy International Airport	47,000.00
CISTULLI LEONARD	John F. Kennedy International Airport	2,500.00
WATSON MARLENE	Newark International Airport	1,866.00
BOYD FANNIE	Port Authority Bus Terminal	500.00
ALTERBAUM THERESA	Newark International Airport	293.00
BARBER MARSHALL	Newark International Airport	123.20
COOK ANTHONY	Newark International Airport	47.64
FRANKENBURG JEFF	Newark International Airport	67.01
GURNEY MARK	Newark International Airport	116.60
MORAMARCO WILLIAM	Newark International Airport	50.69
STEVENS DIANE	Newark International Airport	46.69
THOMAS KAREN	Newark International Airport	85.00
WORTH PENNY	Newark International Airport	78.65
YOUNES RAYMOND	Newark International Airport	108.07
	TOTAL	\$ 450,351.90

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, March 20, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, March 20, 1997, 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. Henry F. Henderson, Jr.
 ✓Hon. Robert C. Janiszewski
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 George L. Cancro, Jr., Director, Office of Ferry Transportation
 Robert E. Catlin, Acting Director, World Trade
 Richard Codd, Director, Community Relations
 Michael DePallo, Director, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Robert J. Kelly, Director, Aviation
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Michael G. Massiah, Director, Office of Business & Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Roy S. Pleasant, Director, Information Services
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Jeffrey A. Stein, Executive Assistant to the Chairman
 Robert E. Van Etten, Inspector General
 Angela Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary, Office of Corporate Communications
 Margaret R. Zoch, Director, Budget

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Madelon DeVoe Talley
 Hon. Melvin L. Schweitzer

The public meeting was called to order by Chairman Eisenberg at 2:29 p.m. and ended at 2:35 p.m. The Board also met in executive session on February 27, 1997 and prior to today's public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of February 6, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

The Secretary reported that the Minutes of February 6, 1997 contained a typographical error on page 9. In the second paragraph, first line, the reference to the Intermodal Surface Transportation Efficiency Act should have reflected its enactment in 1991.

Report of Committee on Operations

The Committee on Operations submitted a report, for information, of matters discussed in executive session at its meeting on February 27, 1997, which included a discussion of lease matters, and the report was received.

Report of Committee on Construction

The Committee on Construction submitted a report, for information, of matters discussed in executive session at its meeting on February 27, 1997, which included a 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 Finance

The Committee on Finance submitted a report, for information, of matters discussed in executive session at its meeting on February 27, 1997, which included a discussion of matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, 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 and Port Planning

The Committee on Capital Programs and Port Planning submitted a report, for information, of matters discussed at its meeting in executive session on February 27, 1997, which included a discussion of contract matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom we deal, and the report was received.

Report of Audit Committee

The Audit Committee submitted a report, for information, of matters discussed in executive session at its meetings on February 27, 1997 and March 20, 1997, which included discussion of internal audit matters, and the report was received.

Chairman Eisenberg welcomed Executive Director, Robert E. Boyle, to his first board meeting.

**NEWARK INTERNATIONAL AIRPORT - CONTINENTAL AIRLINES, INC. -
EXTENSION OF LEASE ANA-040 AND AUTHORIZATION OF NEW LEASE
ANA-957 - HANGAR 55 REDEVELOPMENT**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to: 1) enter into a supplemental agreement to Lease ANA-040 with Continental Airlines, Inc. at Newark International Airport (EWR) to provide for the surrender of a portion of the Hangar 55 leasehold and an extension of the remaining portion of the leasehold for a term to be coterminous with a new Lease ANA-957, with an option in Continental to extend the term for an additional period of up to five years if certain criteria are met; 2) enter into a new Lease ANA-957 with Continental for a term of twenty-five years covering the letting of the said surrendered portion of the Hangar 55 leasehold upon which a new wide-body aircraft hangar of approximately 80,000 square feet for aircraft maintenance operations would be constructed at an estimated cost of \$16 million; and 3) reimburse Continental an amount not to exceed \$3 million for the design and installation of a pump station which is part of a Port Authority project to serve the entire north side development at EWR. Continental would be obligated to demolish Parcels B and C of Hangar 55 within five years, the Port Authority having the option to demolish said parcels if Continental fails to demolish them, with Continental being obligated to pay the Port Authority's costs, and, in either case, the building rental being abated.

New Lease ANA-957 would provide for a land rental, consisting of a constant factor annually escalated via CPI adjustments not to exceed four percent, effective every third year, and an airport services factor adjusted annually per Schedule A of the lease. Lease ANA-040, as extended, would provide for an increased land and building rental, consisting of a constant factor annually escalated via CPI adjustments not to exceed four percent, effective every third year, and an airport services factor adjusted annually per Schedule A of the lease.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley 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 Lease ANA-040 with Continental Airlines, Inc. and enter into a new Lease ANA-957 with Continental Airlines, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

(Board - 3/20/97)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - BRITISH AIRWAYS, PLC -
PAYMENT FOR ROADWAY/PARKING/TERMINAL IMPROVEMENTS -
LEASE AYB-876**

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to the unit terminal lease with British Airways, PLC (BA) at John F. Kennedy International Airport (JFK) covering the construction by BA of an alternate Roadway Package 5 - Quadrant 4 - Project which would include, among other things, new roadways utility work, grade level parking, elevated parking and expansion of the BA terminal frontage, for which the Port Authority would reimburse BA in an amount up to \$43 million for a portion of the total project costs.

The supplemental agreement would also cover the leasing to BA of additional acreage of approximately one and one-half acres of terminal frontage area upon which BA would construct an expansion to its unit terminal building.

The term of the letting of the additional premises would expire on November 30, 2015 concurrently with the expiration of the lease. The Supplement will set forth the additional ground rental applicable to the added premises.

The Port Authority's plan for the roadway redevelopment of these areas of the Central Terminal Area at JFK, known as Roadway Construction Package #5, was scheduled to be completed by the Port Authority as part of the Redevelopment program authorized by the Board at its June 10, 1993 meeting. The BA plan, including the completion of design and construction, would now be used in lieu of completion of the Port Authority's plan. Under the Supplement BA would be required to complete the design and construction and to perform all components of the BA plan, and such components will now include, among other things, new roadways replacing the existing road system in front of Terminals 5, 6 and 7, separate circulation routes, ground level parking areas at the Terminals, an elevated parking structure, an expanded departures roadway at the BA Terminal, as well as an expansion of approximately one and one-half acres of frontage and the construction of approximately 8,000 square feet of building space at the BA Terminal No. 7. BA will be required to complete the design and to perform construction in a manner consistent with other on-going roadway, frontage and utility improvements at JFK as well as to maintain a high degree of coordination with the plan and schedule for the proposed Light Rail System.

Port Authority reimbursement payments to BA of up to \$43 million would be made on a regular basis for completed work. The BA plan costs more than the Port Authority's plan and BA would be responsible for the costs beyond the approved Port Authority reimbursement payments.

BA will be required to commit to good faith efforts to achieve stated goals for participation by Minority Business Enterprises and Women-owned Business Enterprises and labor force goals in its contracts, subcontracts and procurements.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley 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 British Airways, PLC, amendatory and supplementary to its unit terminal lease at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; the form of the said agreement shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER - AON RISK SERVICES, INC. OF NEW YORK -
LEASE AGREEMENT**

It was recommended that the Board (1) authorize the Executive Director to enter into (a) a lease agreement with AON Risk Services, Inc. of New York (ARS) for a term of approximately fifteen years commencing on or about April 1, 1997 covering the letting of approximately 75,000 square feet of space and, commencing on or about September 1, 2002, covering the letting of approximately 221,000 square feet of additional space and (b) enter into a brokerage agreement with Edward S. Gordon Company, Incorporated; and (2) delegate to the Committee on Operations the authority to approve the final terms of the lease agreement in the event they are not substantially in accordance with those outlined below.

ARS (formerly known as Rollins Hudig Hall of New York, Inc.) is currently a subtenant of Lehman Brothers, Inc. occupying approximately 221,000 square feet of space on part of the 104th floor and the entire 101st, 102nd, 103rd, and 105th floors of Two World Trade Center (WTC). Under the proposed lease agreement, ARS will: (1) lease the entire 100th floor and part of the 83rd floor of Two WTC commencing on or about April 1, 1997; and (2) commencing on or about September 1, 2002, lease the same space it currently sublets, to be coterminous with the letting of the 100th-floor and 83rd-floor spaces. In order to accommodate ARS's desire to commence business operations in its initial space on April 1, 1997, the Port Authority and ARS have entered into a letter agreement granting ARS prior entry into the space for performance of construction and finishing work, it being the obligation of ARS to restore the premises to its original condition in the event a lease agreement is not entered into by the parties.

The proposed lease agreement will provide for an approximately fifteen-year term to commence on or about April 1, 1997, with a later commencement date for the space currently sublet by ARS.

The total aggregate basic rental during the fifteen-year term will be approximately \$88 million. ARS will have assignment, subleasing, expansion and extension rights. A brokerage commission will be paid to Edward S. Gordon Company, Incorporated in connection with this transaction calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley 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 (1) a lease agreement with AON Risk Services, Inc. of New York covering the letting of space at Two World Trade Center, and (2) a brokerage agreement with Edward S. Gordon Company, Incorporated, in connection with such letting; the form of the agreements in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the agreements in the event said terms and conditions are not substantially in accordance with the terms and conditions outlined above.

**TETERBORO AIRPORT - THE BOROUGH OF MOONACHIE - SUPPLEMENT TO
SPACE PERMIT AX-228**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a supplemental agreement to Space Permit AX-228 with the Borough of Moonachie covering the utilization for a ten-year period of a fifteen-acre parcel of land used for ballfields upon which the Borough would construct a field house to accommodate its athletic activities, and to provide for Port Authority payment of the Borough's unamortized investment in this improvement calculated on a straight line basis over the ten-year term of the Permit in an amount not to exceed \$150,000 if the Permit is revoked without cause. The Borough of Moonachie would be responsible for any environmental remediation necessary in connection with the construction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley 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 Space Permit AX-228 with the Borough of Moonachie, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

RED HOOK CONTAINER TERMINAL - AUTHORIZATION TO CONTINUE THE BARGE PROGRAM

The Red Hook Barge Program has been supported in part by the Port Authority since the Gowanus Expressway Reconstruction Program began in 1991. It was designed to maintain the current levels of service and to mitigate adverse impacts of the Gowanus reconstruction to roadside access at the Red Hook Container Terminal by transporting containers between the Red Hook Container Terminal and the New Jersey Marine Terminal 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 Program and the Board has continued to authorize expenditures to support the ongoing operations of the Program.

The barge is operated by American Import-Export Trucking Company, a subsidiary of American Stevedoring, Inc. (ASI), the lessee of the Red Hook Container Terminal, under an agreement with the Port Authority. ASI has the right to terminate its lease for the Red Hook Container Terminal if the Barge Program is discontinued.

Slightly over \$4 million was expended to operate the barge in 1996. Container traffic is expected to increase over the next five years. However, expenses are expected to stabilize as the cost per container decreases with the implementation of the new barge system in early 1998. Staff recommends capping the operating subsidy for the barge at an annual flat rate of \$4 million. The remaining cost to operate the barge will become the responsibility of the operator. Since the Board has already authorized \$1.5 million for 1997, an additional amount of up to \$18.5 million is needed to continue the subsidy through the year 2001.

To date, the Port Authority has authorized \$11.9 million in operating assistance, including New York State Bank I funds of \$2.1 million. In addition, the Port Authority has received New York State Congestion Mitigation and Air Quality Management (CMAQ) funds in the amount of \$2.3 million and New Jersey State CMAQ funds in the amount of \$849,000. The authorization for an additional \$18.5 million will bring Port Authority operating assistance to \$30.4 million.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley 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) expend up to \$18.5 million of Port Authority funds for the continued operation of the Red Hook Barge service through 2001, with the understanding that a separate Board authorization will be required for each year's expenditure in years 1998 through 2001, and 2) enter into an agreement with American Import-Export Trucking Company to operate the Red Hook Barge, the agreement to provide the Port Authority with the right of termination for cause at any time and without cause beginning in 1998 upon ninety days written notice; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**RED HOOK CONTAINER TERMINAL TRANS-HARBOR FREIGHT SERVICE -
REQUEST FOR ADDITIONAL FUNDING**

Plans for reconstruction on the Gowanus Expressway were expected to deteriorate landside transportation access to the Red Hook Container Terminal. Barge service between the Red Hook Container Terminal and the Port Newark/Elizabeth marine terminal began in October 1991 as an effort to arrest volume declines at the terminal. Since 1991, the Board has authorized operating funds totaling \$11.9 million, including Regional Economic Development Program funds. New York and New Jersey State CMAQ funds have contributed an additional \$3.2 million.

It is anticipated that the current system will incur operating expenses of \$4.2 million for moving approximately 29,000 containers in 1996. With operating costs increasing, it could cost nearly \$6 million to transport the 45,000 containers projected for 1997. The recommended Mafi trailer system, which rolls containers on and off a barge as opposed to utilizing gantry cranes, is anticipated to be fully operational in mid-1998. Based on anticipated activity growth and the introduction of the new system in mid-1998, the barge operation could cost approximately \$6.2 million for 1998, \$4.9 million for 1999 and \$5.1 million in 2000.

In 1993, based on a preliminary project estimate of \$6.445 million, New York and New Jersey CMAQ management funds totaling \$5.156 million (80 percent) were allocated toward this project. Current estimates put project costs at \$8.6 million. To date, the Board has authorized \$620,000 of Port Authority funds and \$1.1 million of capital funds from the Regional Economic Development Program as part of the Port Authority's 20 percent local match requirement. Although positive feedback has been received concerning CMAQ funding, such funding is not guaranteed. Therefore, Port Authority funds are sought to assure the project is able to be completed if CMAQ funds are not obtained.

The 1993 funding was approved contingent on the Port Authority providing a study to determine the market potential for a trans-harbor freight service, the extent to which user fees could be charged for the service and the optimal configuration for any such freight service given market demand. Booz-Allen & Hamilton, a Port Authority consultant, has recently completed this study and has recommended the Mafi roll trailer barge system. Both states have reviewed and concur with the results of this study.

The barge is presently operated by American Import-Export Trucking Company, a subsidiary of American Stevedoring, Inc. (ASI), the lessee of the Red Hook Container Terminal, under an agreement with the Port Authority. ASI has the right to terminate its lease for the Red Hook Container Terminal if the barge service is discontinued.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley 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 authorize the expenditure of an additional \$1.723 million in Port Authority funds necessary to replace the current Red Hook Barge service with a permanent barge system, the Port

Authority's expenditure to be subject to reimbursement by United States Department of Transportation Congestion Mitigation and Air Quality (CMAQ) grant funds in an amount to be determined; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award the following contracts at a total amount estimated at \$6.8 million, including extra work, if necessary, and net cost work:

a) Contract MFP-234.823A for the Red Hook Trans-Harbor Freight Service Barge construction, estimated at \$3.2 million;

b) Contract MFP-234.823B for the Red Hook Trans-Harbor Freight Service ramp construction and pier modifications, estimated at \$1.5 million; and

c) A Purchase Order contract for roll trailer and miscellaneous cargo handling equipment, estimated at \$2.1 million;

the form of the above contracts shall be subject to the approval of General Counsel or his authorized representative.

PORT NEWARK/RED HOOK TRANS-HARBOR FREIGHT SERVICE - AWARD OF CONSTRUCTION CONTRACTS AND LEASE AGREEMENT

The Red Hook Barge has been in continuous operation since late 1991 to mitigate the impact of the Gowanus Expressway reconstruction project on the Red Hook Container Terminal. Since January 1994, the New Jersey Terminus of the barge service has been located at the Bay Avenue Terminal at the Elizabeth-Port Authority Marine Terminal. This site was selected at the time for operational efficiencies, financial considerations and because the area was not leased at that time.

Negotiations are underway with Hanjin Shipping Co., Ltd. (Hanjin) and Maher Terminals, Inc. (Maher) to reconfigure the Elizabeth peninsula and construct a new terminal for Hanjin. In order to accommodate this terminal development, the Red Hook Barge terminal must be relocated to a site that will allow for a permanent location and more efficient and cost-effective operation of the barge service.

The site selected at Berth 22, Port Newark, requires the demolition of Buildings 141, 152 and 153 and site preparation for the twenty-acre terminal. In order to meet the requirements of the Hanjin/Maher negotiations, the new terminal must be operational by March 1, 1998.

The project will consist of three distinct and separate phases.

Phase 1: Current work order contracts already authorized under the Major Work Program for abating asbestos, freon and PCB's will be utilized to abate Buildings 141, 152 and 153. The abatement work is estimated to cost \$250,000.

Phase 2: A supplemental agreement contract to demolish Buildings 141, 152 and 153 will be the second phase of work to relocate the Red Hook Barge operation. Demolition of Buildings 141, 152 and 153 will be limited to the footprint of the buildings. All utilities will be disconnected. The buildings will be removed down to the floor slab and the remaining substructure pile caps and pile tops will be removed in the next phase of the project. The contract will be awarded as a Supplemental Agreement to Contract EP-383.003 to M.J. Paquet, Inc. the lowest bidder of a select list of five contractors that are currently working at the Port Newark/Elizabeth-Port Authority Marine Terminal and are qualified for the type of demolition work required. The demolition cost is estimated at \$574,475.

Phase 3: This phase will provide for completion of the terminal, allowing for the upland storage of containers. The scope encompasses paving and the installation of utilities necessary to accommodate container storage adjacent to Berth 22 on approximately twenty acres. This contract, Contract PN-354.021, would be awarded to the lowest bidder from a select list of qualified bidders. The preliminary construction cost for Contract PN-354.021 is estimated at \$6.8 million, which includes allowances for extra work and net cost work.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project to construct a twenty-acre container transfer terminal adjacent to Berth 22 in Port Newark, New Jersey, at a total project cost estimated at \$10.7 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, payments to consultants for the preparation of contract documents, planning and engineering, administrative and financial expenses, and a project contingency (if necessary) be and the same hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into Supplemental Agreement No. 1 to Contract EP-383.003 with M.J. Paquet, Inc. for the demolition of Buildings 141, 152 and 153, at the estimated amount of \$574,475; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized to award Contract PN-354.021 for the paving and utilities adjacent to Berth 22, at the estimated amount \$6.8 million to the lowest bidder who, in his opinion, is qualified by reason of responsibility, experience and capacity; and whose bid price the Executive Director deems reasonable; and to order extra work (if necessary) up to 6 percent of the amount of the bid accepted; and to order net cost work; or to reject all bids, solicit bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as he deems in the best interest 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 take action with respect to purchase and construction contracts and agreements for professional and advisory services for the foregoing project as he deems in the best interest of the Port Authority, including without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders, contractors or consultants; and it is further

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

HOWLAND HOOK MARINE TERMINAL - AGREEMENTS WITH NEW YORK CITY, THE ECONOMIC DEVELOPMENT CORP. AND HOWLAND HOOK CONTAINER TERMINAL, INC. FOR THE CONSTRUCTION OF A TEMPERATURE-CONTROLLED BUILDING

It was recommended that the Board authorize the Executive Director to enter into an agreement or agreements with the City of New York (the City), the New York City Economic Development Corporation (EDC), and Howland Hook Container Terminal, Inc. (HHCT) to effect the following: (1) the cancellation of the obligation of the City to expend up to \$4 million on off-site infrastructure and utility improvements in the vicinity of the Howland Hook Marine Terminal (the Terminal) as now required under the agreement under which the Port Authority leases the Terminal from the City (the City Lease); (2) the cancellation of the obligation of the Port Authority under the City Lease to reimburse the City for 50 percent of the cost of the above described work up to a maximum of \$2 million; (3) the funding of a temperature-controlled building (the Building) at the Terminal, with the Port Authority to provide up to \$2 million of the cost of the Building, and EDC and/or the City to provide up to \$3 million of the cost of the Building; and (4) the construction, but not necessarily the funding, of the Building by HHCT.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philiposian, Schweitzer and Talley 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 or agreements with the City of New York, the New York City Economic Development Corporation, and Howland Hook Container Terminal, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement or agreements shall be subject to the approval of General Counsel or his authorized representative.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - ROADWAY CONSTRUCTION
PACKAGE NO. 3 - CONTRACT JFK-584.001 - TULLY CONSTRUCTION CO.,
INC. - SETTLEMENT OF CLAIM**

At its meeting on March 9, 1989, the Board authorized a project for the redevelopment of the Central Terminal Area (CTA) at John F. Kennedy International Airport (JFK).

On September 24, 1992, the Executive Director authorized the award of publicly advertised Contract JFK-584.001 to Tully Construction Co., Inc., (Tully), the low bidder, at its bid price in the estimated total amount of \$13,730,000, an authorization for Extra Work in the amount of \$1,374,000 and an allowance for Net Cost Work roughly estimated at \$2,000,000. The Contract provided for the construction of the third phase of the Central Terminal Area redeveloped roadway network in Area 4 around the Cogeneration Facility at JFK.

On August 16, 1994, the Director of Aviation authorized an increase in Extra Work from \$1,374,000 to \$1,624,000, an increase of \$250,000.

On September 25, 1995, the Executive Director authorized an increase in the Extra Work authorization from \$1,624,000 to \$1,732,000, an increase of \$108,000, and an increase in Classified Work authorization from \$481,891 to the estimated amount of \$555,264, an increase of \$73,373. The present total authorized contract amount is \$17,535,373.

Tully has submitted a claim against the Port Authority in connection with Contract JFK-584.001 in the amount of \$3,648,106. This claim is for additional costs allegedly incurred primarily because of a denial by the Port Authority of site access to Tully to perform the work as contemplated in the contract documents.

Thorough staff review of the claim followed, and various discussions, reviews and negotiations ensued with Tully. In November 1996, it was tentatively agreed that Tully would be paid the sum of \$350,000 in settlement of the claim subject to approval of the Board.

Total payments to Tully for all contract work, extra work and net cost work (excluding the proposed claim settlement of \$350,000) is forecast to be approximately \$16,699,449.

Although the Law Department has advised that there are legal defenses to this claim, the settlement nevertheless appears equitable under the circumstances.

Tully will sign a release of all claims against the Port Authority under the contract prior to receiving the \$350,000 payment.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley 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) make a payment of \$350,000 to Tully Construction Co., Inc., in full settlement of all claims against the Port Authority in connection with Contract JFK-584.001; and 2) enter into an appropriate agreement to effectuate such settlement; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT OF CLAIM - PORT AUTHORITY v. HOLLAND TERMINAL COLD STORAGE, INC.

It was recommended that the Board authorize General Counsel to settle the Port Authority's claim against Holland Terminal Cold Storage, Inc. (Holland Terminal), a cold storage warehouse located in Jersey City, New Jersey, for \$15,000.

During July and August 1992, certain ammonia discharges occurred at Holland Terminal's facility located next to the Holland Tunnel Toll Plaza which resulted in damages to the Port Authority of approximately \$109,400. The Port Authority commenced a lawsuit to recover this amount. This case was consolidated with four other cases and cross-claims for contribution and indemnity for approximately \$11 million dollars were asserted by Public Service Electric and Gas Co. (PSE&G) and The Hartford Steam Boiler Inspection and Insurance Company (Hartford) against the Port Authority.

The Port Authority will receive the sum of \$15,000 in one payment from this settlement. The Port Authority and Holland Terminal will also exchange mutual releases as part of the settlement. Third-party claims filed against the Port Authority by PSE&G and Hartford for contribution and indemnity will also be dismissed with prejudice at no cost to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Henderson, Janiszewski, Philibosian, Schweitzer and Talley 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 Port Authority's claim against Holland Terminal Cold Storage, Inc., substantially in accordance with the terms set forth above.

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period January 1, 1997 to January 31, 1997.

Purchase of Port Authority Bonds

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

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

(Board - 3/20/97)

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
01/02/97	\$ 5,000,000	US T-NOTE	6.125%	12/31/01	99.81	---	6.169%	\$ 4,990,625.00	PaineWebber
01/02/97	10,000,000	US T-NOTE	5.750	12/31/98	99.79	---	5.859	9,979,687.50	Daiwa Securities America
01/03/97	5,000,000	US T-BILL	---	11/13/97	95.39	5.275%	5.542	4,769,951.39	Fuji Securities
01/03/97	10,000,000	US T-BILL	---	12/11/97	95.01	5.245	5.526	9,501,725.00	Paribas Corp.
01/07/97	11,000,000	GECC CP	---	01/15/97	99.88	5.220	5.299	10,987,240.00	General Electric Capital
01/07/97	25,000,000*	FNDN	---	01/29/97	99.68	5.180	5.269	24,920,861.10	Morgan Stanley & Co
01/07/97	25,000,000*	FHDN	---	01/27/97	99.71	5.200	5.287	24,927,777.78	Dean Witter Reynolds
01/08/97	10,000,000	GECC CP	---	01/15/97	99.89	5.160	5.237	9,989,966.67	General Electric Capital
01/09/97	10,000,000	US T-BILL	---	01/08/98	94.70	5.235	5.528	9,470,683.33	Speer, Leeds & Kellogg
01/09/97	10,000,000	US T-BILL	---	01/08/98	94.71	5.230	5.523	9,471,188.89	Nikko Securities Co Intl
01/09/97	10,000,000	US T-BILL	---	01/08/98	94.70	5.235	5.528	9,470,683.33	Daiwa Securities America
01/09/97	10,000,000	GECC CP	---	02/03/97	99.63	5.220	5.312	9,963,750.00	General Electric Capital
01/10/97	10,000,000	GECC CP	---	02/03/97	99.65	5.250	5.342	9,965,000.00	General Electric Capital
01/13/97	5,000,000	US T-NOTE	6.125	12/31/01	98.90	---	6.385	4,945,312.50	Goldman, Sachs

(Board - 3/20/97)

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	Purch Price	Discount Rate	BEY @ Cost	Principal	Dealer
01/13/97	\$10,000,000	US T-NOTE	5.750%	12/31/98	99.46	---	6.039%	\$ 9,946,875.00	Paribas Corp.
01/13/97	10,000,000	US T-BILL	---	01/08/98	94.68	5.315%	5.614	9,468,500.00	Daiwa Securities America
01/16/97	25,000,000	GECC CP	---	01/23/97	99.89	5.240	5.318	24,974,527.78	General Electric Capital
01/17/97	5,000,000	GECC CP	---	02/03/97	99.75	5.250	5.336	4,987,604.17	General Electric Capital
01/17/97	10,000,000	GECC CP	---	01/21/97	99.94	4.950	5.022	9,994,500.00	General Electric Capital
01/22/97	5,000,000	US T-NOTE	5.875	11/15/99	99.31	---	6.141	4,965,625.00	Morgan Stanley & Co
01/23/97	25,000,000	GECC CP	---	02/07/97	99.78	5.260	5.345	24,945,208.33	General Electric Capital
01/27/97	25,000,000	FMCND	---	02/19/97	99.66	5.240	5.331	24,916,305.55	First Boston
01/30/97	25,000,000	FMCND	---	02/28/97	99.57	5.265	5.361	24,893,968.75	Paribas Corp.
01/31/97	5,000,000	US T-NOTE	5.875	01/31/99	99.76	---	6.001	4,988,281.25	Daiwa Securities America
01/31/97	5,000,000	US T-NOTE	5.875	01/31/99	99.75	---	6.010	4,987,500.00	Paribas Corp.
01/31/97	5,000,000	US T-NOTE	6.250	01/31/02	99.34	---	6.405	4,967,187.50	PaineWebber
01/31/97	5,000,000	US T-NOTE	6.250	01/31/02	99.28	---	6.418	4,964,453.13	Morgan Stanley & Co
01/31/97	<u>5,000,000</u>	US T-NOTE	6.250	01/31/02	99.26	---	6.424	<u>4,963,281.25</u>	Daiwa Securities America
	<u>\$321,000,000</u>							<u>\$317,318,270.20</u>	

BEY - Bond Equivalent Yield

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

(Board - 3/20/97)

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

Sale of Securities

Sale Date	Par Value	Description	Coupon Rate	Maturity Date	Sale Price	Discount Rate	BEY @Sale	Realized Total Return	Principal	Dealer
01/07/97	\$ 25,000,000*	US T-BILL	---	01/23/97	99.78	4.920%	4.999%	5.24%	\$24,945,333.33	Dean Witter Reynolds
01/07/97	25,000,000*	US T-BILL	---	01/30/97	99.69	4.830	4.912	5.26	24,922,854.18	Morgan Stanley & Co
01/16/97	25,000,000	US T-BILL	---	02/13/97	99.62	4.850	4.936	5.31	24,905,694.45	Citicorp Securities Mkts
01/16/97	25,000,000	US T-BILL	---	02/20/97	99.52	4.840	4.930	5.26	24,882,361.10	Paribas Corp.
01/22/97	5,000,000	US T-NOTE	5.875%	11/15/99	99.38	---	6.113	25.56	4,969,140.63	Morgan Stanley & Co
01/31/97	5,000,000	US T-BILL	---	11/13/97	95.84	5.230	5.478	6.09	4,792,252.78	Citicorp Securities Mkts
01/31/97	5,000,000	US T-NOTE	6.250	01/31/02	99.46	---	6.376	74.69	4,973,437.50	Daiwa Securities America
01/31/97	5,000,000	US T-NOTE	6.250	01/31/02	99.45	---	6.379	60.31	4,972,656.25	Morgan Stanley & Co
01/31/97	<u>5,000,000</u>	US T-NOTE	6.250	01/31/02	99.59	---	6.346	91.85	<u>4,979,687.50</u>	PaineWebber
	<u>\$125,000,000</u>								<u>\$124,343,417.72</u>	

BEY - Bond Equivalent Yield

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

(Board - 3/20/97)

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

Repurchase Transactions

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Fuji Securities	01/02/97	01/03/97	\$ 1,525,000	5.450%	\$ 230.87
Fuji Securities	01/02/97	01/03/97	1,965,000	5.450	297.48
Citicorp Securities Mkts	01/02/97	01/03/97	6,045,000	5.450	915.15
Lehman Brothers	01/02/97	01/23/97	24,781,250*	5.150	75,083.75
Dean Witter Reynolds	01/02/97	01/07/97	24,912,500*	5.250	18,442.17
Dean Witter Reynolds	01/02/97	01/07/97	24,937,500*	5.250	18,460.68
Lehman Brothers	01/02/97	01/24/97	25,125,000*	5.150	79,716.04
Citicorp Securities Mkts	01/02/97	01/03/97	38,000,000	5.450	5,752.78
Fuji Securities	01/02/97	01/03/97	43,595,000	5.450	6,599.80
Eastbridge Capital	01/02/97	01/03/97	50,000,000	5.600	7,777.78
Nikko Securities Co Intl	01/03/97	01/06/97	1,410,000	5.280	620.40
Nikko Securities Co Intl	01/03/97	01/06/97	1,955,000	5.280	860.20
Nikko Securities Co Intl	01/03/97	01/06/97	6,040,000	5.280	2,657.60
Fuji Securities	01/03/97	01/06/97	19,816,000	5.300	8,752.07

(Board - 3/20/97)

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>
Yamaichi Intl (America)	01/03/97	01/06/97	\$24,404,000	5.300%	\$ 10,778.43
Yamaichi Intl (America)	01/03/97	01/06/97	25,596,000	5.300	11,304.90
Nikko Securities Co Intl	01/03/97	01/06/97	29,320,000	5.280	12,900.80
Fuji Securities	01/03/97	01/06/97	30,184,000	5.300	13,331.27
Eastbridge Capital	01/06/97	01/07/97	875,000	5.220	126.88
Nikko Securities Co Intl	01/06/97	01/07/97	1,370,000	5.180	197.13
Nikko Securities Co Intl	01/06/97	01/07/97	1,940,000	5.180	279.14
Nikko Securities Co Intl	01/06/97	01/07/97	5,975,000	5.180	859.74
SBC Capital Markets, Inc.	01/06/97	Open	9,937,500*	Variable**	41,733.36
Yamaichi Intl (America)	01/06/97	01/07/97	24,884,000	5.220	3,608.18
Yamaichi Intl (America)	01/06/97	01/07/97	25,116,000	5.220	3,641.82
Nikko Securities Co Intl	01/06/97	01/07/97	28,850,000	5.180	4,151.19

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>
Eastbridge Capital	01/06/97	01/07/97	\$49,125,000	5.220%	\$ 7,123.13
Nomura Securities Intl	01/07/97	01/08/97	1,355,000	5.125	192.90
Nomura Securities Intl	01/07/97	01/08/97	1,930,000	5.125	274.76
Nomura Securities Intl	01/07/97	01/08/97	5,975,000	5.125	850.61
Nomura Securities Intl	01/07/97	01/08/97	28,850,000	5.125	4,107.12
Dean Witter Reynolds	01/07/97	01/17/97	34,440,000*	5.250	49,890.17
Nesbitt Burns	01/07/97	01/08/97	50,000,000	5.130	7,125.00
Eastbridge Capital	01/07/97	01/08/97	50,000,000	5.130	7,125.00
Eastbridge Capital	01/08/97	01/09/97	1,350,000	5.140	192.75
Eastbridge Capital	01/08/97	01/09/97	1,925,000	5.140	274.85
Eastbridge Capital	01/08/97	01/09/97	5,960,000	5.140	850.96
Eastbridge Capital	01/08/97	01/09/97	28,855,000	5.140	4,119.85
Fuji Securities	01/08/97	01/09/97	42,000,000	5.150	6,008.33
Citicorp Securities Mkts	01/08/97	01/16/97	49,750,000*	5.350	57,171.04

(Board - 3/20/97)

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

Repurchase Transactions (Cont.)

Dealer	Purchase Date	Sale Date	Par Value	Interest Rate	Total Interest Earned
Nesbitt Burns	01/08/97	01/09/97	\$50,000,000	5.150%	\$ 7,152.78
Eastbridge Capital	01/09/97	01/10/97	825,000	5.170	118.48
Nomura Securities Intl	01/09/97	01/10/97	1,335,000	5.140	190.61
Nomura Securities Intl	01/09/97	01/10/97	1,910,000	5.140	272.71
Nomura Securities Intl	01/09/97	01/10/97	5,925,000	5.140	845.96
Yamaichi Intl (America)	01/09/97	01/10/97	15,000,000	5.150	2,145.83
Nomura Securities Intl	01/09/97	01/10/97	19,380,000	5.140	2,767.03
Eastbridge Capital	01/09/97	01/10/97	49,175,000	5.170	7,062.08
Nesbitt Burns	01/10/97	01/13/97	1,320,000	5.130	564.30
Nesbitt Burns	01/10/97	01/13/97	1,320,000	5.130	564.30
Nesbitt Burns	01/10/97	01/13/97	5,925,000	5.130	2,532.94
Nesbitt Burns	01/10/97	01/13/97	19,160,000	5.130	8,190.90
Eastbridge Capital	01/10/97	01/13/97	50,000,000	5.150	21,458.33
Nikko Securities Co Intl	01/13/97	01/14/97	1,205,000	5.250	175.73

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nikko Securities Co Intl	01/13/97	01/14/97	\$ 5,770,000	5.250%	\$ 841.46
Nikko Securities Co Intl	01/13/97	01/14/97	18,395,000	5.250	2,682.60
First Chicago Capital Mkt	01/13/97	Open	19,925,000*	Variable**	63,795.98
Nikko Securities Co Intl	01/13/97	01/14/97	24,000,000	5.250	3,500.00
Fuji Securities	01/14/97	01/15/97	1,205,000	5.180	173.39
SBC Capital Markets, Inc.	01/14/97	Open	4,956,250*	Variable**	15,148.23
Eastbridge Capital	01/14/97	01/15/97	5,740,000	5.180	825.92
Eastbridge Capital	01/14/97	01/15/97	18,380,000	5.180	2,644.68
Fuji Securities	01/14/97	01/15/97	33,000,000	5.180	4,748.33
Yamaichi Intl (America)	01/15/97	01/16/97	1,195,000	5.440	180.58
Nesbitt Burns	01/15/97	01/16/97	5,525,000	5.430	833.35
Yamaichi Intl (America)	01/15/97	01/16/97	10,467,000	5.440	1,581.68
Nesbitt Burns	01/15/97	01/16/97	17,115,000	5.430	2,581.51
Yamaichi Intl (America)	01/15/97	01/16/97	24,533,000	5.440	3,707.21

(Board - 3/20/97)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date ----	Sale Date ----	Par Value -----	Interest Rate ----	Total Interest Earned -----
Yamaichi Intl (America)	01/16/97	01/17/97	\$ 1,195,000	5.240%	\$ 173.94
Eastbridge Capital	01/16/97	01/17/97	1,625,000	5.250	236.98
Yamaichi Intl (America)	01/16/97	01/17/97	5,120,000	5.240	745.24
Yamaichi Intl (America)	01/16/97	01/17/97	14,000,000	5.240	2,037.78
Yamaichi Intl (America)	01/16/97	01/17/97	15,525,000	5.240	2,259.75
Citicorp Securities Mkts	01/16/97	01/21/97	37,900,000*	5.170	27,245.89
Eastbridge Capital	01/16/97	01/17/97	48,375,000	5.250	7,054.69
Eastbridge Capital	01/17/97	01/21/97	1,195,000	5.130	681.15
Eastbridge Capital	01/17/97	01/21/97	5,075,000	5.130	2,892.75
Dean Witter Reynolds	01/17/97	Open	14,910,000*	Variable**	39,325.13
Eastbridge Capital	01/17/97	01/21/97	15,475,000	5.130	8,820.75
Nesbitt Burns	01/17/97	01/21/97	18,181,000	5.130	10,363.17
Dean Witter Reynolds	01/17/97	Open	24,900,000*	Variable**	65,673.75
Nesbitt Burns	01/17/97	01/21/97	31,819,000	5.130	18,136.83

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>
Eastbridge Capital	01/21/97	01/22/97	\$ 1,195,000	5.230%	\$ 173.61
Eastbridge Capital	01/21/97	01/22/97	4,965,000	5.230	721.30
Eastbridge Capital	01/21/97	01/22/97	15,460,000	5.230	2,245.99
Eastbridge Capital	01/21/97	01/22/97	18,000,000	5.230	2,615.00
Yamaichi Intl (America)	01/21/97	01/22/97	24,839,000	5.230	3,608.55
Yamaichi Intl (America)	01/21/97	01/22/97	25,161,000	5.230	3,655.33
Fuji Securities	01/22/97	01/23/97	1,195,000	5.170	171.62
Fuji Securities	01/22/97	01/23/97	4,965,000	5.170	713.03
Fuji Securities	01/22/97	01/23/97	14,585,000	5.170	2,094.57
Eastbridge Capital	01/22/97	01/23/97	20,000,000	5.180	2,877.78
Nesbitt Burns	01/22/97	01/23/97	20,295,000	5.180	2,920.23
Nesbitt Burns	01/22/97	01/23/97	29,705,000	5.180	4,274.22
Nikko Securities Co Intl	01/23/97	01/24/97	1,190,000	5.150	170.24
Nikko Securities Co Intl	01/23/97	01/24/97	4,915,000	5.150	703.12

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Nikko Securities Co Intl	01/23/97	01/24/97	\$14,530,000	5.150%	\$ 2,078.60
Yamaichi Intl (America)	01/23/97	01/24/97	24,018,000	5.170	3,449.25
Yamaichi Intl (America)	01/23/97	01/24/97	25,982,000	5.170	3,731.30
Eastbridge Capital	01/23/97	01/24/97	30,000,000	5.160	4,300.00
Eastbridge Capital	01/24/97	01/27/97	200,000	5.130	85.50
Nikko Securities Co Intl	01/24/97	01/27/97	1,115,000	5.130	476.66
Nikko Securities Co Intl	01/24/97	01/27/97	4,910,000	5.130	2,099.03
Nikko Securities Co Intl	01/24/97	01/27/97	14,280,000	5.130	6,104.70
Lehman Brothers	01/24/97	02/03/97	18,790,000*	5.530	27,704.81
Lehman Brothers	01/24/97	02/03/97	20,810,000*	5.530	30,683.19
Nikko Securities Co Intl	01/24/97	01/27/97	29,000,000	5.130	12,397.50
Eastbridge Capital	01/24/97	01/27/97	49,800,000	5.130	21,289.50
Yamaichi Intl (America)	01/27/97	01/28/97	4,325,000	5.250	630.73
Yamaichi Intl (America)	01/27/97	01/28/97	13,975,000	5.250	2,038.02

(Board - 3/20/97)

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>
Yamaichi Intl (America)	01/27/97	01/28/97	\$16,000,000	5.250%	\$ 2,333.33
First Chicago Capital Mkt	01/27/97	Open	25,093,750*	Variable**	29,931.27
Eastbridge Capital	01/27/97	01/28/97	50,000,000	5.250	7,291.67
Nikko Securities Co Intl	01/28/97	01/29/97	4,315,000	5.230	626.87
Yamaichi Intl (America)	01/28/97	01/29/97	8,306,000	5.240	1,208.98
Nikko Securities Co Intl	01/28/97	01/29/97	13,610,000	5.230	1,977.23
Nikko Securities Co Intl	01/28/97	01/29/97	14,000,000	5.230	2,033.89
Yamaichi Intl (America)	01/28/97	01/29/97	41,694,000	5.240	6,068.79
Fuji Securities	01/29/97	01/30/97	1,011,000	5.450	153.05
Yamaichi Intl (America)	01/29/97	01/30/97	4,300,000	5.450	650.97
Yamaichi Intl (America)	01/29/97	01/30/97	12,830,000	5.450	1,942.32
Eastbridge Capital	01/29/97	01/30/97	45,000,000	5.460	6,825.00
Fuji Securities	01/29/97	01/30/97	48,989,000	5.450	7,416.39
Eastbridge Capital	01/30/97	01/31/97	4,300,000	5.340	637.83

(Board - 3/20/97)

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

Repurchase Transactions (Cont.)

Dealer -----	Purchase Date -----	Sale Date -----	Par Value -----	Interest Rate -----	Total Interest Earned -----
Eastbridge Capital	01/30/97	01/31/97	\$12,810,000	5.340%	\$ 1,900.15
Yamaichi Intl (America)	01/30/97	01/31/97	18,335,000	5.350	2,724.78
Eastbridge Capital	01/30/97	01/31/97	22,000,000	5.340	3,263.33
Yamaichi Intl (America)	01/30/97	01/31/97	31,665,000	5.350	4,705.77
Nomura Securities Intl	01/31/97	02/03/97	370,000	5.550	171.13
Fuji Securities	01/31/97	02/03/97	3,044,000	5.550	1,407.85
Citicorp Securities Mkts	01/31/97	02/03/97	4,305,000	5.550	1,991.06
Citicorp Securities Mkts	01/31/97	02/03/97	17,605,000	5.550	8,142.31
Citicorp Securities Mkts	01/31/97	02/03/97	23,000,000	5.550	10,637.50
Fuji Securities	01/31/97	02/03/97	46,956,000	5.550	21,717.15
Nomura Securities Intl	01/31/97	02/03/97	49,630,000	5.550	22,953.88

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

**This rate is subject to change daily.

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

Reverse Repurchase Transactions

Dealer	Sale Date	Purchase Date	Par Value	Interest Rate	Total Interest Paid
-----	----	----	-----	----	----
Dean Witter Reynolds	01/02/97	01/07/97	\$24,937,500*	5.150%	\$ 17,975.78
Dean Witter Reynolds	01/02/97	01/07/97	24,912,500*	5.000	17,542.55
Lehman Brothers	01/02/97	01/23/97	24,781,250*	4.950	72,192.60
Lehman Brothers	01/02/97	01/24/97	25,125,000*	5.000	74,205.99
SBC Capital Markets, Inc.	01/06/97	Open	9,937,500*	Variable**	34,670.83
Dean Witter Reynolds	01/07/97	01/17/97	34,440,000*	5.200	49,172.67
Citicorp Securities Mkts	01/08/97	01/16/97	49,750,000*	5.250	56,037.85
First Chicago Capital Mkt	01/13/97	Open	19,925,000*	Variable**	48,235.10
SBC Capital Markets, Inc.	01/14/97	Open	4,956,250*	Variable**	12,239.18
Citicorp Securities Mkts	01/16/97	01/21/97	37,900,000*	5.070	26,666.86
Dean Witter Reynolds	01/17/97	Open	24,900,000*	Variable**	53,050.83
Dean Witter Reynolds	01/17/97	Open	14,910,000*	Variable**	31,559.50
Lehman Brothers	01/24/97	02/03/97	39,600,000*	5.430	44,385.00
First Chicago Capital Mkt	01/27/97	Open	25,093,750*	Variable**	17,565.63

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

**This rate is subject to change daily.

(Board - 3/20/97)

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

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 January 1, 1997 through January 31, 1997, 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

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>
01/28/97	\$ 5,000,000	OTC European Call on US Treasury Notes 5 7/8% due 1/31/99	4 3/4/32	99.24 1/4/32	02/11/97 for 02/12/97	SBC Capital Markets, Inc.	\$ 7,421.88

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 January 1, 1997 through January 31, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of January 31, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.0 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 January 1, 1997 through January 31, 1997 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.

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 January 1, 1997 to January 31, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
AK0110035	Rehabilitation of Concrete Slab, Median Barrier and Structural Steel Outerbridge Crossing Karl Koch Erecting Co., Inc.	16,096,700(A) 562,300(B) 1,900,000(C) 1,666,000(D) 20,225,000	16,096,700(A) 68,128(B) 26,109(C) 1,125,973(D) 17,316,910
AK135	Maintenance Pavement Repairs via Work Orders Bayonne Bridge, Goethals Bridge, Outerbridge Crossings P. T. Stone, Inc.	473,000(B) 50,000(C) 48,000(D) 571,000	460,103(B) 98,261(C) 31,050(D) 589,414
EWR124035	EWR Redevelopment Program Automated People Mover Terminal A, B & C - Expansion Joint Replacement Terminal C - Roof Replacement Newark International Airport Chris Anderson Roofing & Erecting Co., Inc.	211,317(A) 15,000(C) 22,000(D) 20,000(E) 268,317	211,317(A) 34,792(C) 22,000(D) 14,747(E) 282,856
EWR154066	Central Terminal Area Parking Lot Lighting Upgrade Newark International Airport Total Electrical Construction Co., Inc.	287,149(A) 48,446(B) 30,000(C) 27,000(D) 392,595	287,149(A) 568(B) -0-(C) 18,798(D) 306,515
EWR153005	UMD/MIC-5 On-Airport Facility Newark International Airport ACM Building Company, Inc.	269,670(A) 10,000(C) 27,000(D) 306,670	248,755(A)(G) -0-(C) 23,211(D) 271,966
WTC899807	Refrigeration Plant Monitoring System The World Trade Center Engineered Energy Systems, Inc.	412,740(A) 41,274(D) 454,014	390,240(A)(H) 36,577(D) 426,817

WTC702258	Reopening of Ramp "S"	59,500(A)	59,500(A)
	The World Trade Center	5,000(D)	4,740(D)
	Jadeite Construction Corp.	64,500	64,240
WTC857073	1 WTC - 20th Floor	68,000(A)	67,925(A)(F)
	Rehabilitation of Public Areas	5,440(D)	-0-(D)
	The World Trade Center World Wide Sprinkler Corp.	73,440	67,925
HT373	New York Field Office	47,350(A)	47,350(A)
	Overhead Door Replacement	6,735(D)	6,000(D)
	Holland Tunnel Commonwealth Demolition Co., Inc.	54,085	53,350

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Memorandum of Justification dated 10/24/96, increasing extra work in the amount of \$20,000.
- (F) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$75.
- (G) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$20,914.
- (H) The difference between the "Total Authorized" and the "Total Payment" represents a reduction in the scope of work in the amount of \$22,500.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, April 24, 1997

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MINUTES of the Annual Meeting of The Port Authority of New York and New Jersey held Thursday, April 24, 1997, 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. John J. Haley, Jr.
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 George L. Cancro, Jr., Director, Office of Ferry Transportation
 Robert E. Catlin, Jr., Acting Director, World Trade
 Michael DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Robert J. Kelly, Director, Aviation
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Michael G. Massiah, Director, Office of Business & Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Allen M. Morrison, Supervisor, Media Relations, Office of Corporate Communications
 Roy S. Pleasant, Director, Information Services
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Joseph A. Tobia, Manager, Corporate Budget and Reporting, Budget
 Robert E. Van Etten, Inspector General
 Christopher O. Ward, Director, Port Redevelopment Program, Port Commerce
 Angela Wood, Special Assistant to the Executive Director

Guest

Karen Kennedy, Office of the Governor of New Jersey

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

The public meeting was called to order by Chairman Eisenberg at 2:36 p.m. and ended at 2:56 p.m. The Board also met in executive session prior to the public meeting. Vice-Chairman Gargano was present for the executive session portion of the Board meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of March 20, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on April 24, 1997, which included discussion of internal audit 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 Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed at its meeting in executive session on April 24, 1997, which included a discussion of contract matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom 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 April 24, 1997, which included a discussion of the project authorization for a Newark Bay Confined Disposal Facility and the construction results for the first quarter of 1997, 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, for information, on matters discussed in executive session at its meeting on April 24, 1997, which included a discussion of lease matters and matters which could affect the competitive economic position of the Port Authority, the Port District, and businesses with whom 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 Nominating Committee

During the course of the meeting, the Nominating Committee submitted its report, and the report was received and is included with these minutes.

Report of Committee on Finance

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

Chairman Eisenberg welcomed Aubrey C. Lewis as a Commissioner of the Port Authority and expressed the Board's pleasure in having Commissioner Lewis participate in the work of the Board.

Chairman Eisenberg also welcomed Deputy Executive Director Richard J. Lobron to his first Board meeting.

RETENTION OF INDEPENDENT AUDITORS

Under the By-Laws, the Audit Committee has the responsibility to recommend retention of independent auditors for designation by the Board to audit the accounts and financial statements of the Port Authority and its subsidiaries. The Audit Committee monitors the independent auditing function and decides annually the question of which firm to recommend to the Board for retention by the Port Authority and for what period of time in light of then-current circumstances.

Consistent with long-standing policy and after a full review and discussion of the performance of Deloitte & Touche LLP, the Audit Committee recommended that the Board designate Deloitte & Touche LLP as independent auditors to audit the accounts and financial statements of the Port Authority and its wholly-owned subsidiaries for the year ending December 31, 1997, to perform an evaluation of the system of internal accounting controls, to perform a review of the Passenger Facility Charge Program, to provide other audit services, and to provide services requested in the disclosure process in connection with the issuance from time to time of Port Authority obligations.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that Deloitte & Touche LLP be and it hereby is designated as independent auditors to audit the accounts and financial statements of The Port Authority of New York and New Jersey and its wholly-owned subsidiaries for the year ending December 31, 1997; and it is further

RESOLVED, that, for the year ending December 31, 1997, Deloitte & Touche LLP be and it hereby is designated to perform an evaluation of the system of internal accounting controls, and to provide other audit services, including a review of revenue and cost computations relating to and under the terms of the various lease agreements, such as those with the cities of New York and Newark, financial and statistical data reports submitted to the Federal Transit Administration, field work and financial disclosure requirements of the Single Audit Act of 1984 for recipients of Federal financial assistance, and to participate as requested in the disclosure process in connection with the issuance from time to time of Port Authority obligations; and it is further

RESOLVED, that, for the year ending December 31, 1997, Deloitte & Touche LLP be and it hereby is designated to perform a review of the Passenger Facility Charge Program pursuant to the Aviation Safety and Capacity Expansion Act of 1990; and it is further

RESOLVED, that, in accordance with the By-Laws of the Port Authority, the matters of arranging for such services by the above-designated auditors and for monitoring the auditors' performance be and each hereby is referred to the Audit Committee.

AUDIT COMMITTEE ANNUAL REPORT

Commissioner Hellmuth submitted the following report:

In accordance with the Port Authority by-laws, the Chair of the Audit Committee reports periodically on the activities of the Audit Committee.

Since the last report, the Audit Committee has met eight times. Our Committee meetings are regularly attended by the Chief Financial Officer, the Director of the Audit Department, the Comptroller, the Inspector General, General Counsel, the Chief Technology Officer, the Treasurer and the Director of the Information Services Department.

Representatives of Deloitte & Touche LLP, the Port Authority's independent auditors, have attended three of our meetings. At those meetings we held executive sessions with only the outside auditors present. This is consistent with our policy that the auditors and members of the Audit Committee have direct and unrestricted access to each other.

The Audit Committee keeps informed of relevant matters through quarterly reports prepared by the Treasurer, the Director of Audit and the Inspector General. In addition to these reports, Charles McClafferty, the Chief Financial Officer, and John Brill, the Director of Audit, have kept me informed of special situations, audits and investigations as appropriate. Robert Van Etten has done the same as Inspector General.

Each quarter the Audit Committee reviews the status of Port Authority accounts receivable and discusses the quarterly reports prepared by the Treasurer. The Committee monitors staff efforts to collect revenues due to the Authority, and also discusses problem accounts and reviews the trends in receivable collections. Over the past year, bad debts have continued to decline and the ratio of receivables to billings has improved and is well within target; staff has performed well in this regard.

Also on a quarterly basis, the Committee discusses the detailed reports of audit findings prepared by the Audit Department. The Audit Department conducts audits in accordance with an Annual Plan submitted to the Audit Committee. The Annual Audit Plan is based on a schedule of specific audits established after performing a risk assessment. The assessment takes into consideration the potential of financial loss, major changes in operations or programs, and the dates and results of previous audits. The Audit Plan is developed with the Committee and also with the input of our independent auditors.

The Committee also discusses the quarterly report of the Inspector General with respect to investigations undertaken by that Office. The major function of the Inspector General's Office is to investigate situations or allegations of inappropriate, unethical or illegal activities of individuals within the Port Authority and of persons with whom the Port Authority has a business relationship.

Our Committee continued its practice of reviewing, in detail, the Authority's audited financial statements prior to their release. We are concerned not only with the control systems which assure the accuracy and completeness of the statements, but also with the

presentation, the format, and, in the context of full and fair disclosure, the substance and language of the footnotes.

In the opinion of the auditors, the 1996 financial statements present fairly, in all material respects, the combined financial position of the Port Authority and the combined results of its operations in conformity with generally accepted accounting principles. We were pleased to hear that the Government Finance Officers Association recognized the Port Authority's 1995 Comprehensive Annual Financial Report with its Certificate of Excellence in Financial Reporting, an award which the Port Authority has received for each of the past 12 years. This is a remarkable achievement for staff of the Comptroller's Department.

Finally, as the Chair of the Audit Committee, I review the expense reports of the Executive Director and of the members of the Board.

This annual report to the Board provides the Audit Committee the opportunity to acknowledge the dedication and professionalism of our staff. The Committee recognizes the strengths, talent and commitment of our financial professionals, all of whom make an important contribution to the Authority and also to the Region.

The Committee believes that reasonable controls and procedures are in place, and that there is a reasonable basis for this Board to have a high level of confidence in the professional and ethical conduct of our personnel.

ELECTION OF OFFICERS

Chairman Eisenberg announced that in accordance with the provisions of the By-Laws, the election of officers was in order.

Commissioner Hellmuth, as Chair of the Nominating Committee, submitted the following report:

"On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article XIa. of the By-Laws, the Committee, by unanimous action, submits the nomination for election to the offices of Chairman and Vice-Chairman of The Port Authority of New York and New Jersey of Commissioners Lewis M. Eisenberg and Charles A. Gargano, respectively. By unanimous action, the Committee also submits the nomination of Robert E. Boyle as Executive Director of the Port Authority and of Jeffrey S. Green as General Counsel of the Port Authority. By unanimous action, the Committee also submits the nominations of Daniel D. Bergstein as Secretary, Charles F. McClafferty as Director of Finance, Raymond P. Mannion as Comptroller, Bruce D. Bohlen as Treasurer and John D. Brill as Director of Audit."

Pursuant to the foregoing report, Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer, voting in favor, the following were unanimously elected as officers of the Port Authority: Commissioner Lewis M. Eisenberg as Chairman, Commissioner Charles A. Gargano as Vice-Chairman, Robert E. Boyle as Executive Director, Jeffrey S. Green as General Counsel, Daniel D. Bergstein as Secretary, Charles F. McClafferty as Director of Finance, Raymond P. Mannion as Comptroller, Bruce D. Bohlen as Treasurer and John D. Brill as Director of Audit.

LAGUARDIA AIRPORT TO MANHATTAN FERRY SERVICE - AUTHORIZATION TO ENTER INTO AGREEMENT WITH FERRY SERVICE OPERATOR

On September 12, 1996 the Board granted planning and project authorization for the establishment of a ferry service between Manhattan and LaGuardia Airport (LGA) at Flushing Bay at an estimated Port Authority project cost of \$35 million. The authorization provided for the issuance of a Request for Proposals (RFP) to select a private sector partner to provide, operate and maintain the ferry and LGA shuttle bus services and manage and maintain a ferry/bus terminal at LGA.

The RFP was issued on October 15, 1996 after being publicly advertised. One hundred and forty (140) inquiries from international and domestic firms were received. Four proposals were submitted on January 22, 1997. NY Waterway is recommended based upon its ability to minimize Port Authority operating and capital responsibilities and satisfy the ferry service requirements by delivering a comprehensive, well financed ferry program targeted to the region's transportation needs.

The proposed agreement with NY Waterway will create a public/private partnership with shared costs by the Port Authority and NY Waterway. The total project cost is estimated at \$45 million. The Port Authority's capital investment is estimated at \$35 million and NY Waterway will invest capital of approximately \$10 million. NY Waterway's investment will provide for the vessels and the shuttle bus service. The shuttle bus service will be provided through an extension of the existing on-airport service. NY Waterway will fund the cost of the additional busses required to accommodate the ferry service. The Port Authority will charge NY Waterway landing fees and per passenger fees, the timing and amount to be determined through negotiations.

NY Waterway will operate the Battery Park City to LGA ferry service as the primary route with an estimated trip time of 40 minutes. Intermediate stops will be made at City-owned landings at Pier 11, E. 34th, E. 62nd, E. 75th and E. 90th Streets. Aluminum hull catamarans, with a capacity of 149 passengers, will be utilized to provide peak period headways of approximately twenty minutes and off-peak headways of 60 minutes. Ferry and shuttle bus service will be provided on a schedule that ensures a level of service commensurate with the needs of the airport customers. Utilization of both Port Authority and NYC Department of Transportation landing sites will enable NY Waterway to integrate its ferry service with other regional ferry programs.

The Port Authority will be responsible for obtaining all necessary Federal, state and local environmental and regulatory permits and approvals required to construct the LGA ferry/bus terminal. The Port Authority will design and construct the new LGA ferry/bus terminal and be responsible for major alterations and expansion. NY Waterway will be responsible for obtaining all legally required operating and docking permits from New York City Department of Transportation and the US Coast Guard certifications for vessels. The agreement between the Port Authority and NY Waterway will extend through 2015 with NY Waterway to have one ten year renewal option subject to extension of the Port Authority's airport lease agreement with the City of New York. It is anticipated that the service will start in the spring of 1998. Initial service between LGA, East 62nd Street, East 34th Street and

Pier 11 will run five days per week. It is conservatively estimated that initial ridership will be approximately 1,200 to 1,500 passengers daily. On or about October, 1999, service will be expanded to Battery Park City and operate seven days per week.

The ferry service 1) advances the Port Authority's airport access initiative for improving ground transportation to LGA; and 2) meets its goal of providing direct access and relieving traffic congestion between Manhattan and LGA. This ferry service will establish a high quality, customer-oriented transportation mode that will provide a fast, direct, reliable and traffic-free alternative for travel between the airport and Manhattan.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer 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 NY Waterway to: 1) provide, operate and maintain a high speed ferry service between Manhattan and LaGuardia Airport (LGA); 2) provide, operate and maintain a shuttle bus service between an LGA ferry/bus terminal and the air terminals; and 3) manage, operate and maintain a ferry/bus terminal at LGA; and it is further

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

NEWARK BAY CHANNELS MAINTENANCE DREDGING

The following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer voting in favor; none against

WHEREAS, the maintenance dredging of the navigation channels is critical for the preservation of safe navigation in the Port of New York/New Jersey and to keep open the avenues of commerce that contribute to the economy and well being of the region; and

WHEREAS, the maintenance of navigation channels has been, and continues to be the responsibility of the Federal Government; and

WHEREAS, the Newark Bay Channels and Kill Van Kull Reach are vital to access by ocean shipping to the Port Newark/Port Elizabeth and Howland Hook Marine Terminals and the dredging of these areas has been identified as priority maintenance dredging projects; and

WHEREAS, we understand that the Army Corps of Engineers may have concluded that it has not budgeted sufficient funds to complete certain priority dredging projects critical to the Port's need,

NOW, THEREFORE, BE IT

RESOLVED, that The Port Authority of New York and New Jersey urges that the Army Corps of Engineers take all appropriate steps to allocate sufficient funds to complete the needed maintenance dredging of the Newark Bay Channels as well as other priority dredging projects in the region; and be it further

RESOLVED, that the Army Corps of Engineers take all actions necessary to maximize available capacity at the Mud Dump consistent with applicable law; and be it further

RESOLVED, that the Army Corps of Engineers take whatever additional steps are necessary to complete the maintenance dredging projects for the Port of New York and New Jersey in an expeditious and economical manner; and be it further

RESOLVED, that the region's Congressional delegation be urged to take all appropriate steps to assure that sufficient funds continue to be allocated for these vitally important dredging projects.

(Board - 4/24/97)

NEWARK BAY CONFINED DISPOSAL FACILITY - PROJECT AUTHORIZATION

The New York/New Jersey Harbor is naturally shallow, averaging about 18 feet in depth. It receives a heavy annual sediment load from the Hudson and Passaic Rivers and other tributaries, giving rise to a need for frequent maintenance dredging. Its navigation channels and marine facility berths vary in depth from 35 to 40 feet and require routine maintenance dredging to remain clear. Since the implementation of new federal sediment testing methodologies in December 1992, a significantly higher portion of the sediments dredged from the harbor have been determined by federal regulatory agencies to be unacceptable for unrestricted disposal in the ocean.

In 1994, in conjunction with the Dredged Material Management Forum and Harbor Estuary Program, Governor Christine Todd Whitman of New Jersey appointed a task force, the Dredged Material Management Team (DMMT), to explore short-term solutions to dredged material disposal. The creation of a Confined Disposal Facility (CDF) in Newark Bay was the DMMT's key recommendation. It was supported by all team members and was going to provide an alternative to ocean disposal within a one to three year time frame. At that time, the Port Authority was designated the sponsoring agency for the project with recognition that funding sources remained to be determined.

Following a preliminary environmental investigation, the two original large areas envisioned by the DMMT to provide a disposal capacity of 14 million cubic yards were redefined to three smaller areas estimated to provide a combined 3.1 million cubic yards capacity. The economic feasibility to construct the CDF on all three areas was contingent upon finding only minimal surficial sediment contamination in the redefined areas. However, the upper sediment layers on two of three areas were found to be Category III material suitable only for upland disposal at an uneconomical high cost. Material from the third area, Category II material in its upper layers, and Category I in the deeper layers, will be ocean-disposed at the Mud Dump Site, and will provide an estimated 1.5 million cubic yards disposal capacity for contaminated materials dredged from a designated portion of the Harbor. The construction of a subaqueous CDF in Newark Bay will be a one to three year short-term solution that will allow for the disposal of contaminated dredged material from waters of the New York/New Jersey Harbor contiguous to the State of New Jersey, including Newark Bay, the Arthur Kill, and Kill Van Kull.

The project will consist of three distinct and separate contracts:

- 1) Contract MF-234.173 will be for the construction of the CDF which will entail the underwater excavation of an approximate 31 acre surface area to a depth of 65 feet below the bottom of Newark Bay. Work under this contract will include dredging and disposal of the upper sediment layers (Category II material) at the Mud Dump Site (MDS); dredging and disposal of the deeper layers (Category I material) at the MDS without capping; and pre- and post-dredging soundings.
- 2) Contract MFP-198A will provide for the furnishing and placement of clean capping material to cover Category II material disposed of at the MDS from the CDF.

(Board - 4/24/97)

- 3) Once the CDF reaches its anticipated maximum dredged material storage capacity of 1.5 million cubic yards, a future contract will be implemented for its closure, final capping and post-closure monitoring.

The U.S. Army Corps of Engineers (COE) as the permitting agency, is preparing an Environmental Impact Statement (EIS) on the project. A Draft and final EIS has been published and a Public Notice for public review and comment on the final EIS was issued on April 11, 1997. Anticipating that the COE will publish a favorable Record Of Decision on the EIS in mid-May, construction is scheduled to start in mid-May immediately after the COE issues the dredging permit. If a CDF does not become available, the cost of routine disposal of dredged material unsuitable for ocean disposal at an upland site would be cost-prohibitive. Cargo losses that are already evident due to inadequate depths would be compounded.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project to construct, operate, close and monitor a subaqueous Confined Disposal Facility (CDF) in Newark Bay, New Jersey which will provide for the disposal of an estimated 1.5 million cubic yards of dredged materials deemed to be unsuitable for ocean disposal at a total estimated project cost of \$48.9 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, payments to consultants for the preparation of an Environmental Impact Statement (EIS), planning, engineering, administrative 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 award Contract MF-234.173 at an estimated cost of \$14.6 million; and Contract MFP-198A at an estimated cost of \$10 million; and to award other Port Authority contracts required to complete the project to the lowest bidder(s) qualified by reason of responsibility, experience and capacity at a bid price the Executive Director deems reasonable, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other project 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 to enter into such other agreements, including a Management Agreement with the State of New Jersey, acting through the Tidelands Resource Council for an assignment of management rights over the tidelands where the facility would be constructed, as may be necessary to effectuate the project; the form of the agreements to be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to purchase environmental insurance for construction, operation, closure and monitoring, the insurance to name the Port Authority, the State of New Jersey, the members of the Tidelands Resource Council of the New Jersey Department of Environmental Protection, the New Jersey Fund for the Support of Free Public Schools, the New Jersey Department of Environmental Protection, the City of Newark and the City of Elizabeth as insureds.

PORT NEWARK - ECUADORIAN LINE, INC. - LEASE SURRENDER

It was recommended that the Board authorize the Executive Director to enter into an agreement with Ecuadorian Line, Inc. (Ecuadorian) to provide for the following: (1) the surrender of Ecuadorian's leasehold at Port Newark effective no earlier than May 31, 1997; (2) the payment by Ecuadorian to the Port Authority of the equivalent of 30 days' rent under the surrendered lease; and (3) the undertaking by Ecuadorian to discharge to and/or from the Howland Hook Marine Terminal no less than 150,000 tons of cargo during each year following the surrender of its leasehold through September 30, 2001, with Ecuadorian to make a one-time payment to the Port Authority of a predetermined amount upon the first instance of Ecuadorian's failure to meet the aforesaid undertaking.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer 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 Ecuadorian Line, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

INCENTIVE PROGRAM FOR CONTAINERIZED BANANA CARGO

Bananas and plantains are the only fresh fruit commodities currently moving through the Port of New York and New Jersey. Maintaining this cargo and further developing the fresh fruit trade through the Port is an important business goal for the Port Authority because it is a good source of labor hours and a potential growth market for our terminal operator tenants. The proposed incentive program for containerized bananas and plantains is key to the retention of current banana/plantain business and can potentially build new business of those commodities. The cost of the program could be offset by the collection of through put fees at certain Port Authority marine terminals. Currently, the banana trade produces 200,000 labor hours in the Port of New York and a payroll of \$5.5 million.

Under the proposed program carriers operating liner services to the Port of New York and New Jersey and calling at the Port Authority owned/operated terminals will be eligible. Carriers will enter into a contract with the Port Authority agreeing to the terms and conditions of the program and will be renewable annually. The program will be offered on a nonpreferential basis and will comply with federal regulatory requirements.

Carriers participating in the program must submit a copy of the Bill of Lading for each eligible container claiming an incentive fee with the Port Authority's designated representative within ninety (90) days of the arrival at the Port. Each submission must be accompanied by a signed statement by a duly authorized representative of the ocean carrier verifying the authenticity of the documentation.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer voting in favor; none against.

RESOLVED, that incentive payments to steamship lines of \$25 per import container, in which cargo consists exclusively of bananas or plantains, and which crosses any Port Authority wharf within the Port of New York and New Jersey should be and hereby is authorized and the Executive Director is hereby authorized to provide for the administration of the program and to establish procedures for making authorized payments upon the presentation of appropriate supporting documentation and enter into appropriate agreements; the form of any agreements and the procedures adopted shall be subject to the approval of General Counsel or his authorized representative.

(Board - 4/24/97)

HOWLAND HOOK MARINE TERMINAL - NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION ADMINISTRATIVE CONSENT ORDER

It was reported that the New York State Department of Environmental Conservation (NYSDEC) and Port Authority staff have reached an agreement to settle an alleged wetlands violation at the Howland Hook Marine Terminal.

The Port Authority has operated the Howland Hook Marine Terminal since June 1985 under a lease agreement with the City of New York. In October 1992, the Port Authority was cited by the NYSDEC for violating state regulations covering tidal wetlands. The violation arose out of the unauthorized filling and grading of tidal wetlands without a permit.

The proposed Administrative Consent Order will resolve the Notice of Violation issued by NYSDEC by requiring the Port Authority to perform improvements in the wetlands area adjoining the existing marine cargo storage area. These improvements include the construction of a demarcating fence and the restoration of the wetlands by natural revegetation at an estimated cost of \$80,000. The demarcating fence will permit the storage of cargo in the area east of the fence. The cost of the fence will be counted as an environmental benefit project by NYSDEC. Hence, no cash payments will be required by the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philiposian and Schweitzer 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 a settlement agreement with the New York State Department of Environmental Conservation, to resolve alleged violations of New York State wetlands regulations, providing for: (1) the construction of a demarcating fence which will count as an environmental benefit project; and (2) the restoration by natural revegetation of impacted wetlands; and it is further

RESOLVED, that the form of all documents required to effectuate the aforesaid shall be subject to the approval of General Counsel or his authorized representative.

ENLARGEMENT OF FOREIGN-TRADE ZONE NO. 49 THROUGH THE ESTABLISHMENT OF A SUBZONE - HEWLETT-PACKARD COMPANY, LOCATED IN BRIDGEWATER AND WASHINGTON, NEW JERSEY

The Port Authority, as grantee of Foreign-Trade Zone No. 49, has been requested by Hewlett-Packard Company (Hewlett) to submit an application to the Foreign-Trade Zone Board of the United States Department of Commerce for the establishment of a subzone at Hewlett's facility in Bridgewater and Washington, New Jersey. Hewlett is a multinational corporation involved in the computer/office equipment and information technology field. Without subzone status, Hewlett would be at a competitive disadvantage, particularly with respect to foreign competitors. With subzone status, Hewlett would realize substantial savings through inverted tariffs (higher on imported raw materials, lower on unfinished products), cash flow savings through duty deferral and the elimination of duty on subsequently exported merchandise. Potential benefits to the New Jersey/New York region include the expansion of exports which should result in the retention of manufacturing and assembly jobs in this region.

The establishment of the subzone would not result in any cost, expense, or unusual risk of loss to the Port Authority. Upon securing subzone status, Hewlett has agreed to enter into an appropriate agreement with the Port Authority which will provide for a payment to the Port Authority of an annual fee and assurance that Hewlett will operate the site without unusual cost, expense or risk of loss to the Port Authority or other subzones authorized by the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philiposian and Schweitzer 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 Zones Board of the United States Department of Commerce for the establishment of a subzone at the Hewlett-Packard Company facility in Bridgewater and Washington, New Jersey, and to execute an appropriate agreement with Hewlett; the form of the agreement and documents involved in this application shall be subject to the approval of General Counsel or his authorized representative.

QUEENS WEST WATERFRONT DEVELOPMENT - QUEENS WEST DEVELOPMENT CORPORATION - APPROVAL FOR PROVISION OF PORT AUTHORITY FUNDS FOR ACQUISITION OF STAGE I DEVELOPMENT AREA - PARCELS 8, 9 AND 11 AND THE EASTERN PARCEL OF A FORMER RAILROAD RIGHT OF WAY

It was recommended that the Board authorize the Executive Director to arrange for the payment of costs, fees, expenses and liabilities, direct or indirect and of any nature whatsoever, in connection with the acquisition by the Queens West Development Corporation (QWDC), by condemnation or otherwise, of property in the Stage I development area of the Queens West Project for purposes of project development. These funds will be allocated against the \$25 million authorized for Stage I property acquisition by the Board on January 7, 1992 from the overall \$125 million commitment to the Queens West Waterfront Development.

This authorization will allow for the acquisition through condemnation or otherwise of the property comprising Parcels 8, 9 and 11 of the Queens West development plan and the acquisition of the Eastern Parcel of a former railroad right of way from the Metropolitan Transportation Authority (MTA) by negotiation.

By way of background, in November 1994, the QWDC Directors authorized QWDC to hold a public hearing pursuant to Article 2 of the Eminent Domain Procedure Law (EDPL) with respect to Stage I of the Project. On September 6, 1995, a duly noticed public hearing on the proposed condemnation was held in Long Island City. In October 1995, the Directors determined that it was appropriate for QWDC to acquire some or all of the property located within the Stage I area of the Project to facilitate and effectuate the Project and authorized QWDC to exercise its power of condemnation. The Determination and Findings were published in November 1995 in accordance with the EDPL. During 1996, condemnation and fee appraisals were conducted by independent consultants hired by QWDC. Appraisals have been accepted by QWDC, New York City Economic Development Corporation and Port Authority staff.

On February 13, 1997 the QWDC Board authorized QWDC, pursuant to the EDPL, to make offers for the purchase of properties comprising Parcels 8, 9, and 11 to the current owners. QWDC was also authorized to request funding for this transaction from the Port Authority's commitment to the Development and the Stage I property acquisition allocation of \$25 million, as embodied in the 1992 Municipal Agreement authorized by the Board at its meeting of January 7, 1992.

In accordance with EDPL procedures, the Public Authorities Control Board (PACB) has approved these transaction(s). The EDPL process will now continue with purchase offers to be made, in writing, to the owners of the properties.

Additionally, at its meeting on September 26, 1996, the Committee on Operations recommended that QWDC immediately initiate negotiations with the Metropolitan Transportation Authority to acquire the Eastern Parcel of the former railroad right of way when it authorized the use of Port Authority funds for the acquisition of the Western Parcel.

(Board - 4/24/97)

The Port Authority would provide funds to QWDC through the vehicle of a funding agreement which will contain provisions protecting the Port Authority's interest in the event that property acquired with Port Authority funds is not developed for the Project.

Based on negotiations with selected developers for these parcels, it is possible that the funds for these acquisitions will be provided by developers and, in such event, Port Authority funds would not be required.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer 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 arrange for the payment of any and all costs, fees, expenses and liabilities, direct or indirect and of any nature whatsoever, in connection with the acquisition by the Queens West Development Corporation, by condemnation or otherwise, of property in the Stage I development area of the Queens West Project for purposes of Queens West Project development, such payment to be arranged through the vehicle of a funding agreement to contain such provisions as he deems appropriate protecting the Port Authority's interest in the event that property acquired with Port Authority funds is not developed for the Project; the amount of the payments made pursuant to this authorization will be allocated against the \$25 million authorized for Stage I property acquisition by the Board on January 7, 1992 from the overall \$125 million commitment to the development; and it is further

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

(Board - 4/24/97)

THE WORLD TRADE CENTER - BANKERS TRUST COMPANY - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to: 1) enter into a lease agreement with the Bankers Trust Company (BTC), covering the letting of approximately 237,350 rentable square feet of office space consisting of the entire fourth and sixth floors and a portion of the fifth floor of Four World Trade Center for a term of approximately twenty years; 2) enter into a brokerage agreement with Edward S. Gordon Company, Incorporated, in connection with the lease agreement providing for the payment of a commission not exceeding an amount calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977; 3) enter into an agreement with the Republic National Bank providing for the surrender of an approximate 10,000 rentable square foot space on the sixth floor of Four World Trade Center to be leased to BTC; and 4) take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems in the best interest of the Port Authority, including entering into supplemental agreements and agreements for net cost work and additional work and the award of contracts on a sole source basis if necessary to meet commitments in connection with the lease agreement. It was also recommended that the Board delegate to the Committee on Operations the authority to approve the final terms and conditions of the lease and brokerage agreements in the event that they are not substantially in accordance with the terms outlined herein.

The space is to be delivered to BTC in four portions over an approximate twenty-month period commencing on or about July 1, 1997. The Port Authority will be responsible for the performance of certain demolition, demising and heating, ventilating and air-cooling work in the premises prior to BTC's commencement of its operations in the space.

The aggregate basic rental payable by BTC for the office space over the term of the lease agreement is approximately \$116 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer 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 Bankers Trust Company, a brokerage agreement with Edward S. Gordon Company, Incorporated, in connection with the lease agreement, and a surrender agreement with the Republic National Bank, each in accordance with the terms outlined above; and to take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems in the best interest of the Port Authority; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

(Board - 4/24/97)

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the lease and brokerage agreements in the event that they are not substantially in accordance with the terms outlined above.

BATHGATE INDUSTRIAL PARK - AVNE SYSTEMS, LTD. - LEASE AMENDMENT

It was recommended that the Board authorize the Executive Director to enter into an agreement with Avne Systems, Ltd. (Avne) amending Avne's existing lease (the Lease) with the Port Authority covering the letting of approximately 68,100 square feet of space at the Bathgate Industrial Park (Bathgate).

Avne, a packaging company, has been a tenant at Bathgate since 1987. As a result of difficulties experienced by a subsidiary corporation whose financial obligations it guaranteed, Avne filed a petition (the Petition) in Bankruptcy Court seeking reorganization under Chapter 11 of the Bankruptcy Code. Subsequent to the filing of the Petition, Avne agreed to assume the Lease if certain changes to the terms and conditions thereof are made. Avne employs approximately 400 employees, the vast majority of whom are local residents.

Pursuant to the proposed agreement the term of the letting under the Lease will expire on June 30, 2003, and Avne will have the right to extend the term for one additional six year period. Avne will pay an aggregate rental of approximately \$3 Million during the period from the effective date of the proposed agreement to the expiration date, and, if it exercises its right to extend the term of the Lease, Avne will pay an aggregate rental of approximately \$3.16 Million during the term of the extension. Avne will also pay (x) an additional rental of approximately \$150,000, to be paid in sixty (60) equal monthly installments, and (y) an amount for its use and occupancy of the premises during the period when the bankruptcy estate was being administered. The proposed amendment will become effective upon approval of the Bankruptcy Court.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer 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 Avne Systems, Ltd. amending the terms of Avne Systems, Ltd.'s lease with the Port Authority covering the letting of space at the Bathgate Industrial Park, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT OF CLAIM - WILLIE SMITH v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to settle the pending claim brought by Willie Smith by paying to him and his attorney the sum of \$250,000. In return, the Port Authority will receive a General Release and Stipulation of Discontinuance, with prejudice, and plaintiff agrees to hold the Port Authority harmless and indemnify it for a workers compensation lien of approximately \$90,000.

Plaintiff, an employee of Express Warehouse Corp., a Port Authority tenant, brought this action to recover for injuries to his head and neck including a most serious injury to his left eye resulting in a significant loss of vision, allegedly sustained on December 1, 1989 when a Port Authority owned and operated vehicle struck a pallet on a warehouse ramp at Pier 3, Brooklyn - Port Authority Marine Terminal causing a piece of wood to break off and strike plaintiff, then a pedestrian.

The Port Authority has reserved the right to seek partial reimbursement and recovery of the settlement from Express Warehouse Corp. and its insurer.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer 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 Willie Smith v. The Port Authority of New York and New Jersey, by paying \$250,000 to plaintiff and his attorney in return for a General Release and Stipulation of Discontinuance with prejudice and an understanding that the plaintiff agrees to hold the Port Authority harmless and indemnify it for a workers compensation lien of approximately \$90,000.

TRIBUTE TO JOHN J. HALEY, JR.

The following resolution was unanimously adopted, expressing the appreciation of the Board of Commissioners to John J. Haley, Jr.

WHEREAS, John Haley brought to the Port Authority more than twenty years of experience in the transportation industry with expertise in the areas of management, policy development and strategic planning; and

WHEREAS, as Deputy Executive Director, John Haley was responsible for operations and policy development for the agency, directing its multi-billion dollar capital program, and ensuring that all agency activities were in support of its mission and goals; and

WHEREAS, John Haley worked tirelessly with staff to bring about the achievement of the agency's objectives while fostering a strong, cohesive management team; and

WHEREAS, John Haley brings this experience and skill to the next phase of his association with the Port Authority as a member of the Board of Commissioners;

Now, therefore, be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their appreciation to John J. Haley, Jr. for his service as a staff member of the Port Authority; and it is further

RESOLVED, that his colleagues on the Board wish him every success during his term as a member; and it is further

RESOLVED, that the Commissioners hereby direct that this resolution be suitably engraved and presented to John J. Haley, Jr. with their best wishes and thanks.

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 February 1, 1997 to February 28, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
EWR154023	Restricted Service Road Over- height Vehicle Detection and Warning System Newark International Airport Lightning Service Electric Corp.	122,906(A)	122,906(A)
		10,000(D)	7,676(D)
		132,906	130,582
JFK761	Replacement of Diffusion Wells and Installation of Control Instrumentation and Alarm System at Building 111 John F. Kennedy International Airport Pardy & Sons Construction Corp.	335,000(A)	335,000(A)
		3,000(C)	-0-(C)
		34,000(D)	17,485(D)
		372,000	352,485
JFK534009	JFK Redevelopment Program Redeveloped Roadway Network Bow Tie Area - Landscaping Phase II and Maintenance John F. Kennedy International Airport Valley Landscape, Inc.	583,500(A)	583,500(A)
		15,900(B)	9,920(B)
		70,000(C)	27,995(C)
		60,000(D)	56,135(D)
		729,400	677,500
JFK650	Painting and Repair of Various Buildings John F. Kennedy International Airport Belt Painting Corp.	493,000(A)	493,000(A)
		20,000(C)	-0-(C)
		50,000(D)	-0-(D)
		30,000(M)	30,000(M)
		593,000	523,000
JFK819	Regrooving of Runway 13R-31L and Runway 4L-22R John F. Kennedy International Airport Perfetto Construction Co., Inc.	269,500(B)	247,304(B)
		20,000(C)	-0-(C)
		14,000(D)	-0-(D)
		303,500	247,304
JFK786	Building No. 14 Computer Equipment Test Room John F. Kennedy International Airport Associated Construction Trades, Inc.	83,100(A)	83,100(A)
		8,300(B)	-0-(B)
		91,400	83,100

JFK133031	International Arrivals Building Domestic Baggage Claim Facility John F. Kennedy International Airport V.R.H. Construction Corp./TAMS Consultants, Inc./A Joint Venture	3,035,000(A) 304,000(D) 200,000(S) 3,539,000	3,031,000(A)(T) 304,000(D) 133,542(S) 3,468,542
LGA110096	Installation of On-airport Color Coded Signage LaGuardia Airport Royal Guard Fence Co., Inc.	876,500(A) 88,000(B) 964,500	876,500(A) 79,260(B) 955,760
LGA123009	Floating Valve Attenuator LaGuardia Airport Simpson & Brown, Inc.	1,965,000(A) 98,000(D) 100,000(E) 2,163,000	1,965,000(A) 54,458(D) 88,500(E) 2,107,958
LGA534	Emergency Generator Replacement at Police Emergency Garage LaGuardia Airport Thomas G. Perito Co., Inc.	106,960(A) 11,000(D) 117,960	106,960(A) 4,262(D) 111,222
LGA548	Hangar No. 7 Emergency Generator and Substation H7 Feeder Modifi- cation LaGuardia Airport Eaton Electric, Inc.	430,000(A) 43,000(D) 127,330(K) 600,330	430,000(A) 41,177(D) 127,300(K) 598,477
HT343	New York Land Ventilation Building Modifications to Pump Rooms Holland Tunnel T. Moriarty & Sons, Inc.	669,000(A) 67,000(D) 67,000(O) 803,000	669,000(A) 67,000(D) 37,279(O) 773,279
HT352	Installation of Additional Lighting at the New Jersey Land Building Holland Tunnel Sammie L. McGriff & Sons Electri- cal, Inc.	42,500(A) 4,250(D) 46,750	40,500(A)(N) -0-(D) 40,500
LT420	Regrading at the Horse Corral Lincoln Tunnel C.C.M. Contracting Corp.	33,000(A) 5,000(C) 3,000(D) 41,000	33,000(A) -0-(C) -0-(D) 33,000
AK139	Installation of Battery Powered Emergency Lighting for Key Areas Staten Island Bridges Crossland Electrical Systems, Inc.	32,818(A) 2,625(D) 35,443	32,818(A) 2,625(D) 35,443

AKB110021	Reconstruction of Sidewalk and Handrail Bayonne Bridge TPK Construction Corp.	3,157,500(A) 455,075(B) 80,000(C) 362,000(D) 43,076(J) 284,000(P) 300,000(Q) 4,681,651	3,157,500(A) 455,075(B) 80,000(C) 362,000(D) 43,076(J) 443,368(P) 111,642(Q) 4,652,661
AK0284002	Temporary Toll Booths Outerbridge Crossing Railroad Construction Co., Inc.	1,085,000(A) 100,000(C) 109,000(D) 1,294,000	1,085,000(A) 103,603(C) 102,390(D) 1,290,993
AKG110031A	Toll Plaza Pavement Rehabilitation Goethals Bridge New York Paving, Inc.	3,613,650(A) 96,000(B) 400,000(C) 371,000(D) 4,480,650	2,520,101(A)(U) -0-(B) 819,151(C) 275,310(D) 3,614,562
MFB110006	Soil Remediation via Work Order Bayonne Bridge, Goethals Bridge and Outerbridge Crossing Rossini Contracting Corp.	90,000(C) 90,000	1,096,198(C) 1,096,198
MFP315580	Asbestos Removal via Work Order Port Department (NJ) Project Development Group, Inc	1,000,000(C) 1,000,000	341,695(C) 341,695
WTC955221	Access Doors for Physically Challenged The World Trade Center Hecht Construction Corp.	972,731(A) 50,000(C) 98,000(D) 13,227(F) 250,000(G) 36,165(H) 1,420,123	971,129(A)(I) -0-(C) 98,000(D) 13,227(F) 223,258(G) 36,165(H) 1,341,779
WTC115264	Asbestos Abatement 24th Floor One World Trade Center The World Trade Center Trio Asbestos Abatement Corp.	829,000(A) -0-(C) 165,800(D) 994,800	794,014(A)(L) 1,000(C) 144,376(D) 939,390
WTC865074	Photoluminescent Signage System The World Trade Center New York Sign Systems, Inc. d/b/a ASI Sign Systems	409,500(A) 86,000(D) 495,500	409,500(A) 70,765(D) 480,265
WTC899808A	Parking Support Offices WTC Subgrade - "J" Zone B4 Level The World Trade Center Arrow Construction, Brian Kahn Carpentry, Inc.	273,000(A) 22,000(D) 295,000	272,800(A)(R) 5,953(D) 278,753

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Memorandum of Authorization dated 05/21/96, authorizing a Supplemental Agreement in the amount of \$100,000.
- (F) Premium for furnishing performance and payment bond as provided for in Contract.
- (G) Memorandum of Authorization dated 07/28/94, increasing extra work in the amount of \$250,000.
- (H) Memorandum of Justification dated 12/04/96, authorizing a Settlement of Claim in the amount of \$36,165.
- (I) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$1,602 for deleted work.
- (J) Per AP 45-1.01.05, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (K) Memorandum of Justification dated 06/23/95, authorizing a Supplemental Agreement in the amount of \$127,330.
- (L) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$34,986.
- (M) Memorandum of Justification dated 07/11/96, authorizing a Supplemental Agreement in the amount of \$30,000.
- (N) The difference between the "Total Authorized" and the "Total Payment" represents a credit in the amount of \$2,000 for deleted work.
- (O) Memorandum of Authorization dated 07/24/95, increasing extra work in the amount of \$67,000.
- (P) Memorandum of Justification dated 03/01/95, increasing net cost work in the amount of \$284,000.
- (Q) Memorandum of Justification dated 03/01/95, increasing extra work in the amount of \$300,000.
- (R) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$200.
- (S) Memorandum of Authorization dated 07/14/95, increasing extra work in the amount of \$200,000.
- (T) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$4,000.
- (U) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$1,093,549 for deleted work.

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period February 1, 1997 to February 28, 1997.

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>YTD @Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
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No new transactions this period.

(Board - 4/24/97)

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>
02/03/97	\$25,000,000	GECC CP	---	03/03/97	99.59	5.030%	5.396%	\$ 24,896,944.45	General Electric Capital
02/05/97	459,000	US T-BILL(109DS)	---	07/10/97	97.83	5.030	5.213	449,059.46	First Boston
02/05/97	461,000	US T-BILL (108DS)	---	07/10/97	97.83	5.030	5.213	451,016.15	First Boston
02/05/97	5,000,000	US T-NOTE	6.000%	09/30/98	100.30	---	5.803	5,014,843.75	Fuji Securities*
02/06/97	10,000,000	US T-BILL	---	02/05/98	94.56	5.380	5.688	9,456,022.22	Speer, Leeds & Kellogg
02/06/97	20,000,000	US T-BILL	---	02/05/98	94.62	5.320	5.622	18,924,177.78	PaineWebber
02/07/97	25,000,000	GECC CP	---	03/10/97	99.54	5.300	5.398	24,885,902.78	General Electric Capital
02/18/97	25,000,000	US T-BILL	---	03/27/97	99.50	4.820	4.911	24,876,152.78	Nikko Securities Co Intl*
02/19/97	25,000,000	FMCDN	---	03/19/97	99.60	5.190	5.283	24,899,083.33	PaineWebber
02/20/97	10,000,000	US T-BILL	---	02/05/98	94.97	5.178	5.456	9,496,631.94	Paribas
02/21/97	5,000,000	US T-NOTE	5.875	11/30/01	98.97	---	6.125	4,948,437.50	Nikko Securities Co Intl
02/21/97	25,000,000	US T-BILL	---	06/05/97	98.57	4.965	5.107	24,641,416.68	PaineWebber

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>
02/24/97	\$ 10,000,000	US T-NOTE	6.000%	09/30/98	100.39	---	5.736%	\$ 10,039,062.50	Daiwa Securities America
02/24/97	10,000,000	US T-NOTE	6.000	09/30/98	100.40	---	5.731	10,039,843.75	Nikko Securities Co Intl
02/25/97	15,000,000	US T-BILL	---	06/19/97	98.42	4.985%	5.135	14,763,212.51	Fuji Securities
02/26/97	5,000,000	US T-BILL	---	02/05/98	95.05	5.183	5.458	4,752,391.66	PaineWebber
02/27/97	5,000,000	US T-NOTE	6.125	12/31/01	99.69	---	6.198	4,984,375.00	Paribas
02/27/97	5,000,000	US T-NOTE	6.125	12/31/01	99.42	---	6.263	4,971,093.75	PaineWebber
02/27/97	5,000,000	US T-NOTE	5.750	12/31/98	99.55	---	6.008	4,977,343.75	Speer, Leeds & Kellogg
02/27/97	5,000,000	US T-NOTE	6.250	01/31/02	99.84	---	6.288	4,991,796.88	Fuji Securities
02/27/97	5,000,000	US T-NOTE	6.250	01/31/02	100.19	---	6.204	5,009,375.00	Nikko Securities Co Intl
02/27/97	5,000,000	US T-NOTE	5.875	02/15/00	99.27	---	6.146	4,963,671.88	Goldman, Sachs & Co
02/28/97	6,000,000	US T-BILL	---	04/24/97	99.23	5.010	5.119	5,954,075.00	PaineWebber

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>
02/28/97	\$ 10,000,000	US T-NOTE	5.875%	02/28/99	99.69	---	6.043%	\$ 9,968,750.00	Speer, Leeds & Kellogg
02/28/97	12,000,000	FCDN	---	03/27/97	99.61	5.160%	5.252	11,953,560.00	PaineWebber
02/28/97	<u>13,000,000</u>	FCDN	---	03/25/97	99.64	5.160	5.250	<u>12,953,416.67</u>	PaineWebber
	<u>\$ 286,920,000</u>							<u>\$ 283,261,657.17</u>	

BEY - Bond Equivalent Yield

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

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
02/03/97	\$ 5,000,000	US T-NOTE	5.875%	01/31/99	99.80	---	5.980%	10.70%	\$ 4,990,234.38	Daiwa Securities America
02/04/97	10,000,000	US T-NOTE	5.750	12/31/98	99.85	---	5.830	6.41	9,985,156.25	PaineWebber
02/05/97	5,000,000	US T-NOTE	5.875	08/15/98	100.13	---	5.781	6.62	5,006,640.63	Fuji Securities*
02/06/97	20,000,000	US T-BILL	---	02/05/98	94.65	5.290%	5.589	11.70	18,930,244.44	PaineWebber
02/06/97	10,000,000	US T-BILL	---	02/05/98	94.62	5.325	5.627	21.47	9,461,583.30	Speer, Leeds & Kellogg
02/12/97	5,000,000	US T-NOTE	5.875	01/31/99	99.76	---	6.006	6.18	4,987,890.63	SBC Capital Markets, Inc.
02/18/97	5,000,000	US T-NOTE	6.125	12/31/01	100.28	---	6.055	7.86	5,014,062.50	Nikko Securities Co Intl
02/18/97	<u>25,000,000</u>	US T-BILL	---	03/13/97	99.70	4.700	4.780	5.33	<u>24,924,930.55</u>	Nikko Securities Co Intl*
	<u>\$ 85,000,000</u>								<u>\$ 83,300,742.71</u>	

BEY - Bond Equivalent Yield

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

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>
Nomura Securities Intl	02/03/97	02/04/97	\$ 430,000	5.270%	\$ 62.95
Yamaichi Intl (America)	02/03/97	02/04/97	4,260,000	5.290	625.98
Yamaichi Intl (America)	02/03/97	02/04/97	13,000,000	5.290	1,910.28
Lehman Brothers	02/03/97	02/13/97	14,310,000 *	5.250	20,534.85
Yamaichi Intl (America)	02/03/97	02/04/97	15,470,000	5.290	2,273.23
Daiwa Securities America	02/03/97	02/04/97	24,081,000	5.270	3,525.19
Lehman Brothers	02/03/97	02/13/97	24,440,000 *	5.250	35,071.40
Daiwa Securities America	02/03/97	02/04/97	25,919,000	5.270	3,794.25
Nomura Securities Intl	02/03/97	02/04/97	49,570,000	5.270	7,256.50
Nikko Securities Co Intl	02/04/97	02/05/97	3,023,000	5.200	436.66
Eastbridge Capital	02/04/97	02/05/97	4,235,000	5.200	611.72

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>
Eastbridge Capital	02/04/97	02/05/97	\$ 15,325,000	5.200%	\$ 2,213.61
Eastbridge Capital	02/04/97	02/05/97	30,000,000	5.200	4,333.33
Nikko Securities Co Intl	02/04/97	02/05/97	46,977,000	5.200	6,785.57
Fuji Securities	02/04/97	02/05/97	50,000,000	5.200	7,222.22
Nikko Securities Co Intl	02/05/97	02/06/97	1,376,000	5.130	196.08
Prudential Securities	02/05/97	02/06/97	2,775,000	5.125	395.05
Fuji Securities	02/05/97	02/06/97	2,995,000	5.130	426.79
Citicorp Securities Mkts	02/05/97	02/06/97	4,225,000	5.125	601.48
Yamaichi Intl (America)	02/05/97	02/06/97	10,016,000	5.140	1,430.06
Nomura Securities Intl	02/05/97	02/06/97	15,280,000	5.125	2,175.28
Yamaichi Intl (America)	02/05/97	02/06/97	16,167,000	5.140	2,308.29

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>
Daiwa Securities America	02/05/97	02/06/97	\$ 23,101,000	5.140%	\$ 3,298.31
Yamaichi Intl (America)	02/05/97	02/06/97	23,817,000	5.140	3,400.54
Daiwa Securities America	02/05/97	02/06/97	26,899,000	5.140	3,840.58
Nomura Securities Intl	02/05/97	02/06/97	30,000,000	5.125	4,270.83
Citicorp Securities Mkts	02/05/97	02/06/97	42,505,000	5.125	6,051.06
Fuji Securities	02/05/97	02/06/97	47,005,000	5.130	6,698.21
Prudential Securities	02/05/97	02/06/97	47,225,000	5.125	6,723.00
Nikko Securities Co Intl	02/05/97	02/06/97	48,624,000	5.130	6,928.92
Eastbridge Capital	02/05/97	02/06/97	50,000,000	5.140	7,138.89
Nesbitt Burns	02/05/97	02/06/97	50,000,000	5.140	7,138.89
Citicorp Securities Mkts	02/06/97	02/07/97	632,000	5.170	90.76

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	02/06/97	02/07/97	\$ 3,607,000	5.170%	\$ 518.01
Nesbitt Burns	02/06/97	02/07/97	4,215,000	5.180	606.49
Nikko Securities Co Intl	02/06/97	02/07/97	4,797,000	5.180	690.24
First Chicago Capital Mkt	02/06/97	02/07/97	7,000,000	5.160	1,003.33
Smith Barney Shearson	02/06/97	02/07/97	15,175,000	5.170	2,179.30
First Chicago Capital Mkt	02/06/97	02/07/97	15,185,000	5.160	2,176.52
Yamaichi Intl (America)	02/06/97	02/07/97	22,784,000	5.190	3,284.69
Daiwa Securities America	02/06/97	02/07/97	24,020,000	5.170	3,449.54
Nomura Securities Intl	02/06/97	02/07/97	24,940,000	5.180	3,588.59
Nomura Securities Intl	02/06/97	02/07/97	25,060,000	5.180	3,605.86
Daiwa Securities America	02/06/97	02/07/97	25,980,000	5.170	3,731.02

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>
Yamaichi Intl (America)	02/06/97	02/07/97	\$ 27,216,000	5.190%	\$ 3,923.64
Smith Barney Shearson	02/06/97	02/07/97	34,825,000	5.170	5,001.26
Nesbitt Burns	02/06/97	02/07/97	42,400,000	5.180	6,100.89
Nikko Securities Co Intl	02/06/97	02/07/97	45,203,000	5.180	6,504.21
Fuji Securities	02/06/97	02/07/97	46,393,000	5.170	6,662.55
Citicorp Securities Mkts	02/06/97	02/07/97	49,368,000	5.170	7,089.79
Eastbridge Capital	02/06/97	02/07/97	50,000,000	5.180	7,194.44
Nikko Securities Co Intl	02/07/97	02/10/97	1,022,000	5.120	436.05
Prudential Securities	02/07/97	02/10/97	2,813,000	5.120	1,200.21
Fuji Securities	02/07/97	02/10/97	4,175,000	5.140	1,788.29
Citicorp Securities Mkts	02/07/97	02/10/97	15,160,000	5.120	6,468.27

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>
Nesbitt Burns	02/07/97	02/10/97	\$ 19,773,000	5.130%	\$ 8,452.96
Daiwa Securities America	02/07/97	02/10/97	22,427,000	5.120	9,568.85
Daiwa Securities America	02/07/97	02/10/97	27,573,000	5.120	11,764.48
Nesbitt Burns	02/07/97	02/10/97	30,227,000	5.130	12,922.04
Fuji Securities	02/07/97	02/10/97	42,330,000	5.140	18,131.35
Prudential Securities	02/07/97	02/10/97	47,187,000	5.120	20,133.12
Nikko Securities Co Intl	02/07/97	02/10/97	48,978,000	5.120	20,897.28
Yamaichi Intl (America)	02/07/97	02/10/97	50,000,000	5.140	21,416.67
Eastbridge Capital	02/07/97	02/10/97	50,000,000	5.130	21,375.00
Nomura Securities Intl	02/07/97	02/10/97	50,000,000	5.125	21,354.17
SBC Capital Markets, Inc.	02/07/97	02/10/97	50,000,000	5.125	21,354.17

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>
Nikko Securities Co Intl	02/10/97	02/11/97	\$ 3,034,000	5.200%	\$ 438.24
Prudential Securities	02/10/97	02/11/97	4,175,000	5.190	601.90
First Chicago Capital Mkt	02/10/97	02/11/97	14,670,000	5.180	2,110.85
Daiwa Securities America	02/10/97	02/11/97	23,070,000	5.190	3,325.93
Nesbitt Burns	02/10/97	02/11/97	23,788,000	5.190	3,429.44
Yamaichi Intl (America)	02/10/97	02/11/97	24,595,000	5.200	3,552.61
Yamaichi Intl (America)	02/10/97	02/11/97	25,405,000	5.200	3,669.61
Nesbitt Burns	02/10/97	02/11/97	26,212,000	5.190	3,778.90
Daiwa Securities America	02/10/97	02/11/97	26,930,000	5.190	3,882.41
Prudential Securities	02/10/97	02/11/97	42,260,000	5.190	6,092.48
Nikko Securities Co Intl	02/10/97	02/11/97	46,966,000	5.200	6,783.98

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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>
SBC Capital Markets, Inc.	02/10/97	02/11/97	\$ 50,000,000	5.190%	\$ 7,208.33
Fuji Securities	02/10/97	02/11/97	50,000,000	5.190	7,208.33
Nomura Securities Intl	02/10/97	02/11/97	50,000,000	5.200	7,222.22
Eastbridge Capital	02/10/97	02/11/97	50,000,000	5.200	7,222.22
Nikko Securities Co Intl	02/11/97	02/12/97	4,085,000	5.150	584.38
First Chicago Capital Mkt	02/11/97	02/12/97	4,359,000	5.130	621.16
Yamaichi Intl (America)	02/11/97	02/12/97	8,361,000	5.160	1,198.41
First Chicago Capital Mkt	02/11/97	02/12/97	9,086,000	5.130	1,294.76
Citicorp Securities Mkts	02/11/97	02/12/97	12,691,000	5.160	1,819.04
SBC Capital Markets, Inc.	02/11/97	02/12/97	15,000,000	5.100	2,125.00
Nomura Securities Intl	02/11/97	02/12/97	16,085,000	5.160	2,305.52

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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>
Nesbitt Burns	02/11/97	02/12/97	\$ 17,968,000	5.160%	\$ 2,575.41
Daiwa Securities America	02/11/97	02/12/97	23,959,000	5.160	3,434.12
Daiwa Securities America	02/11/97	02/12/97	26,041,000	5.160	3,732.54
Nesbitt Burns	02/11/97	02/12/97	32,032,000	5.160	4,591.25
Nomura Securities Intl	02/11/97	02/12/97	33,915,000	5.160	4,861.15
Nikko Securities Co Intl	02/11/97	02/12/97	37,075,000	5.150	5,303.78
Citicorp Securities Mkts	02/11/97	02/12/97	37,309,000	5.160	5,347.62
Yamaichi Intl (America)	02/11/97	02/12/97	41,639,000	5.160	5,968.26
Fuji Securities	02/11/97	02/12/97	45,260,000	5.160	6,487.27
Eastbridge Capital	02/11/97	02/12/97	50,000,000	5.160	7,166.67
Prudential Securities	02/11/97	02/12/97	50,000,000	5.160	7,166.67

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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	02/12/97	02/13/97	\$ 582,000	5.300%	\$ 85.68
Yamaichi Intl (America)	02/12/97	02/13/97	4,075,000	5.310	601.06
Nikko Securities Co Intl	02/12/97	02/13/97	4,661,000	5.330	690.09
Prudential Securities	02/12/97	02/13/97	13,130,000	5.290	1,929.38
Yamaichi Intl (America)	02/12/97	02/13/97	17,262,000	5.310	2,546.15
Yamaichi Intl (America)	02/12/97	02/13/97	19,643,000	5.310	2,897.34
Smith Barney Shearson	02/12/97	02/13/97	22,140,000	5.330	3,277.95
Nesbitt Burns	02/12/97	02/13/97	22,901,000	5.330	3,390.62
Citicorp Securities Mkts	02/12/97	02/13/97	23,085,000	5.280	3,385.80
Nomura Securities Intl	02/12/97	02/13/97	24,788,000	5.320	3,663.12
Nomura Securities Intl	02/12/97	02/13/97	25,212,000	5.320	3,725.77

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>
Citicorp Securities Mkts	02/12/97	02/13/97	\$ 26,915,000	5.280%	\$ 3,947.53
Nesbitt Burns	02/12/97	02/13/97	27,099,000	5.330	4,012.16
Smith Barney Shearson	02/12/97	02/13/97	27,860,000	5.330	4,124.83
Prudential Securities	02/12/97	02/13/97	32,000,000	5.290	4,702.22
Daiwa Securities America	02/12/97	02/13/97	42,335,000	5.300	6,232.65
Nikko Securities Co Intl	02/12/97	02/13/97	45,339,000	5.330	6,712.69
Fuji Securities	02/12/97	02/13/97	49,418,000	5.300	7,275.43
Eastbridge Capital	02/12/97	02/13/97	50,000,000	5.330	7,402.78
Fuji Securities	02/13/97	02/14/97	4,000,000	5.150	572.22
Nikko Securities Co Intl	02/13/97	02/14/97	12,310,000	5.150	1,761.01
Nesbitt Burns	02/13/97	02/14/97	14,443,000	5.170	2,074.18

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	02/13/97	02/14/97	\$ 17,825,000	5.150%	\$ 2,549.97
Daiwa Securities America	02/13/97	02/14/97	23,040,000	5.160	3,302.40
Nomura Securities Intl	02/13/97	02/14/97	24,623,000	5.160	3,529.30
Yamaichi Intl (America)	02/13/97	02/14/97	24,725,000	5.170	3,550.78
Yamaichi Intl (America)	02/13/97	02/14/97	25,275,000	5.170	3,629.77
Nomura Securities Intl	02/13/97	02/14/97	25,377,000	5.160	3,637.37
Daiwa Securities America	02/13/97	02/14/97	26,960,000	5.160	3,864.27
Lehman Brothers	02/13/97	02/14/97	32,175,000	5.150	4,602.81
Nesbitt Burns	02/13/97	02/14/97	35,557,000	5.170	5,106.38
Nikko Securities Co Intl	02/13/97	02/14/97	36,910,000	5.150	5,280.18
Fuji Securities	02/13/97	02/14/97	42,295,000	5.150	6,050.53

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>
SBC Capital Markets, Inc.	02/13/97	02/14/97	\$ 46,000,000	5.150%	\$ 6,580.56
Prudential Securities	02/13/97	02/14/97	50,000,000	5.150	7,152.78
Eastbridge Capital	02/13/97	02/14/97	50,000,000	5.160	7,166.67
Nikko Securities Co Intl	02/14/97	02/18/97	1,384,000	5.070	779.65
Prudential Securities	02/14/97	02/18/97	3,995,000	5.050	2,241.64
Nesbitt Burns	02/14/97	02/18/97	7,488,000	5.050	4,201.60
SBC Capital Markets, Inc.	02/14/97	02/18/97	11,985,000	5.050	6,724.92
Yamaichi Intl (America)	02/14/97	02/18/97	14,593,000	5.080	8,236.94
Yamaichi Intl (America)	02/14/97	02/18/97	17,696,000	5.080	9,988.41
Yamaichi Intl (America)	02/14/97	02/18/97	17,711,000	5.080	9,996.88
Daiwa Securities America	02/14/97	02/18/97	23,898,000	5.060	13,435.99

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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>
Daiwa Securities America	02/14/97	02/18/97	\$ 26,102,000	5.060%	\$ 14,675.12
SBC Capital Markets, Inc.	02/14/97	02/18/97	35,545,000	5.050	19,944.69
Prudential Securities	02/14/97	02/18/97	38,520,000	5.050	21,614.00
Nesbitt Burns	02/14/97	02/18/97	42,512,000	5.050	23,853.96
Fuji Securities	02/14/97	02/18/97	48,000,000	5.050	26,933.33
Nikko Securities Co Intl	02/14/97	02/18/97	48,616,000	5.070	27,387.01
Citicorp Securities Mkts	02/14/97	02/18/97	50,000,000	5.060	28,111.11
Nomura Securities Intl	02/14/97	02/18/97	50,000,000	5.060	28,111.11
Eastbridge Capital	02/14/97	02/18/97	50,000,000	5.080	28,222.22
Fuji Securities	02/18/97	02/19/97	3,865,000	5.375	577.07
Fuji Securities	02/18/97	02/19/97	10,000,000	5.375	1,493.06

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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>
Eastbridge Capital	02/18/97	02/19/97	\$ 11,915,000	5.400%	\$ 1,787.25
Nomura Securities Intl	02/18/97	02/19/97	12,236,000	5.400	1,835.40
Yamaichi Intl (America)	02/18/97	02/19/97	13,543,000	5.420	2,038.97
Daiwa Securities America	02/18/97	02/19/97	23,867,000	5.400	3,580.05
Daiwa Securities America	02/18/97	02/19/97	26,133,000	5.400	3,919.95
Fuji Securities	02/18/97	02/19/97	32,205,000	5.375	4,808.39
Yamaichi Intl (America)	02/18/97	02/19/97	36,457,000	5.420	5,488.80
Eastbridge Capital	02/18/97	02/19/97	36,580,000	5.400	5,487.00
Nomura Securities Intl	02/18/97	02/19/97	37,764,000	5.400	5,664.60
Prudential Securities	02/18/97	02/19/97	50,000,000	5.400	7,500.00
Citicorp Securities Mkts	02/18/97	02/19/97	50,000,000	5.375	7,465.28

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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>
First Chicago Capital Mkt	02/18/97	02/19/97	\$ 50,000,000	5.375%	\$ 7,465.28
SBC Capital Markets, Inc.	02/18/97	02/19/97	50,000,000	5.350	7,430.56
Lehman Brothers	02/19/97	02/20/97	135,000	5.180	19.43
First Chicago Capital Mkt	02/19/97	02/20/97	1,967,000	5.160	281.94
Prudential Securities	02/19/97	02/20/97	2,650,000	5.170	380.57
First Chicago Capital Mkt	02/19/97	02/20/97	2,765,000	5.160	396.32
First Chicago Capital Mkt	02/19/97	02/20/97	10,955,000	5.160	1,570.22
Citicorp Securities Mkts	02/19/97	02/20/97	14,614,000	5.170	2,098.73
First Chicago Capital Mkt	02/19/97	02/20/97	19,213,000	5.160	2,753.86
SBC Capital Markets, Inc.	02/19/97	02/20/97	22,000,000	5.150	3,147.22
Daiwa Securities America	02/19/97	02/20/97	23,867,000	5.180	3,434.20

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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>
Yamaichi Intl (America)	02/19/97	02/20/97	\$ 24,329,000	5.200%	\$ 3,514.19
Yamaichi Intl (America)	02/19/97	02/20/97	25,671,000	5.200	3,708.03
Daiwa Securities America	02/19/97	02/20/97	26,133,000	5.180	3,760.25
Nikko Securities Co Intl	02/19/97	02/20/97	31,870,000	5.170	4,576.89
Citicorp Securities Mkts	02/19/97	02/20/97	35,386,000	5.170	5,081.82
Prudential Securities	02/19/97	02/20/97	47,350,000	5.170	6,799.99
Lehman Brothers	02/19/97	02/20/97	49,865,000	5.180	7,175.02
Fuji Securities	02/19/97	02/20/97	50,000,000	5.160	7,166.67
Nomura Securities Intl	02/19/97	02/20/97	50,000,000	5.180	7,194.44
Eastbridge Capital	02/19/97	02/20/97	50,000,000	5.200	7,222.22
Nomura Securities Intl	02/20/97	02/21/97	495,000	5.150	70.81

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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>
PaineWebber	02/20/97	02/21/97	\$ 1,616,000	5.120%	\$ 229.83
Nikko Securities Co Intl	02/20/97	02/21/97	2,750,000	5.150	393.40
Nikko Securities Co Intl	02/20/97	02/21/97	10,840,000	5.150	1,550.72
Nikko Securities Co Intl	02/20/97	02/21/97	14,950,000	5.150	2,138.68
Nikko Securities Co Intl	02/20/97	02/21/97	19,900,000	5.150	2,846.81
Lehman Brothers	02/20/97	02/21/97	23,805,000	5.150	3,405.44
Daiwa Securities America	02/20/97	02/21/97	23,898,000	5.160	3,425.38
Daiwa Securities America	02/20/97	02/21/97	26,102,000	5.160	3,741.29
Lehman Brothers	02/20/97	02/21/97	26,195,000	5.150	3,747.34
Prudential Securities	02/20/97	02/21/97	31,695,000	5.140	4,525.34
PaineWebber	02/20/97	02/21/97	48,384,000	5.120	6,881.28

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>
Nomura Securities Intl	02/20/97	02/21/97	\$ 49,505,000	5.150%	\$ 7,081.97
SBC Capital Markets, Inc.	02/20/97	02/21/97	50,000,000	5.130	7,125.00
Eastbridge Capital	02/20/97	02/21/97	50,000,000	0.052	7,166.67
Yamaichi Intl (America)	02/20/97	02/21/97	50,000,000	5.170	7,180.56
Fuji Securities	02/20/97	02/21/97	50,000,000	5.140	7,138.89
Nikko Securities Co Intl	02/21/97	02/24/97	1,024,000	5.070	432.64
Fuji Securities	02/21/97	02/24/97	2,645,000	5.050	1,113.10
Fuji Securities	02/21/97	02/24/97	10,675,000	5.050	4,492.40
Fuji Securities	02/21/97	02/24/97	14,835,000	5.050	6,243.06
Nomura Securities Intl	02/21/97	02/24/97	15,500,000	5.080	6,561.67
Daiwa Securities America	02/21/97	02/24/97	23,898,000	5.080	10,116.82

(Board - 4/24/97)

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>
Yamaichi Intl (America)	02/21/97	02/24/97	\$ 23,909,000	5.090%	\$ 10,141.40
Yamaichi Intl (America)	02/21/97	02/24/97	26,091,000	5.090	11,066.93
Daiwa Securities America	02/21/97	02/24/97	26,102,000	5.080	11,049.85
Lehman Brothers	02/21/97	02/24/97	30,635,000	5.070	12,943.29
SBC Capital Markets, Inc.	02/21/97	02/24/97	34,000,000	5.050	14,308.33
Nomura Securities Intl	02/21/97	02/24/97	34,500,000	5.080	14,605.00
Nikko Securities Co Intl	02/21/97	02/24/97	48,976,000	5.070	20,692.36
Eastbridge Capital	02/21/97	02/24/97	50,000,000	5.080	21,166.67
Prudential Securities	02/21/97	02/24/97	50,000,000	5.080	21,166.67
Citicorp Securities Mkts	02/21/97	02/24/97	50,000,000	5.070	21,125.00
Fuji Securities	02/24/97	02/25/97	643,000	5.170	92.34

(Board - 4/24/97)

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>
Citicorp Securities Mkts	02/24/97	02/25/97	\$ 2,595,000	5.170%	\$ 372.67
Citicorp Securities Mkts	02/24/97	02/25/97	6,975,000	5.170	1,001.69
Lehman Brothers	02/24/97	02/25/97	12,230,000	5.170	1,756.36
Citicorp Securities Mkts	02/24/97	02/25/97	12,900,000	5.170	1,852.58
Nomura Securities Intl	02/24/97	02/25/97	16,126,000	5.170	2,315.87
Lehman Brothers	02/24/97	02/25/97	18,005,000	5.170	2,585.72
Yamaichi Intl (America)	02/24/97	02/25/97	21,837,000	5.200	3,154.23
Daiwa Securities America	02/24/97	02/25/97	23,898,000	5.180	3,438.66
Daiwa Securities America	02/24/97	02/25/97	26,102,000	5.180	3,755.79
Citicorp Securities Mkts	02/24/97	02/25/97	27,530,000	5.170	3,953.61
Yamaichi Intl (America)	02/24/97	02/25/97	28,163,000	5.200	4,067.99

(Board - 4/24/97)

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 Intl	02/24/97	02/25/97	\$ 33,874,000	5.170%	\$ 4,864.68
SBC Capital Markets, Inc.	02/24/97	02/25/97	35,000,000	5.160	5,016.67
Fuji Securities	02/24/97	02/25/97	49,357,000	5.170	7,088.21
Eastbridge Capital	02/24/97	02/25/97	50,000,000	5.180	7,194.44
Nikko Securities Co Intl	02/24/97	02/25/97	50,000,000	5.180	7,194.44
Nikko Securities Co Intl	02/25/97	02/26/97	2,295,000	5.150	328.31
PaineWebber	02/25/97	02/26/97	4,604,000	5.100	652.23
Nikko Securities Co Intl	02/25/97	02/26/97	6,905,000	5.150	987.80
Nikko Securities Co Intl	02/25/97	02/26/97	9,500,000	5.125	1,352.43
Citicorp Securities Mkts	02/25/97	02/26/97	22,603,000	5.150	3,233.48
Daiwa Securities America	02/25/97	02/26/97	23,928,000	5.150	3,423.03

(Board - 4/24/97)

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>
Yamaichi Intl (America)	02/25/97	02/26/97	\$ 24,538,000.00	5.150%	\$ 3,510.30
Yamaichi Intl (America)	02/25/97	02/26/97	25,462,000	5.150	3,642.48
Daiwa Securities America	02/25/97	02/26/97	26,072,000	5.150	3,729.74
Citicorp Securities Mkts	02/25/97	02/26/97	27,397,000	5.150	3,919.29
Nikko Securities Co Intl	02/25/97	02/26/97	29,685,000	5.150	4,246.60
PaineWebber	02/25/97	02/26/97	45,396,000	5.100	6,431.10
Nomura Securities Intl	02/25/97	02/26/97	47,745,000	5.150	6,830.19
Eastbridge Capital	02/25/97	02/26/97	50,000,000	5.150	7,152.78
SBC Capital Markets, Inc.	02/25/97	02/26/97	50,000,000	5.125	7,118.06
Nomura Securities Intl	02/26/97	02/27/97	125,000	5.360	18.61
Fuji Securities	02/26/97	02/27/97	179,000	5.350	26.60

(Board - 4/24/97)

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>
Nikko Securities Co Intl	02/26/97	02/27/97	\$ 424,000	5.360%	\$ 63.13
Citicorp Securities Mkts	02/26/97	02/27/97	2,010,000	5.350	298.71
Citicorp Securities Mkts	02/26/97	02/27/97	5,260,000	5.350	781.69
Daiwa Securities America	02/26/97	02/27/97	23,928,000	5.370	3,569.26
Daiwa Securities America	02/26/97	02/27/97	26,072,000	5.370	3,889.07
Citicorp Securities Mkts	02/26/97	02/27/97	29,505,000	5.350	4,384.77
Fuji Securities	02/26/97	02/27/97	47,226,000	5.350	7,018.31
Nikko Securities Co Intl	02/26/97	02/27/97	49,576,000	5.360	7,381.32
Nomura Securities Intl	02/26/97	02/27/97	49,875,000	5.360	7,425.83
SBC Capital Markets, Inc.	02/26/97	02/27/97	50,000,000	5.360	7,444.44
Prudential Securities	02/26/97	02/27/97	50,000,000	5.340	7,416.67

(Board - 4/24/97)

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>
Eastbridge Capital	02/26/97	02/27/97	\$ 50,000,000	5.380%	\$ 7,472.22
Nomura Securities Intl	02/27/97	03/03/97	185,000	5.300	27.24
Citicorp Securities Mkts	02/27/97	03/03/97	1,840,000	5.300	270.89
Citicorp Securities Mkts	02/27/97	03/03/97	4,650,000	5.300	684.58
Yamaichi Intl (America)	02/27/97	03/03/97	24,766,000	5.300	3,646.11
Yamaichi Intl (America)	02/27/97	03/03/97	25,234,000	5.300	3,715.01
Citicorp Securities Mkts	02/27/97	03/03/97	29,520,000	5.300	4,346.00
SBC Capital Markets, Inc.	02/27/97	03/03/97	41,300,000	5.250	6,022.92
Daiwa Securities America	02/27/97	03/03/97	47,390,000	5.280	6,950.53
Nomura Securities Intl	02/27/97	03/03/97	49,815,000	5.300	7,333.88
Nikko Securities Co Intl	02/27/97	03/03/97	50,000,000	5.270	7,319.44

(Board - 4/24/97)

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	02/27/97	03/03/97	\$ 50,000,000	5.220%	\$ 7,250.00
Eastbridge Capital	02/27/97	03/03/97	50,000,000	5.310	7,375.00

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

(Board - 4/24/97)

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

Reverse Repurchase Transactions

<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	02/03/97	02/13/97	\$ 38,750,000 *	5.050%	\$ 53,453.47

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

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 February 1, 1997 through February 28, 1997, 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

No new transactions this period.

Options Transactions - Sold

Transaction Date	Par Value	Description	Price	Exercise Price	Expirations/ Settlement	Dealer	Option Premium
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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 February 1, 1997 and February 28, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of February 28, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.00 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 February 1, 1997 and February 28, 1997 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.

**REPORT OF CONTRACT EXPENDITURES MADE UNDER THE 1996 BUDGET-
JANUARY 1, 1996 TO DECEMBER 31, 1996**

	<u>Amount Provided in the 1996 Budget</u>	<u>Amount Spent in 1996</u>
	(dollars, in millions)	
<u>Professional, Technical & Advisory Services</u>		
Architectural & Engineering	\$ 65	\$ 42
Job Shoppers	37	30
Consultants	72	39
Advertising	<u>7</u>	<u>4</u>
Professional Technical & Advisory Services Total	\$ 181	\$ 115
<u>Contracts</u>		
Purchase of Commodities	\$ 78	\$ 68
Maintenance & Services	373	417 *
Construction	<u>462</u>	<u>361</u>
Contracts Total	\$ 913	\$ 846
<u>Total:</u>	<u>\$ 1,094</u>	<u>\$ 961</u>

* Exceeds amounts provided primarily due to overruns for extra snow and ice removal, particularly at the airports, and for additional security and cleaning services due to the building cleaners strike. All contracts were, however, reviewed and authorized by the Commissioners or under appropriate delegated authority.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, May 29, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, May 29, 1997, 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. John J. Haley, Jr.
 Hon. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philiposian

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 Paul H. Bea, Jr., Washington, D.C. Representative, Office of Government and Community Relations
 Albert J. Belva, Supervisor, Audio Visual Services, Office of Corporate Communications
 A. Paul Blanco, Chief Administrative Officer
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Michael DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Robert J. Kelly, Director, Aviation
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Hugh P. McCann, Deputy General Manager, PATH
 Charles F. McClafferty, Chief Financial Officer
 Fred V. Morrone, Director, Public Safety
 Roy S. Pleasant, Director, Information Services
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Jeffrey A. Stein, Executive Assistant to the Chairman
 Robert E. Van Etten, Inspector General
 Angela Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary, Office of Corporate Communications
 Margaret R. Zoch, Director, Budget

Guests

Henry F. Henderson, Jr., Honoree
 Mrs. Ethel Henderson

NEW YORK

Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

The public meeting was called to order by Chairman Eisenberg at 2:49 p.m. and ended at 3:04 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of April 24, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on May 29, 1997, which included discussion of internal audit matters, and the report was received.

Report of Committee on Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on May 29, 1997, which included a discussion of contract matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom we deal, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on action taken and matters discussed in executive session at its meeting on May 29, 1997, which included discussion of lease and contract matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom 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 Construction

The Committee on Construction reported, for information, on matters discussed in public session at its meeting on May 29, 1997, which included a discussion of project authorizations at John F. Kennedy International Airport for Van Wyck Corridor Improvements and Taxiway "U" Relocation and Bypass. Following the public session, the Committee met in executive session to discuss 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 Finance

The Committee on Finance reported, for information, on action taken and matters discussed in executive session at its meeting on April 24, 1997, which included a discussion of matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes, or other obligations, 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

There was a presentation by staff on the rehabilitation of Runway 4R-22L at Newark International Airport.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - VAN WYCK CORRIDOR
IMPROVEMENTS PROGRAM - PHASE II - PROJECT AUTHORIZATION**

The Van Wyck Corridor, which last received major improvements in 1966, is utilized by approximately 5,000 vehicles per hour during summer peak periods. It begins before the intersection with the Belt Parkway and connects with the new roadway system in the John F. Kennedy International Airport (JFK) Central Terminal Area (CTA). Since the 1966 improvements, significant roadway construction has been undertaken at JFK, including the construction of the JFK Expressway and the construction of a new network of roads within the CTA. The reconstruction of the CTA roadways is ongoing.

The proposed project is the second phase of a two-phase program to improve the Van Wyck Corridor entranceway to JFK. Phase I (Contract JFK-134.075) included much needed repairs to the Van Wyck Corridor including concrete roadway joint repairs, concrete roadway slab replacements, asphalt concrete overlay, center Jersey barrier median with an electrical ductbank, improved drainage, new highway lighting and permanent international porcelain enamel banner standards. Construction is ongoing and scheduled to be completed in June 1997.

The second phase would provide vehicle pull-offs to improve motorist safety on the inbound Van Wyck Expressway between Federal Circle and Taxiway Bridges "A" and "B"; guiderail installation on inbound and outbound roadways; new airline directory signage lighting and structural supports; and enhanced landscaping treatment, including irrigation and landscape lighting.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project to improve the Van Wyck Expressway Corridor at John F. Kennedy International Airport (JFK) at a total estimated project cost of \$13.45 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative and financial expense and a project contingency (if necessary), be and the same is hereby authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Port Authority Contract JFK-134.138 - Van Wyck Corridor Improvements Phase II, at an estimated cost of \$9 million to provide for the construction of vehicle pull-offs, installation of guiderails, illumination of directional signs and installation of landscape treatments, and any other contracts required to complete the project, to the lowest bidder(s) qualified by reason of responsibility, experience and capacity at a bid price the Executive Director deems reasonable, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other 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 to enter into such other agreements as may be necessary to effectuate the project; the form of the contracts and agreements shall be subject to the approval of General Counsel or his authorized representative.

JOHN F. KENNEDY INTERNATIONAL AIRPORT - TAXIWAY 'U' RELOCATION AND BYPASS - PROJECT AUTHORIZATION

Taxiway 'U' was built when Runway 13L-31R was extended by 1,000 feet during the early 1960s. The taxiway was continued from the terminus at Taxiway CB to connect with the new runway end. This offset dimension was 300 feet from runway centerline to taxiway centerline, in compliance with the Federal Aviation Administration (FAA) criteria at the time. However, with the advent of Group V aircraft, existing Taxiway 'U' does not conform to the FAA Group V (Large Aircraft) criteria of a 400 foot offset between the centerline of a runway and the centerline of its taxiway, and this substandard clearance has caused operational restrictions for departures when Runway 13L is the landing runway, especially during Instrument Flight Rules conditions. By relocating the taxiway to the 400 foot offset distance, all of the FAA safety clearance requirements are met and departing aircraft can now hold at the end of Runway 13L, significantly improving runway utilization.

The existing hold areas at Runways 13L and 22R can accommodate only Group IV aircraft or smaller. Group V aircraft therefore can block the taxiway. The expanded holding area to be located adjacent to Taxiway 'U' will enable aircraft to hold until such time as when cleared for takeoff. This area's turning radii will be increased to provide adequate turning movements for aircraft. Aircraft which are unable to takeoff and are holding in the number one position on Runway 22R create backups. The bypass provisions of the proposed project would significantly improve the utilization of these runways during daily departure pushes experienced at JFK.

Under the proposed project Taxiway 'U' would be relocated and modified and the holding area at existing Taxiway 'U' would be expanded, to meet FAA Group V requirements. A new bypass would also be constructed at Taxiway C with accommodation for new Large Aircraft. Related work would include pavement removal, grading, drainage, full depth construction of Portland cement concrete taxiway pavement and asphalt concrete taxiway pavements, shoulders, erosion pavement, electrical taxiway lighting, signage, relocation of FAA navigational equipment, extension of existing blast fence, pavement markings and grass and seed.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project for the relocation and modification of Taxiway 'U', the expansion of the holding area of the existing Taxiway 'U' at Runway 13L and the construction of a new bypass area at Runway 22R Taxiway 'C', at John F. Kennedy International Airport (JFK), at a total estimated project cost of \$16.73 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative 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 award Contract JFK-954.111, at an Engineering Construction Estimate of \$11 million, and any other contracts required to complete the project, to the lowest bidder(s) qualified by reason of responsibility, experience and capacity at a bid price the Executive Director deems reasonable, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other 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 to enter into such other agreements as may be necessary to effectuate the project; the form of the contracts and agreements shall be subject to the approval of General Counsel or his authorized representative.

**JOHN F. KENNEDY INTERNATIONAL, NEWARK INTERNATIONAL AND
LAGUARDIA AIRPORTS - TELE-TRIP COMPANY, INC. - AMENDMENTS
TO AGREEMENTS AND SETTLEMENT OF CLAIMS**

It was recommended that the Board authorize the Executive Director to (a) settle claims the Port Authority has against Tele-Trip Company, Inc. (Tele-Trip) for a lump sum of \$580,000, resulting from a December 1996 audit of eighteen Tele-Trip agreements, (b) waive all late charges and (c) amend said agreements to require Tele-Trip to pay the Port Authority, as of January 1, 1996, fifteen percent of gross receipts from initial purchases and any renewals of Travel Accident Insurance policies.

The Audit Department reviewed eighteen Tele-Trip agreements for various locations at John F. Kennedy International, Newark International and LaGuardia Airports and its financial records for the period from April 1, 1989 to December 31, 1995 and determined that Tele-Trip owed the Port Authority \$991,061 in additional percentage fees and \$665,366 in late charges, primarily because it failed to report proceeds from the sales of Annual Travel Accident Insurance renewal policies as part of its gross revenue.

Because of the uncertainty of the outcome of litigation in this case due to the long history of non-collection of the fees in question and the uncertainty as to the fees covered by the agreements, staff has recommended to settle the claims instead of pursuing the collection in court and risking an adverse verdict.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 settlement agreement and to amend various agreements with Tele-Trip Company, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

SPECIAL PAYMENT TO THE CITY OF LINDEN ECONOMIC DEVELOPMENT CORPORATION TO EFFECT A REDUCTION IN AIRCRAFT/PASSENGER DELAY AT NEWARK INTERNATIONAL AIRPORT

Linden Airport (Linden), an airport located approximately five miles south of Newark International Airport (EWR), serves as a general aviation "reliever" facility by accommodating smaller propeller driven aircraft which would otherwise utilize EWR and contribute to airspace and ground congestion. However, aircraft approaching Linden during weather conditions of low cloud ceiling and limited visibility must utilize either of two published instrument approach procedures, which require the use of EWR airspace. Consequently, EWR operations must be altered to accommodate the Linden traffic and maintain acceptable distances between aircraft. As a result of this interaction, EWR airlines absorb an estimated \$1.2 million annually in aircraft delays and \$2.7 million in passenger delays, based on 1994 traffic levels. These costs could rise to \$1.3 million and \$3.6 million, respectively, by the year 2004.

The City of Linden, New Jersey (the City), as operator of Linden, signed a Memorandum of Agreement with the Federal Aviation Administration (FAA) in 1994 under which the City sold 92 acres on the north end of the airport, abutting Route 1, to developers for the construction of a hotel, restaurant and retail complex. The FAA, in turn, is requiring the City to relocate all displaced aeronautical facilities to the south side of the airport and has approved \$3.1 million in Airport Improvement Program (AIP) funds for this purpose. The acceptance of federal funding obligates the City to keep the airport open until at least the year 2016.

Under the proposed agreement among the City, Linden Economic Development Corporation (LEDC) and the Port Authority, the City will be required to petition the FAA to eliminate the existing approach procedures which cause the delay in EWR operations. The FAA would then have to solicit public comment on the City's request. The LEDC, using Port Authority funds, would equip approximately 70 Linden-based aircraft with new Global Positioning System (GPS) navigational receivers once the existing procedures were eliminated and the new GPS procedures were in place. Port Authority Aviation Department staff assisted FAA in developing GPS approach and missed approach procedures to Linden. These new GPS procedures, which utilize navigational signals from space based satellites, can be conducted without impacting EWR traffic, thus providing EWR air carriers with significant delay savings. The FAA plans to publish the Linden GPS procedures in July 1997.

Under the proposed Agreement, the Port Authority would provide a lump sum payment of \$3.0 million to LEDC following elimination of the existing delay causing procedures and publication by the FAA of a GPS instrument approach procedure to Linden that can be conducted independent of, and simultaneously with, approach and departure procedures to and from EWR. These monies will be used by LEDC in the following manner:

- 1) 0.7 million for the purchase and installation of GPS receivers, certified by the FAA for non-precision approaches, in eligible Linden-based aircraft. These funds will be disbursed within 45 days of the execution of the agreement or publication of the GPS procedure, whichever occurs later;

2) \$2.3 million for aeronautical area redevelopment at Linden. These funds will be disbursed within 45 days of the date of FAA's cancellation of the interfering approach procedures.

Under the Agreement the City will agree to a) immediately request the FAA to cancel the existing instrument approach procedures to Linden and b) act to prohibit the implementation of any new arrival, departure, or missed approach procedures to and from Linden which is determined by Port Authority to have a negative operational impact on EWR, for a period of twenty years from the execution date of the Agreement with the Port Authority.

The proposed special payment is intended to produce greater operational efficiency at EWR. Decreased queuing time for aircraft on the ground reduces emissions and improves air quality. The duration of community noise exposure would also be reduced to the extent that aircraft can arrive or depart closer to schedule. On-time landings and takeoffs can prevent the spillover of traffic from peak periods to nighttime/sleeping hours. Instrumentation of Linden approach, missed approach and departure procedures would have no significant environmental impact on the City or neighboring communities. The instrumented procedures would not produce additional demand but would simply enhance the safety and precision of existing visual approach paths. The FAA issued a Finding of No Significant Impact in 1995 on the City's Environmental Assessment of the Linden redevelopment plan.

Linden's proximity to Manhattan is an attractive feature for general aviation users. The redevelopment/improvement of the airport and its facilities would improve General Aviation access to the Port District and would have a positive impact on the local and regional economies.

The \$3.0 million payment would be recoverable through the flight fee component of the EWR Master Lease which requires airline approval. Such approval is a condition precedent to the making of the special payment. Continental Airlines and the Air Transport Association support the proposed action.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 City of Linden and the City of Linden Economic Development Corporation (LEDC), under which the Port Authority would provide a lump sum payment of \$3 million to LEDC for the purpose of redeveloping Linden Municipal Airport (Linden) and equipping Linden-based Aircraft with Global Positioning System receivers; the form of the Agreement shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - PACE UNIVERSITY - AUTHORIZATION OF SALE OF WORLD TRADE INSTITUTE AND LEASE AGREEMENT

The World Trade Institute (WTI) was established in January 1970 to provide the world trade community with a highly respected education center for the interchange of ideas covering the many aspects of international commerce. In offering courses and programs, the WTI draws upon its own staff, employees in other Port Authority departments, scholars from various universities and institutions throughout the world and government and business practitioners. The WTI cooperates and maintains working relationships with many institutions and offers degree programs through affiliations with regional colleges and universities. The WTI currently is located on the 55th Floor of One World Trade Center (WTC). Classrooms with maximum flexibility and utility and capabilities for audio-visual equipment are an integral part of the WTI's complex.

A Request for Proposals to purchase and operate the WTI was publicly advertised in February 1996. A total of seven proposals were received. At its meeting of June 6, 1996, the Board authorized the Executive Director to enter into those agreements necessary to effectuate the sale of the WTI to the New York Corporate Conference & Seminar Center (NYCC&SC). However, after conducting its due diligence, NYCC&SC ultimately advised staff that it was unable to secure adequate operating capital and as such would not be able to complete the proposed transaction. Accordingly, staff terminated negotiations with NYCC&SC in December 1996.

Since then, five unsolicited proposals were received to acquire the WTI assets and lease space at the WTC. The proposals were evaluated on the basis of proven ability to continue the WTI operations as an educational entity at the WTC, financial capability to complete the transaction, and the financial return to the Port Authority. As a result, it was concluded that the Pace University (Pace) offer is most advantageous when measured against the established evaluation criteria, most importantly, with respect to their demonstrated academic credentials and reputation.

The Pace proposal provides for a total cash payment of \$500,000 plus one percent of gross revenues, net of base rental payment and applicable rental taxes, for a period of ten years. The \$500,000 is to be paid in the form of (a) a non-refundable deposit of \$50,000 which was received in March 1997; (b) a cash payment of \$200,000 at closing; and (c) \$250,000 in three installments -- \$50,000 on January 1, 1998 and \$100,000 on January 1, 1999 and January 1, 2000 respectively. The purchase price is for the acquisition of WTI assets which includes the present WTI furnishings, computer technology and the WTI service mark.

Pace will rent the entire 55th floor of One WTC, approximately 46,000 rentable square feet, in connection with its purchase of the assets of the WTI. The proposed lease agreement will provide for a term of approximately fifteen years and eight months to commence on or about June 15, 1997. The lease will also provide Pace with renewal and termination rights. The total aggregate base rental of the fifteen-year, eight-months term is approximately \$18 million. A brokerage commission will be paid to Julien J. Studley, Inc. in connection with this transaction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 such agreements and execute such instruments with Pace University (Pace) as are necessary to: (1) effectuate the sale of the World Trade Institute (WTI) to Pace; (2) lease space at the World Trade Center (WTC), substantially in accordance with the terms and conditions outlined above; and (3) enter into a brokerage agreement in accordance with Board-authorized rates with Julien J. Studley, Inc. in connection with the lease transaction; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - OPPENHEIMERFUNDS, INC. - LEASE RENEWAL AND EXPANSION

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the New Lease) with OppenheimerFunds, Inc (Oppenheimer) incorporating the premises currently leased by Oppenheimer under its existing lease (the Existing Lease) with the Port Authority, covering approximately 117,850 rentable square feet of space at The World Trade Center (WTC), consisting of the entire 33rd and 34th floors of Two WTC, and a portion of the 32nd floor thereof, and adding to the premises approximately 63,454 rentable square feet of space, consisting of the balance of the 32nd floor and the entire 31st floor of Two WTC. The Existing Lease provides that the letting of the major portion of the space thereunder expires December 31, 2001, with the letting as to other portions of the space thereunder expiring on later dates, but not beyond June 30, 2004. The letting of the space on the 32nd floor not currently occupied by Oppenheimer under the Existing Lease would commence under the New Lease on or about July 1, 1997, and as of such date the portion of the 32nd floor now occupied by Oppenheimer under the Existing Lease would be incorporated in the New Lease. The letting of the space on the 31st floor under the New Lease would commence on or about December 1, 1997. As of April 1, 1998 the balance of the space under the Existing Lease will be incorporated in the New Lease. The term of the letting of all of the premises under the New Lease will extend approximately sixteen years from April 1, 1998, expiring March 31, 2014.

Oppenheimer will pay an aggregate basic rental for the premises under the New Lease of approximately \$71 million. Oppenheimer will pay its proportionate share of any increases in direct operating and maintenance costs over the actual costs and expenses for the 1998 base year and will pay increases in payments in lieu of taxes as provided in the New Lease. Oppenheimer will be provided protection from all increases in real estate taxes due to any initial reassessment of the building resulting from a change in the ownership of Two WTC during the term of the letting under the New Lease, and will pay its proportionate share of increases after such initial reassessment. The Port Authority will provide Oppenheimer with a construction allowance, and will also grant Oppenheimer subletting, expansion, termination, and renewal rights, as specified in the Lease.

The Port Authority will be obligated to install an emergency generator of sufficient capacity to provide Oppenheimer with 350 KVA of emergency electrical power, at a cost of approximately \$4.5 million and to extend elevator service from the 33rd and 34th floors currently occupied by Oppenheimer to the 32nd and 31st floors, at a cost of approximately \$1.5 million. If Oppenheimer exercises its expansion rights with respect to space on the 30th floor of Two WTC, the Port Authority may be required to further extend elevator service to that floor at a cost of approximately \$1.2 million. If the Port Authority fails to perform the generator and elevator work within specified time frames, Oppenheimer will be granted rental abatements in accordance with the terms of the New Lease.

The final terms of the New Lease will be subject to the approval of the Committee on Operations in the event that they differ substantially from terms outlined herein.

The Port Authority will pay a brokerage commission to Julien J. Studley, Inc., the broker involved in the transaction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, (1) to enter into a lease agreement with OppenheimerFunds, Inc. covering the letting of space at the Port Authority World Trade Center substantially in accordance with the terms and conditions outlined above, (2) a brokerage agreement with Julien J. Studley, Inc. in connection with such letting, and (3) to take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems to be in the best interest of the Port Authority to meet the commitments undertaken by the Port Authority in the lease agreement, including entering into agreements for net cost work and additional work, entering into supplemental agreements, and the award of contracts on a sole source basis; the form of the agreements in each instance shall be subject to the approval of General Counsel or his authorized representative; and be it further

RESOLVED, that the Committee on Operations is hereby authorized to approve the final terms of the lease agreement with OppenheimerFunds, Inc. in the event that such final terms are not substantially in accordance with the terms and conditions outlined above.

THE WORLD TRADE CENTER - HOWARD PUBLICATIONS, INC. - LEASE RENEWAL

It was recommended that the Board authorize the Executive Director to enter into a supplemental lease agreement with Howard Publications, Inc. (Howard) providing for an extension of the term of the letting under a lease agreement covering approximately 1,200 rentable square feet of space in the Northeast Plaza Building at The World Trade Center substantially in accordance with the following terms and conditions.

At its meetings of December 14, 1989 and May 16, 1991, the Board authorized the Executive Director to enter into lease agreements with trade services tenants for periods of up to five years at fixed rentals without provision for escalation. The rentals would be at rates that would include an amount to cover projected annual increases in Payments in Lieu of Taxes (PILOT) and operating and maintenance expenses during the first five-year period of the term of the letting or extension. If the trade services tenant desired a longer term than five years, the tenant would be required to pay actual increases in PILOT and operating and maintenance expenses during the period in excess of five years. Howard's lease expires on May 17, 1997. Howard has proposed to extend the term of its lease for ten years at fixed rentals. The aggregate basic rental during this ten-year period would be \$265,500.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 lease agreement with Howard Publications, Inc., extending its lease for a ten-year term, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**HOWLAND HOOK MARINE TERMINAL - HOWLAND HOOK CONTAINER
TERMINAL, INC. - AMENDMENT OF LEASE**

It was recommended that the Board authorize the Executive Director to enter into an agreement amending the lease with Howland Hook Container Terminal, Inc. (HHCT) covering the Howland Hook Marine Terminal (the Terminal) to provide for the following: (1) the extension of the date for HHCT to complete the painting of IHI Crane No. 8852 and IHI Crane No. 8853 from March 31, 1996 to October 31, 1997; (2) the extension of the date for HHCT to complete the painting of Paceco Crane No. 1254 from December 31, 1999 to October 31, 2000; (3) the modification of HHCT's obligation to replace the boom hinge pin of IHI Crane No. 8852 to the obligation to repair the crane to enable lubrication of the hinge pin, and the extension of the date to complete the modified hinge pin work from May 13, 1996 to October 31, 1997; and (4) the reallocation of part of the reimbursement amount for the replacement of the hinge pin to the painting of cranes at the Terminal.

HHCT will be required to provide evidence satisfactory to the Port Authority that the boom hinge pin of IHI Crane No. 8852 need not be replaced at this time and that its lubrication will suffice for the crane's operation. If the Port Authority approves the modification of HHCT's work with respect to the hinge pin, then HHCT will be responsible, at its sole cost and expense, for any required replacement of the hinge pin during the term of the letting. Moreover, if the hinge pin work is modified, the amount not to exceed \$180,000 set forth in the lease for the reimbursement of HHCT for the cost of replacing the hinge pin will be reallocated as follows: any difference between \$180,000 and the cost of repairs to enable the hinge pin's lubrication will be applied in seven equal shares to reimburse HHCT for the required painting under the lease of the seven cranes at the Terminal.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 Howland Hook Container Terminal, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

BROOKLYN-PORT AUTHORITY MARINE TERMINAL - R. J. GROUX CORPORATION - NEW LEASE

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into an agreement of lease with R. J. Groux Corporation (Groux) for the letting of Building 185 and associated open area at the Brooklyn -Port Authority Marine Terminal.

Groux will make certain leasehold improvements to suit its operation at its own expense.

The lease would be for a term of ten years commencing on August 1, 1997 with Groux having a one-time right to terminate the agreement, effective July 31, 2002, upon 180 days prior written notice to the Port Authority. Annual rental over the term of the lease is fixed initially and would be subject to escalation in the third, fifth, seventh and ninth year of the term. A brokerage commission in connection with the transaction is payable to Brown & Son Realty, Inc., a New York corporation, in three installments. The third installment, which is based on revenues from the last half of the lease term, will be not be payable by the Port Authority if Groux exercises its right of termination.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 of lease with R.J.Groux Corporation at the Brooklyn-Port Authority Marine Terminal, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**BROOKLYN-PORT AUTHORITY MARINE TERMINAL - AMERICAN
WAREHOUSING OF NEW YORK, INC. - LEASE AMENDMENT**

It was recommended that the Board authorize the Executive Director to enter into an agreement with American Warehousing of New York, Inc. (AW) to (1) add approximately 34,320 square feet to the premises under AW's lease of Pier 5 at the Brooklyn-Port Authority Marine Terminal (the Terminal); and (2) reimburse AW for repair work it performed on the valley gutters of the roof of the shed located at Pier 5. If AW can fully document its costs of the roofing work to the satisfaction of the Port Authority, AW will be reimbursed for this work in an amount not to exceed \$74,000, with the reimbursement to be in the form of two equal rental credits. For the remainder of the term of the lease, AW will be responsible for the maintenance of the valley gutter portions of the roof and for any damage to cargo located on the premises resulting from the condition of these portions of the roof. In addition, all rents payable under AW's lease for Pier 5 will be doubled for any period that AW uses more than the 30,000 square feet of space allowed it under its space permit with the Port Authority for the use of Pier 2 at the Terminal.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 American Warehousing of New York, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**SETTLEMENT OF CLAIM - MARIA E. JOHNSON AND NEAL JOHNSON v. THE
PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

It was recommended that General Counsel be authorized to settle the action entitled Maria Johnson and Neal Johnson v. The Port Authority of New York and New Jersey, by paying plaintiffs and their attorney, the sum of \$300,000, inclusive of attorney's fees, interest, costs and disbursements in return for a General Release and a Stipulation of Discontinuance of the action with prejudice.

On December 2, 1992, plaintiff, Maria Johnson arrived by a bus at the Port Authority Bus Terminal and while descending Stairway #205 caught her right foot on a raised step tread. She fell down the staircase sustaining several fractures to the right foot and three herniated discs in the cervical spine. The proposed settlement would fairly compensate the plaintiffs for their suffering, and would avoid exposing the Port Authority to a potentially larger jury verdict.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for on behalf of the Port Authority, to settle the pending civil action entitled Maria E. Johnson and Neal Johnson v. The Port Authority of New York and New Jersey by paying the sum of \$300,000 to Maria E. Johnson and Neal Johnson and their attorney in return for a General Release from liability and a dismissal of the action with prejudice.

TRIBUTE TO COMMISSIONER HENRY F. HENDERSON, JR.

The following resolution was unanimously adopted, expressing the appreciation of the Board of Commissioners to Henry F. Henderson, Jr.

WHEREAS, Henry F. Henderson, Jr. brought to the Board a lifetime of experience as a distinguished business and community leader in the region; and

WHEREAS, in the years since Commissioner Henderson's 1983 appointment by Governor Kean, he has been a dedicated and conscientious member of many of the standing and special committees of the Board. He served as a member and Chair of the Committee on Capital Programs/Port Planning; as a member of the Construction Committee; as a member, Vice Chair and Chair of the Audit Committee; and, as a member and Vice Chair of the Operations Committee. Commissioner Henderson was also a member of the Business Opportunities Committee and has served as the Chair of the Board of Governors of the World Trade Center Club;

WHEREAS, over the past fourteen years Commissioner Henderson has worked closely with staff on the development and promotion of the agency's affirmative action policies and the innovative programs which helped advance them;

Now, therefore, be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their appreciation to Henry F. Henderson, Jr. for his many years of dedicated service to the agency and the region it serves; and it is further

RESOLVED, that his colleagues on the Board of Commissioners hereby direct that this resolution be suitably engraved and presented to Commissioner Henry F. Henderson, Jr. as a token of their thanks and friendship.

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 March 1, 1997 to March 31, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
EWR164094	EWR Redevelopment Program Landside Access Project Canopies at Remote Stations D1 and D2 Newark International Airport M. Maropakis Carpentry, Inc.	650,000(A) 30,000(C) 65,000(D) 25,000(H) 770,000	646,500(A)(I) 4,465(C) 65,000(D) 1,283(H) 717,248
BP110017	Red Hook Container Terminal Pier 11 Rehabilitation Brooklyn Port Authority Marine Terminal John P. Picone, Inc.	3,640,000(A) 150,000(C) 364,000(D) 340,000(E) 4,494,000	3,640,000(A) 131,103(C) 38,406(D) 340,000(E) 4,149,509
HT348	Reroofing and Exterior Wall Repair New York Field Office Holland Tunnel Interboro P. Construction, Inc.	139,000(A) 11,000(D) 12,750(F) 2,250(G) 165,000	139,000(A) 11,000(D) 12,750(F) 2,204(G) 164,954
GWB385	Resurfacing of New Jersey Administration Building and Main Tolls Parking Lots George Washington Bridge J. Fletcher Creamier & Sons, Inc.	263,672(A) 78,960(B) 35,000(C) 28,000(D) 7,896(L) -0-(M) 413,528	263,672(A) 78,960(B) 16,128(C) 4,000(D) 7,896(L) 1,738(M) 372,394
GWB110110	Support Facilities ADA Compliance New Jersey George Washington Bridge Progressive Contracting, Inc. & Cipretti-Tolisano Associates, Inc. A Joint Venture	338,272(A) 30,000(C) 68,000(D) 436,272	323,093(A)(O) 79,174(C) 37,452(D) 439,719
MFP315730	Asbestos Removal via Work Order Port Department (NY) B&N&K Restoration Co., Inc.	500,000(C) 500,000	344,640(C) 344,640

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
WTC115269	One WTC 20th Floor Asbestos Abatement Asbestos Containment Services, Inc.	823,000(A) 1,015(B) 164,600(D) 988,615	800,246(A)(N) 1,015(B) -0-(D) 801,261
WTC857077	One World Trade Center Rehabilitation of Public Areas The World Trade Center World Wide Sprinkler Corp.	63,000(A) 5,040(D) 68,040	62,850(A)(J) 2,269(D) 65,119
WTC857085	One World Trade Center-15th Floor Rehabilitation of Public Areas Installation of Sprinkler Fire Protection The World Trade Center World Wide Sprinkler Corp.	58,000(A) 4,640(D) 62,640	56,000(A)(K) -0-(D) 56,000
AKG187	Administration Building & Passage Corridor Reroofing Goethals Bridge Tirana Roofing Corp.	84,700(A) 5,000(C) 9,000(D) 98,700	84,700(A) 24,290(C) -0-(D) 108,990
AKB137	Administration Building Re-roofing Bayonne Bridge Tirana Roofing Corp.	38,275(A) 5,000(C) 4,000(D) 47,275	38,275(A) 11,568(C) 2,618(D) 52,461

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Memorandum of Justification dated 03/28/94, authorizing a Supplemental Agreement in the amount of \$340,000.
- (F) Memorandum of Authorization dated 08/31/95, increasing extra work in the amount of \$12,750.
- (G) Memorandum of Authorization dated 05/23/96, increasing extra work in the amount of \$2,250.
- (H) Memorandum of Justification dated 06/19/96, increasing extra work in the amount of \$25,000.
- (I) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$3,500 for deleted work.
- (J) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$150.
- (K) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$2,000 for deleted work.
- (L) Per AP 45-1.01.5, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (M) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional costs in classified work not covered under (L).
- (N) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$22,754.
- (O) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$15,179 for deleted work.

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period March 1, 1997 to March 31, 1997.

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>YTD @Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
03/11/97	\$ 170,000	Cons. 31	4.000%	03/01/02	99.00	1997	6.173%	4.225%	\$ 168,300.00	Barr Brothers
03/27/97	<u>365,000</u>	Cons. 31	4.000	03/01/02	99.00	1997	6.383	4.226	<u>361,350.00</u>	Barr Brothers
03/22/97	<u>\$ 535,000</u>								<u>\$ 529,650.00</u>	

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>
03/03/97	\$ 25,000,000	GECC CP	---	03/21/97	99.74	5.280%	5.368%	\$ 24,934,000.00	General Electric Capital
03/04/97	5,000,000	US T-NOTE	5.875%	02/15/00	98.99	--	6.253	4,949,609.38	PaineWebber
03/04/97	10,000,000	US T-NOTE	6.250	02/28/02	99.36	--	6.402	9,935,937.50	Nikko Securities Co Intl
03/04/97	25,000,000	US T-BILL	--	04/17/97	99.37	5.170	5.275	24,842,027.78	Dean Witter Reynolds*
03/06/97	5,000,000	US T-BILL	--	03/05/98	94.61	5.333	5.636	4,730,412.50	Speer, Leeds & Kellogg
03/06/97	10,000,000	US T-BILL	--	03/05/98	94.71	5.230	5.523	9,471,188.89	Daiwa Securities America
03/07/97	5,000,000	US T-NOTE	5.875	02/15/00	98.95	--	6.272	4,947,265.63	PaineWebber
03/07/97	10,000,000	US T-NOTE	6.250	02/28/02	99.20	--	6.439	9,920,312.50	PaineWebber
03/07/97	25,000,000	US T-BILL(109S)	--	04/17/97	99.42	5.130	5.232	24,853,937.50	PaineWebber
03/10/97	15,000,000	US T-BILL	--	09/04/97	97.42	5.220	5.433	14,612,850.00	PaineWebber
03/11/97	25,000,000	GECC CP	--	04/01/97	99.69	5.270	5.36	24,923,145.83	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>
03/12/97	\$ 15,000,000	US T-BILL	--	02/05/98	95.08	5.373%	5.658%	\$ 14,261,281.25	Goldman, Sachs & Co
03/13/97	25,000,000	US T-BILL	--	04/24/97	99.41	5.055	5.156	24,852,562.50	Fuji Securities*
03/14/97	5,000,000	US T-NOTE	6.250%	01/31/02	98.82	--	6.534	4,941,015.63	Daiwa Securities America
03/14/97	10,000,000	US T-NOTE	5.750	12/31/98	99.41	--	6.093	9,941,406.25	PaineWebber
03/14/97	10,000,000	US T-NOTE	5.875	02/28/99	99.49	--	6.152	9,949,218.75	Paribas
03/14/97	10,000,000	US T-NOTE	6.250	02/28/02	98.97	--	6.496	9,896,875.00	Nikko Securities Co Intl
03/14/97	10,000,000	US T-BILL	--	03/05/98	94.65	5.410	5.716	9,465,011.11	PaineWebber
03/14/97	15,000,000	US T-BILL	--	09/11/97	97.39	5.200	5.414	14,607,833.34	PaineWebber
03/14/97	20,000,000	US T-BILL	--	06/12/97	98.73	5.095	5.232	19,745,250.00	PaineWebber
03/18/97	10,000,000	US T-NOTE	6.000	08/15/99	99.32	--	6.305	9,932,031.25	Fuji Securities
03/19/97	5,000,000	FCDN	--	04/29/97	99.40	5.240	5.345	4,970,161.11	PaineWebber

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

Purchase of Securities (Cont.)

<u>Purchase</u>			<u>Coupon</u>	<u>Maturity</u>	<u>Purchase</u>	<u>Discount</u>	<u>BEY</u>			
<u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Rate</u>	<u>Date</u>	<u>Price</u>	<u>Rate</u>	<u>@ Cost</u>	<u>Principal</u>	<u>Dealer</u>	
03/19/97	\$ 10,000,000	US T-NOTE	6.250%	02/28/02	98.66	--	6.569%	\$ 9,866,406.25	Paribas	
03/19/97	20,000,000	FCDN	--	04/14/97	99.62	5.230%	5.323	19,924,455.56	PaineWebber	
03/21/97	25,000,000	GECC CP	--	04/07/97	99.75	5.400	5.489	24,936,250.00	General Electric Capital	
03/24/97	10,000,000	US T-NOTE	5.875	02/28/99	99.27	--	6.277	9,927,343.75	Nikko Securities Co Intl	
03/24/97	10,000,000	US T-NOTE	6.250	02/28/02	98.57	--	6.593	9,857,031.25	Paribas	
03/24/97	25,000,000	US T-BILL(108	--	04/17/97	99.65	5.285	5.377	24,911,916.68	PaineWebber	
03/25/97	13,000,000	FMCDN	--	04/18/97	99.64	5.400	5.495	12,953,200.00	PaineWebber	
03/27/97	15,000,000	US T-BILL	--	06/26/97	98.68	5.220	5.363	14,802,075.00	PaineWebber	
03/31/97	<u>6,000,000</u>	FMCDN	--	04/10/97	99.85	5.490	5.575	<u>5,990,850.00</u>	PaineWebber	
	<u>\$ 429,000,000</u>							<u>\$ 423,852,862.19</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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
03/04/97	\$ 25,000,000	US T-BILL	--	03/27/97	99.70	4.710%	4.790%	5.100%	\$ 24,924,770.83	Dean Witter Reynolds*
03/04/97	10,000,000	US T-NOTE	6.250%	02/28/02	99.50	--	6.368	51.62	9,950,000.00	Nikko Securities Co Intl
03/05/97	10,000,000	US T-BILL(106S)	--	08/21/97	97.58	5.165	5.367	6.58	9,757,531.94	Paribas
03/10/97	10,000,000	US T-NOTE	6.250	02/28/02	99.45	--	6.379	36.87	9,945,312.50	PaineWebber
03/13/97	25,000,000	US T-BILL	--	04/10/97	99.62	4.945	5.033	5.18	24,903,847.23	Fuji Securities*
03/19/97	10,000,000	US T-NOTE	6.250	02/28/02	98.77	--	6.543	40.33	9,877,343.75	Paribas
03/31/97	<u>31,000,000</u>	US T-BILL	--	04/24/97	99.67	4.96	5.046	5.72	<u>30,897,493.33</u>	First Chicago Capital Mkt
	<u>\$ 121,000,000</u>								<u>\$ 120,256,299.58</u>	

BEY - Bond Equivalent Yield

*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>
Nikko Securities Co Intl	03/03/97	03/04/97	\$ 1,820,000	5.320%	\$ 268.96
Nikko Securities Co Intl	03/03/97	03/04/97	4,605,000	5.320	680.52
Citicorp Securities Mkts	03/03/97	03/04/97	10,888,000	5.330	1,612.03
Dean Witter Reynolds	03/03/97	03/11/97	14,250,000 *	5.150	16,427.08
Daiwa Securities America	03/03/97	03/04/97	21,214,000	5.350	3,152.64
Yamaichi Intl (America)	03/03/97	03/04/97	24,796,000	5.360	3,691.85
Yamaichi Intl (America)	03/03/97	03/04/97	25,204,000	5.360	3,752.60
Daiwa Securities America	03/03/97	03/04/97	28,786,000	5.350	4,277.92
Nikko Securities Co Intl	03/03/97	03/04/97	29,595,000	5.320	4,373.48
Citicorp Securities Mkts	03/03/97	03/04/97	39,112,000	5.330	5,790.75
Nomura Securities Intl	03/03/97	03/04/97	40,000,000	5.330	5,922.22

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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>
Prudential Securities	03/03/97	03/04/97	\$ 47,020,000	5.330%	\$ 6,961.57
SBC Capital Markets, Inc.	03/03/97	03/04/97	50,000,000	5.330	7,402.78
Eastbridge Capital	03/03/97	03/04/97	50,000,000	5.350	7,430.56
Fuji Securities	03/04/97	03/05/97	1,460,000	5.180	210.08
Nikko Securities Co Intl	03/04/97	03/05/97	3,021,000	5.180	434.69
Citicorp Securities Mkts	03/04/97	03/05/97	3,430,000	5.180	493.54
Citicorp Securities Mkts	03/04/97	03/05/97	10,796,000	5.180	1,553.42
Daiwa Securities America	03/04/97	03/05/97	21,214,000	5.180	3,052.46
Yamaichi Intl (America)	03/04/97	03/05/97	24,563,000	5.190	3,541.17
Yamaichi Intl (America)	03/04/97	03/05/97	25,437,000	5.190	3,667.17
Daiwa Securities America	03/04/97	03/05/97	28,786,000	5.180	4,141.99

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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	03/04/97	03/05/97	\$ 29,390,000	5.180%	\$ 4,228.89
Citicorp Securities Mkts	03/04/97	03/05/97	35,584,000	5.180	5,120.14
SBC Capital Markets, Inc.	03/04/97	03/05/97	46,000,000	5.180	6,618.89
Nikko Securities Co Intl	03/04/97	03/05/97	46,979,000	5.180	6,759.76
Nomura Securities Intl	03/04/97	03/05/97	50,000,000	5.180	7,194.44
Eastbridge Capital	03/04/97	03/05/97	50,000,000	5.200	7,222.22
Eastbridge Capital	03/05/97	03/06/97	150,000	5.125	21.35
Fuji Securities	03/05/97	03/06/97	215,000	5.100	30.46
Nikko Securities Co Intl	03/05/97	03/06/97	225,000	5.100	31.88
Citicorp Securities Mkts	03/05/97	03/06/97	1,290,000	5.110	183.11
Citicorp Securities Mkts	03/05/97	03/06/97	12,745,000	5.110	1,809.08

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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>
Yamaichi Intl (America)	03/05/97	03/06/97	\$ 14,081,000	5.120%	\$ 2,002.63
Daiwa Securities America	03/05/97	03/06/97	22,154,000	5.100	3,138.48
Daiwa Securities America	03/05/97	03/06/97	27,846,000	5.100	3,944.85
Citicorp Securities Mkts	03/05/97	03/06/97	29,390,000	5.110	4,171.75
Yamaichi Intl (America)	03/05/97	03/06/97	35,919,000	5.120	5,108.48
Nomura Securities Intl	03/05/97	03/06/97	46,285,000	5.100	6,557.04
Nikko Securities Co Intl	03/05/97	03/06/97	49,775,000	5.100	7,051.46
Fuji Securities	03/05/97	03/06/97	49,785,000	5.100	7,052.88
Eastbridge Capital	03/05/97	03/06/97	49,850,000	5.125	7,096.70
SBC Capital Markets, Inc.	03/05/97	03/06/97	50,000,000	5.110	7,097.22
Nikko Securities Co Intl	03/06/97	03/07/97	202,000	5.100	28.62

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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>
Citicorp Securities Mkts	03/06/97	03/07/97	\$ 1,220,000	5.110%	\$ 173.17
Yamaichi Intl (America)	03/06/97	03/07/97	6,064,000	5.160	869.17
Citicorp Securities Mkts	03/06/97	03/07/97	12,535,000	5.110	1,779.27
Yamaichi Intl (America)	03/06/97	03/07/97	14,936,000	5.160	2,140.83
Fuji Securities	03/06/97	03/07/97	22,929,000	5.125	3,264.20
Daiwa Securities America	03/06/97	03/07/97	23,698,000	5.120	3,370.38
Daiwa Securities America	03/06/97	03/07/97	26,302,000	5.120	3,740.73
Citicorp Securities Mkts	03/06/97	03/07/97	26,885,000	5.110	3,816.18
Fuji Securities	03/06/97	03/07/97	27,071,000	5.125	3,853.86
Nomura Securities Intl	03/06/97	03/07/97	46,240,000	5.100	6,550.67
Nikko Securities Co Intl	03/06/97	03/07/97	49,798,000	5.100	7,054.72

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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>
SBC Capital Markets, Inc.	03/06/97	03/07/97	\$ 50,000,000	5.110%	\$ 7,097.22
Prudential Securities	03/06/97	03/07/97	50,000,000	5.110	7,097.22
Eastbridge Capital	03/06/97	03/07/97	50,000,000	5.125	7,118.06
Nomura Securities Intl	03/07/97	03/10/97	185,000	5.100	78.63
Eastbridge Capital	03/07/97	03/10/97	950,000	5.125	405.73
First Chicago Capital Mkt	03/07/97	03/10/97	12,535,000	5.080	5,306.48
Daiwa Securities America	03/07/97	03/10/97	22,187,000	5.100	9,429.48
Daiwa Securities America	03/07/97	03/10/97	27,813,000	5.100	11,820.53
Fuji Securities	03/07/97	03/10/97	45,810,000	5.100	19,469.25
Yamaichi Intl (America)	03/07/97	03/10/97	46,250,000	5.110	19,694.79
SBC Capital Markets, Inc.	03/07/97	03/10/97	49,000,000	5.100	20,825.00

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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>
Eastbridge Capital	03/07/97	03/10/97	\$ 49,050,000	5.125%	\$ 20,948.44
Nomura Securities Intl	03/07/97	03/10/97	49,815,000	5.100	21,171.38
Nikko Securities Co Intl	03/07/97	03/10/97	50,000,000	5.100	21,250.00
Nikko Securities Co Intl	03/10/97	03/11/97	1,513,000	5.180	217.70
Citicorp Securities Mkts	03/10/97	03/11/97	12,125,000	5.170	1,741.28
Yamaichi Intl (America)	03/10/97	03/11/97	22,838,000	5.190	3,292.48
Daiwa Securities America	03/10/97	03/11/97	24,417,000	5.180	3,513.34
Citicorp Securities Mkts	03/10/97	03/11/97	25,000,000	5.170	3,590.28
Daiwa Securities America	03/10/97	03/11/97	25,583,000	5.180	3,681.11
Yamaichi Intl (America)	03/10/97	03/11/97	27,162,000	5.190	3,915.86
SBC Capital Markets, Inc.	03/10/97	03/11/97	29,000,000	5.180	4,172.78

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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>
Nomura Securities Intl	03/10/97	03/11/97	\$ 40,995,000	5.170%	\$ 5,887.34
Prudential Securities	03/10/97	03/11/97	46,295,000	5.170	6,648.48
Nikko Securities Co Intl	03/10/97	03/11/97	48,487,000	5.180	6,976.74
Eastbridge Capital	03/10/97	03/11/97	50,000,000	5.180	7,194.44
Fuji Securities	03/11/97	03/12/97	521,000	5.160	74.68
Eastbridge Capital	03/11/97	03/12/97	825,000	5.180	118.71
Nikko Securities Co Intl	03/11/97	03/12/97	1,510,000	5.170	216.85
Yamaichi Intl (America)	03/11/97	03/12/97	3,064,000	5.170	440.02
Citicorp Securities Mkts	03/11/97	03/12/97	12,075,000	5.160	1,730.75
Daiwa Securities America	03/11/97	03/12/97	23,836,000	5.170	3,423.11
Daiwa Securities America	03/11/97	03/12/97	26,164,000	5.170	3,757.44

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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>
Citicorp Securities Mkts	03/11/97	03/12/97	\$ 37,925,000	5.160%	\$ 5,435.92
Prudential Securities	03/11/97	03/12/97	40,810,000	5.150	5,838.10
Nikko Securities Co Intl	03/11/97	03/12/97	40,965,000	5.170	5,883.03
Yamaichi Intl (America)	03/11/97	03/12/97	46,936,000	5.170	6,740.53
Eastbridge Capital	03/11/97	03/12/97	49,175,000	5.180	7,075.74
Fuji Securities	03/11/97	03/12/97	49,479,000	5.160	7,091.99
Nikko Securities Co Intl	03/12/97	03/13/97	7,446,000	5.330	1,102.42
Citicorp Securities Mkts	03/12/97	03/13/97	11,622,000	5.330	1,720.70
Prudential Securities	03/12/97	03/13/97	12,028,000	5.320	1,777.47
Nikko Securities Co Intl	03/12/97	03/13/97	30,554,000	5.330	4,523.69
Prudential Securities	03/12/97	03/13/97	37,395,000	5.320	5,526.15

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>
Citicorp Securities Mkts	03/12/97	03/13/97	\$ 38,378,000	5.330%	\$ 5,682.08
Yamaichi Intl (America)	03/12/97	03/13/97	41,945,000	5.340	6,221.84
SBC Capital Markets, Inc.	03/12/97	03/13/97	50,000,000	5.320	7,388.89
Daiwa Securities America	03/12/97	03/13/97	50,000,000	5.350	7,430.56
Eastbridge Capital	03/12/97	03/13/97	50,000,000	5.350	7,430.56
Yamaichi Intl (America)	03/13/97	03/14/97	5,619,000	5.170	806.95
Lehman Brothers	03/13/97	03/14/97	11,915,000	5.150	1,704.51
Yamaichi Intl (America)	03/13/97	03/14/97	12,916,000	5.170	1,854.88
Lehman Brothers	03/13/97	03/14/97	14,110,000	5.150	2,018.51
Lehman Brothers	03/13/97	03/14/97	23,215,000	5.150	3,321.03
Yamaichi Intl (America)	03/13/97	03/14/97	23,465,000	5.170	3,369.83

(Board - 5/29/97)

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 Intl	03/13/97	03/14/97	\$ 24,388,000	5.150%	\$ 3,488.84
Nomura Securities Intl	03/13/97	03/14/97	25,612,000	5.150	3,663.94
Fuji Securities	03/13/97	03/14/97	41,950,000	5.150	6,001.18
SBC Capital Markets, Inc.	03/13/97	03/14/97	50,000,000	5.150	7,152.78
Eastbridge Capital	03/13/97	03/14/97	50,000,000	5.170	7,180.56
Daiwa Securities America	03/13/97	03/14/97	50,000,000	5.170	7,180.56
Eastbridge Capital	03/14/97	03/17/97	150,000	5.080	63.50
Fuji Securities	03/14/97	03/17/97	153,000	5.060	64.52
Daiwa Securities America	03/14/97	03/17/97	2,084,000	5.050	877.02
Citicorp Securities Mkts	03/14/97	03/17/97	11,910,000	5.050	5,012.13
Yamaichi Intl (America)	03/14/97	03/17/97	15,000,000	5.080	6,350.00

(Board - 5/29/97)

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>
Citicorp Securities Mkts	03/14/97	03/17/97	\$ 35,585,000	5.050%	\$ 14,975.35
Nomura Securities Intl	03/14/97	03/17/97	41,265,000	5.060	17,400.08
Daiwa Securities America	03/14/97	03/17/97	47,916,000	5.050	20,164.65
Fuji Securities	03/14/97	03/17/97	49,847,000	5.060	21,018.82
Eastbridge Capital	03/14/97	03/17/97	49,850,000	5.080	21,103.17
Citicorp Securities Mkts	03/17/97	03/18/97	11,915,000	5.300	1,754.15
SBC Capital Markets, Inc.	03/17/97	03/18/97	25,000,000	5.300	3,680.56
Citicorp Securities Mkts	03/17/97	03/18/97	35,620,000	5.300	5,244.06
Fuji Securities	03/17/97	03/18/97	41,300,000	5.320	6,103.22
Eastbridge Capital	03/17/97	03/18/97	50,000,000	5.320	7,388.89
Nomura Securities Intl	03/17/97	03/18/97	50,000,000	5.320	7,388.89

(Board - 5/29/97)

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	03/17/97	03/18/97	\$ 50,000,000	5.320%	\$ 7,388.89
Eastbridge Capital	03/18/97	03/19/97	450,000	5.170	64.63
Citicorp Securities Mkts	03/18/97	03/19/97	11,270,000	5.150	1,612.24
Daiwa Securities America	03/18/97	03/19/97	17,687,000	5.160	2,535.14
Nikko Securities Co Intl	03/18/97	03/19/97	17,938,000	5.160	2,571.11
SBC Capital Markets, Inc.	03/18/97	03/19/97	20,000,000	5.150	2,861.11
Nikko Securities Co Intl	03/18/97	03/19/97	22,472,000	5.160	3,220.99
Yamaichi Intl (America)	03/18/97	03/19/97	24,678,000	5.160	3,537.18
Yamaichi Intl (America)	03/18/97	03/19/97	25,322,000	5.160	3,629.49
Citicorp Securities Mkts	03/18/97	03/19/97	27,410,000	5.150	3,921.15
Daiwa Securities America	03/18/97	03/19/97	32,313,000	5.160	4,631.53

(Board - 5/29/97)

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>
Eastbridge Capital	03/18/97	03/19/97	\$ 49,550,000	5.170%	\$ 7,115.93
Nikko Securities Co Intl	03/19/97	03/20/97	4,529,000	5.130	645.38
Prudential Securities	03/19/97	03/20/97	10,665,000	5.130	1,519.76
Daiwa Securities America	03/19/97	03/20/97	17,687,000	5.130	2,520.40
Citicorp Securities Mkts	03/19/97	03/20/97	25,000,000	5.140	3,569.44
Prudential Securities	03/19/97	03/20/97	27,350,000	5.130	3,897.38
Daiwa Securities America	03/19/97	03/20/97	32,313,000	5.130	4,604.60
Fuji Securities	03/19/97	03/20/97	40,420,000	5.150	5,782.31
Nikko Securities Co Intl	03/19/97	03/20/97	45,471,000	5.130	6,479.62
Eastbridge Capital	03/19/97	03/20/97	50,000,000	5.140	7,138.89
Eastbridge Capital	03/20/97	03/21/97	1,650,000	5.170	236.96

(Board - 5/29/97)

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>
Citicorp Securities Mkts	03/20/97	03/21/97	\$ 10,630,000	5.160%	\$ 1,523.63
Yamaichi Intl (America)	03/20/97	03/21/97	11,990,000	5.180	1,725.23
Nikko Securities Co Intl	03/20/97	03/21/97	19,064,000	5.170	2,737.80
Daiwa Securities America	03/20/97	03/21/97	21,956,000	5.170	3,153.13
Nomura Securities Intl	03/20/97	03/21/97	25,000,000	5.180	3,597.22
Citicorp Securities Mkts	03/20/97	03/21/97	27,360,000	5.160	3,921.60
Daiwa Securities America	03/20/97	03/21/97	28,044,000	5.170	4,027.43
Yamaichi Intl (America)	03/20/97	03/21/97	28,320,000	5.180	4,074.93
Nikko Securities Co Intl	03/20/97	03/21/97	30,936,000	5.170	4,442.75
Eastbridge Capital	03/20/97	03/21/97	48,350,000	5.170	6,943.60
Eastbridge Capital	03/21/97	03/24/97	1,000,000	5.160	430.00

(Board - 5/29/97)

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>
Nikko Securities Co Intl	03/21/97	03/24/97	\$ 10,580,000	5.160%	\$ 4,549.40
Citicorp Securities Mkts	03/21/97	03/24/97	14,177,000	5.160	6,096.11
Yamaichi Intl (America)	03/21/97	03/24/97	15,563,000	5.170	6,705.06
Dean Witter Reynolds	03/21/97	Open	19,720,000 *	Variable **	35,989.00
SBC Capital Markets, Inc.	03/21/97	03/24/97	20,000,000	5.170	8,616.67
Nikko Securities Co Intl	03/21/97	03/24/97	25,420,000	5.160	10,930.60
Yamaichi Intl (America)	03/21/97	03/24/97	34,437,000	5.170	14,836.61
Citicorp Securities Mkts	03/21/97	03/24/97	35,823,000	5.160	15,403.89
Daiwa Securities America	03/21/97	03/24/97	40,280,000	5.160	17,320.40
Eastbridge Capital	03/21/97	03/24/97	49,000,000	5.160	21,070.00
Nomura Securities Intl	03/24/97	03/25/97	1,767,000	5.320	261.12

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>
Yamaichi Intl (America)	03/24/97	03/25/97	\$ 5,215,000	5.360%	\$ 776.46
Yamaichi Intl (America)	03/24/97	03/25/97	5,372,000	5.360	799.83
Citicorp Securities Mkts	03/24/97	03/25/97	8,340,000	5.320	1,232.47
Yamaichi Intl (America)	03/24/97	03/25/97	11,919,000	5.360	1,774.61
Yamaichi Intl (America)	03/24/97	03/25/97	13,121,000	5.360	1,953.57
Citicorp Securities Mkts	03/24/97	03/25/97	26,660,000	5.320	3,939.76
Nomura Securities Intl	03/24/97	03/25/97	33,663,000	5.320	4,974.64
Eastbridge Capital	03/24/97	03/25/97	40,000,000	5.330	5,922.22
Daiwa Securities America	03/24/97	03/25/97	40,000,000	5.330	5,922.22
Nikko Securities Co Intl	03/25/97	03/26/97	1,647,000	5.400	247.05
Fuji Securities	03/25/97	03/26/97	8,475,000	5.420	1,275.96

(Board - 5/29/97)

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	03/26/97	03/27/97	\$ 26,120,000	5.650%	\$ 4,099.39
Citicorp Securities Mkts	03/26/97	03/27/97	42,000,000	5.650	6,591.67
Eastbridge Capital	03/26/97	03/27/97	49,350,000	5.660	7,758.92
SBC Capital Markets, Inc.	03/27/97	03/31/97	8,265,000	5.420	4,977.37
SBC Capital Markets, Inc.	03/27/97	03/31/97	14,720,000	5.420	8,864.71
First Chicago Capital Mkt	03/27/97	03/31/97	24,163,000	5.430	14,578.34
SBC Capital Markets, Inc.	03/27/97	03/31/97	24,940,000	5.420	15,019.42
First Chicago Capital Mkt	03/27/97	03/31/97	25,837,000	5.430	15,588.32
Nikko Securities Co Intl	03/27/97	03/31/97	34,000,000	5.430	20,513.33
Eastbridge Capital	03/27/97	03/31/97	50,000,000	5.450	30,277.78
Prudential Securities	03/31/97	04/01/97	5,910,000	6.450	1,058.88

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>
Prudential Securities	03/31/97	04/01/97	\$ 14,135,000	6.450%	\$ 2,532.52
Prudential Securities	03/31/97	04/01/97	22,800,000	6.450	4,085.00
Yamaichi Intl (America)	03/31/97	04/01/97	25,000,000	6.200	4,305.56
Eastbridge Capital	03/31/97	04/01/97	50,000,000	6.400	8,888.89
Citicorp Securities Mkts	03/31/97	04/01/97	50,000,000	6.400	8,888.89
SBC Capital Markets, Inc.	03/31/97	04/01/97	50,000,000	6.400	8,888.89

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

**This rate subject to change daily.

(Board - 5/29/97)

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

Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Dean Witter Reynolds	03/03/97	03/11/97	\$ 14,250,000 *	5.100%	\$ 15,536.46
Dean Witter Reynolds	03/21/97	Open	19,720,000 *	Variable **	30,757.72

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

**This rate subject to change daily.

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, 1997 through March 31, 1997, 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

No new transactions this period.

Options Transactions - Sold

Transaction Date	<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.

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, 1997 and March 31, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of March 31, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.00 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, 1997 and March 31, 1997 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.

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, 1997 through March 31, 1997 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 Hedge</u>
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No outstanding Hedge during the 1st Quarter 1997.

**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 Service Contract were authorized or amended, during the period November 1, 1996 to April 30, 1997.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
<p>For the Director/ Information Services to retain the services of:</p> <p>Information Consultants Unit, Inc. 225 W 34th Street New York, New York 10122</p>	<p>Software enhancements to accomplish Transactional Audit Functionality in the agency's position control system.</p>	<p>\$ 10,000</p>
<p>For the Director/ Port Commerce to retain the services of:</p> <p>John Terpstra of HDR Engineering, Inc. 500 108th Avenue, N.E. Bellevue, Washington 98004</p>	<p>To provide analyses with respect to whether certain external factors affect the value of container terminals. This information will be used in developing a model for pricing container terminal facilities.</p>	<p>\$ 9,500</p>
<p>For the Director/ Office of Business & Job Opportunity to retain the services of:</p> <p>DJD/Golden Advertising, Inc.</p>	<p>To provide professional marketing, communications and copy editing services to the Office of Business & Job Opportunity (OBJO) in connection with the design of OBJO's newsletter to its constituent community.</p>	<p>\$ 2,547.50</p>

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period January 1, 1997 to March 31, 1997.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
All Airports - Security Audit Services Counter Technology, Inc. Bethesda, MD	4	1) \$ 703,200 2) 511,860 3) 30,711 4) 750,000
JFK-762 John F. Kennedy International Airport - Miscellaneous Construction and Repairs Via Work Order - Increase in Net Cost Allowance V.R.H. Construction Corp.	Negotiated	3) \$ 120,000
AKO-154 Outerbridge Crossing - Abutment Building Electrical Rehabilitation - J.G. Salas & Sons, Inc. Union Beach, NJ	5	1) \$ 1,099,473 2) 573,700 3) 35,000 4) 640,000
BT-365 Port Authority Bus Terminal - Central Refrigeration Plant - Centrifugal Chillers - Replacement of Chiller Control Panels Centrifugal Associates, Inc. Long Island City, NY	5	1) \$ 235,000 2) 156,875 3) 9,500 4) 170,000

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
Brooklyn-Port Authority Marine Terminal - Security Guard Contract Lance Investigation Services, Inc. Bronx, NY	4	1) \$ 243,401 2) 229,891 3) 27,587 4) 164,000
PN-226A Port Newark - Building No. 260 Architectural Rehabilitation - Evanbow Construction Co., Inc. East Orange, NJ	8	1) \$ 689,000 2) 287,350 3) 23,000 4) 225,000
Port Newark/Elizabeth-Port Authority Marine Terminal - Agreement to Provide Fire Alarm Services AFA Protective Systems North Brunswick, NJ	Sole Source	2) \$ 158,172 3) 9,490
HT-994.206A Holland Tunnel - North and South Tube Repairs T.P.K. Construction Corp. Englewood, NJ	4	1) \$ 1,038,920 2) 612,625 3) 36,800 4) 800,000

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period January 1, 1997 to March 31, 1997.

PART II.

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 48659 P.O. NO: 18261 **LOW BIDDER, NON RESPONSIVE DESCRIPTION: PRINTING OF AIRPORT GUIDES-2 YR.	7*	1)\$ 421,093.00 2) 235,174.00 3) 250,000.00
AWARDED TO: AUSTIN PUBLISHING FORT LEE, NJ	\$267,951.80	
REQUISITION NO: 48649 P.O. NO: 18371 DESCRIPTION: INTERIOR PLANT MTCE. & SUPPLY FOR WTC, PATC & JSQ	3*	1)\$ 476,201.20 2) 122,009.80 3) 180,000.00
AWARDED TO: BLONDIE'S TREEHOUSE LARCHMONT, NY		
REQUISITION NO: 48909 P.O. NO: 18372 **LOW BIDDER, NON-RESPONSIVE DESCRIPTION: CARPET TILE REPLACEMENT @ WTC	3*	1)\$ 210,200.00 2) 86,000.00 3) 125,000.00
AWARDED TO: LASHER WHITE CARPET CO. INC. NEW YORK, NY	\$195,400.00	
REQUISITION NO: 49100 P.O. NO: 18420 DESCRIPTION: REFUSE SERVICE @ GWBBS	4*	1)\$ 117,168.00 2) 95,096.00 3) 85,274.00
AWARDED TO: ALLEGRO CARTING HOBOKEN, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO. 48986	2*	1) 163,656.00
P.O. NO. 18493		2) 137,392.19
DESCRIPTION NETWORK OPERATIONS MANAGEMENT SYSTEM		3) 180,876.00
AWARDED TO: HI-TECH CONNECTION ISELIN, NJ		
REQUISITION NO. 49060	5*	1) \$ 325,000.00
P.O. NO. 18518		2) 209,000.00
DESCRIPTION RECYCLING OF PCB'S		3) 350,000.00
AWARDED TO: GLOBAL RECYCLING TECHNOLOGIES INC. STOUGHTON, MA		
REQUISITION NO. 48806	2*	1) \$ 531,224.00
P.O. NO. 18551		2) 266,250.00
DESCRIPTION SEWAGE LIFT STATIONS/MAINTENANCE		3) 264,000.00
AWARDED TO: EAST WEST ELECTRICAL CONTRACTORS BERGENFIELD, NJ		
REQUISITION NO. 47939	1*	1) -----
P.O. NOS. 18562 & 18564	1 PARTIAL	2) 446,210.20
DESCRIPTION AVIATION FUEL FILTER ELEMENTS		3) 500,000.00
AWARDED TO: - 18562 - FACET INTERNATIONAL, INC.	\$ 87,156.20	
TULSA, OK		
18564 - VELCON FILTERS INC.	192,429.80	
COLORADO SPRINGS, CO	<u>279,586.00</u>	

* ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO.	48270	16*	1) 200,375.00
P.O. NO.	18594	FIRST THREE LOW BIDDERS NON-RESPONSIVE	2) 48,390.00
DESCRIPTION:	GRAPHIC DESIGN SVC.		3) 150,000.00
AWARDED TO	CRYSTAL MACKENZIE INC. NEW YORK, NY	\$82,075.00	
REQUISITION NO:	48685	5*	1) 480,000.00
P.O. NOS.	18616	**MBE PREFERENCE	2) 150,390.00
DESCRIPTION	RENTAL OF VARIABLE MESSAGE BOARDS		3) 285,000.00
AWARDED TO:	SELECTO-FLASH SAFETY INC. EAST HANOVER, NJ	\$163,560.00**	
REQUISITION NO:	49576	1	1)\$ -----
P.O. NO:	18622	NJ STATE CONTRACT	2) 500,000.00
DESCRIPTION:	NATURAL GAS REQUIREMENT-2 YR		3) 500,000.00
AWARDED TO:	U.S. ENERGY PARTNERS CLARK, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 47766	7*	1) \$ 898,020.00
P.O. NO: 18634		2) 129,750.00
DESCRIPTION: SIDING, GUTTER & LEADER REPLACEMENT @PN		3) 80,000.00
AWARDED TO: TIRANA ROOFING CORP. BROOKLYN, NY		
REQUISITION NO: 49148	3*	1) 261,172.00
P.O. NO: 18660		2) 109,450.00
DESCRIPTION: GLASS CURTAIN WALL REPLACEMENT		3) 55,000.00
AWARDED TO: SERVICE GLASS & STORE FRONT CO., INC. VALLEY STREAM, NY		
REQUISITION NO: 49238	0*	1) -----
P.O. NOS: 18688 & 18689	2 PARTIALS	2) -----
DESCRIPTION: GREASE DIGESTORS-2 YR		3) \$ 130,000.00
AWARDED TO: 18688 - ENVIRO-ZYME, INC.	\$101,700.00	
	STORMVILLE, NY	
18689 - R&E MARTIN CHEMICALS	<u>5,445.00</u>	
	PHILADELPHIA, PA	
TOTL AWARD	107,145.00	
*ADVERTISED		

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 48620	2*	1)\$ 289,726.70
P.O. NOS: 18711 & 18712	1 PARTIAL	2) 264,966.92
DESCRIPTION: TABULATING PAPER-2 YR.		3) 280,000.00
AWARDED TO: 18711 - NORTH SHORE FORMS 7 LABELS INC. DEER PARK, NY	\$188,852.25	
18712 - QUALITY BUSINESS PRODUCTS INC. PALISADES PARK, NJ	6,438.40	
	<u>\$195,290.65</u>	
REQUISITION NO: 48439	2*	1)\$ 282,000.00
P.O. NO: 18769		2) 279,000.00
DESCRIPTION: ASPHALT FOR JFK AS NEEDED		3) 200,000.00
AWARDED TO: COFIRE PAVING CORP. LINDEN HILL, NY		
REQUISITION NO: 49320	2*	1)\$ 285,465.00
P.O. NO: 18787		2) 264,860.00
DESCRIPTION: KNOLL EQUITY WORKSTATIONS		3) 200,000.00
AWARDED TO: DONATON CONTRACT FURNITURE RONKONKOMA, NY		
REQUISITION NO: 49381	3*	1)\$ 141,560.00
P.O. NO: 18812		2) 108,440.00
DESCRIPTION: RENTAL OF ARROW BOARDS & LIGHT TOWERS		3) 86,570.00
AWARDED TO: FOLEY RENTS LINDEN, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 49599	1	1)\$ -----
P.O. NO: 18808	NY STATE CONTRACT	2) 250,000.00
DESCRIPTION: TWO WAY FM RADIO EQUIPMENT-6 MONTHS		3) 250,000.00
AWARDED TO: MOTOROLA C&E INC. GLEN ROCK, NJ		
REQUISITION NO: 49665	8*	<u>SECTION I</u>
P.O. NOS: 18849 & 18850	***SECTION AWARD	1) 25,208.00
DESCRIPTION: REFUSE/RECYCLING SERVICES @ JFK-1 YR		3) 2,704.00
		<u>SECTION II</u>
		1)\$ 430,800.00
		2) 195,600.00
		3) 205,512.00
AWARDED TO: SECTION I - 18849-ROYAL CARTING CO., INC. JAMAICA, NY		\$ 2,704.00
SECTION II- 18850-ATLAS ROLL-OFF CORP. JAMAICA, NY		195,000.00
TOTAL AWARD		<u>\$ 198,304.00</u>
REQUISITION NO: 49380	6*	1)\$ 150,565.00
P.O. NO: 18892		2) 85,765.00
DESCRIPTION: RENTAL OF TRAILER MOUNTED AIR COMPRESSOR		3) 115,035.00
AWARDED TO: FOLEY RENTS LINDEN, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 49343 P.O. NO: 18966 DESCRIPTION: DOORS & FRAMES-2 YRS.	6*	1)\$ 585,415.00 2) 277,139.05 3) 300,000.00
AWARDED TO: BAYWAY LUMBER & HOME CENTER LINDEN, NJ		
REQUISITION NO: 49493 P.O. NOS: 18935 & 18937 DESCRIPTION: MOTOR OIL & GREASE-2 YR	0* 6 PARTIALS	1)\$ ----- 2) ----- 3) 170,000.00
AWARDED TO: 18935 - HOWELL PETROLEUM PRODUCTS BROOKLYN, NY	\$173,074.12	
18937 - DAVID WEBER OIL CO. CARLSTADT, NJ	16,299.00	
TOTAL AWARD	\$189,373.12	
REQUISITION NO: 49623 P.O. NO: 18989 DESCRIPTION: RESPIRATORS & PARTS-2 YR	9*	1)\$1,461,880.90 2) 121,931.00 3) 130,000.00
AWARDED TO: SAFETY ENVIRONMENTAL CONTROL, INC. KEENE, NH		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>10 HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 49649 P.O. NO: 19172 DESCRIPTION: UNIFORMS, JACKETS, OUTERWEAR & VESTS-2 YR	9*	1)\$ 116,525.00 2) 82,048.50 3) 100,000.00
AWARDED TO: ANTLER UNIFORM OUTWEAR LONG ISLAND CITY, NY		
REQUISITION NO: 49427 P.O. NO: 19216 DESCRIPTION: FIRE RESCUE EQUIPMENT-2 YR	1* 5 PARTIALS	1)\$ ----- 2) 94,940.10 3) 90,000.00
AWARDED TO: FIRE COMMAND COMPANY LONG BEACH, NY		
REQUISITION NO: 48393 P.O. NOS: 19338 DESCRIPTION: ELEVATOR MAINTENANCE @ HT-3 YR	5*	1)\$ 311,845.00 2) 87,898.00 3) 266,220.00
AWARDED TO: CUI ELEVATOR SPECIALIST HOWELL, NJ		

*ADVERTISED

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period January 1, 1997 to March 31, 1997.

NAME	FACILITY	AMOUNT COLLECTED
B F SERVICES	John F. Kennedy International Airport	\$ 65,122.20
BERLIN WRECKING	LaGuardia Airport	31,750.00
COMPLETE ATHLETE	World Trade Center	25,000.00
METRO AFFILIATE D/B/A	Lincoln Tunnel	1,866.55
SANFORD SMITH & ASSOC	Passenger Ship Terminal	5,000.00
BENACK WILLIAM B	George Washington Bridge	753.96
BERMUDEZ MANUEL	Off Property	3,304.45
CORDERMAN DENNIS	Off Property	1,174.26
COURIER CAR RENTAL	Holland Tunnel	500.00
LANDSDELL PROTECTIVE AGE	Howland Hook	1,720.96
LIZI MORGAN	Teleport	5,803.00
NORELL MARK O	George Washington Bridge	599.00
PASHALIDIS ANESTIS	Off Property	433.50
PENSKE TRUCKING LEASING	George Washington Bridge	753.00
PIERCE MERYL L	Bus Terminal	448.12
SAVINO LEASING CORP	Newark International Airport	1,350.00
SERVICE LINK INC	John F. Kennedy International Airport	481.56
	TOTAL	\$ 146,060.56

I. TORT CLAIMS

PAYMENTS RECEIVED ON CLAIMS NOT YET CLOSED

NAME	FACILITY	AMOUNT COLLECTED
OWENS DAVID	World Trade Center	\$ 255.00
VIASA	John F. Kennedy International Airport	30,000.00
CROSSOCEAN	World Trade Center	62,136.00
KIWI	Newark International Airport	125,000.00
PACHECO & LUGO	World Trade Center	21,734.64
AVNE SYSTEMS	Bathgate Industrial Park	40,000.00
MANZO ROBERT	World Trade Center	50.00
	TOTAL	\$ 279,175.64
	TOTAL COLLECTED	\$ 425,236.20

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
ADELSON RICHARD	George Washington Bridge	\$ 1,148.10
BECK ROBERT	Newark International Airport	1,018.77
COCCOLI VIRGINIA	LaGuardia Airport	1,100.36
DAMIANO ELLEN	John F. Kennedy International Airport	2,600.00
DE OLIVEIRA ED/NJ MANUF	Off Property	556.85
DORZIOTIS ILIAS	Lincoln Tunnel	645.23
GEROULD RAY/PRUDENTIAL ASO	George Washington Bridge	940.18
GLASER KATHRYN	Off Property	16,000.00
GLASSER DAVID	Off Property	16,000.00
GRECO SCOTT	Off Property	3,650.00
GROSS CAROL H	Lincoln Tunnel	674.26
HERNANDEZ RAUL/PENN NAT	George Washington Bridge	288.32
HUTTNER RICHARD/AMICA MUT	John F. Kennedy International Airport	790.85
KNUTOWICZ JOHN F	Off Property	169.76
MDA A/S/O PELAEZ HORACIO	Newark International Airport	1,891.51
MONROIG ELBA	John F. Kennedy International Airport	1,500.00
MUNOZ JOHNNY A	Off Property	900.00
OH SOON H	LaGuardia Airport	877.08
ROBSAM INC	Newark International Airport	1,976.04
ROMANCHUK ANTHONY	George Washington Bridge	1,370.94
ROSA OSCAR JR	Lincoln Tunnel	576.66
SINGH JASWANT	LaGuardia Airport	4,376.98
WEISNER ROSE	Off Property	225.00
LAWRENCE LESLIE	John F. Kennedy International Airport	17,500.00
PEASE MARK E	George Washington Bridge	7,500.00
PIRGIOTIS ALEXANDROS	Bus Terminal	27,000.00
COPENHAVER SCOTT	Newark International Airport	410.33
MANCUSO RICHARD	John F. Kennedy International Airport	212.73
PAUL MICHAEL'S CAR CONNEC	Bayonne Bridge	1,564.92
YUM NICHOLAS	John F. Kennedy International Airport	460.06
ALCIN RALPH	John F. Kennedy International Airport	395.00
GOLETZ PETER	Newark International Airport	100.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
INGRAM ROSE	John F. Kennedy International Airport	\$ 675.00
STRIPPOLI LOUIS J	John F. Kennedy International Airport	45,000.00
FRANCE CHERYL	Newark International Airport	134.24
RAL CORP	John F. Kennedy International Airport	32,500.00
STRAUSS PAPER CO	World Trade Center	50,000.00
CHEMO CAROLE	World Trade Center	7,000.00
FOSTER ROBERT	LaGuardia Airport	12,500.00
HEYWOOD HUGH	Bus Terminal	5,000.00
MASON IRAE	John F. Kennedy International Airport	75,000.00
ABBOTT AGNES	World Trade Center	1,500.00
GEE SUZY	World Trade Center	1,100.00
SUERO ANA	John F. Kennedy International Airport	1,000.00
AZZOLINI CHRISTINE	John F. Kennedy International Airport	72.53
BARONE ANTHONY	Outerbridge Crossing	475.90
CAPRIO GIANFRANCO	Newark International Airport	738.61
CIEZAK EDWARD	Bus Terminal	322.37
CIPRICH RANDY	Goethals Bridge	500.00
COLLOCA JOHN	George Washington Bridge	340.00
DAVIS-AGNEW RITA M	George Washington Bridge	544.12
DE LUCE STEPHEN	John F. Kennedy International Airport	48.71
DELGIUDICE DINA	World Trade Center	1,918.02
DE MASCIO CHRISTINE	George Washington Bridge	383.84
DONOHUE FRANCES A	Newark International Airport	246.00
DURANT ROBERT J	Lincoln Tunnel	102.18
EMBRY EMMET	George Washington Bridge	719.77
FAIR GEORGE B	Holland Tunnel	1,036.25
FAIRCHILD LOUIS H	George Washington Bridge	194.85
FRANCAVILLA RICHARD	Outerbridge Crossing	54.12
GERSTEIN DAVID I	Holland Tunnel	500.00
HANLEY JOHN	Off Property	11,500.00
LAM SHIRLEY	George Washington Bridge	150.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (Cont)

NAME	FACILITY	AMOUNT PAID
LITT IRVING	George Washington Bridge	\$ 300.00
LONG DECLAN	Bus Terminal	358.00
MILLER PETER	LaGuardia Airport	413.00
NOBLE LISA	LaGuardia Airport	888.06
PIETROWSKI KENNETH	John F. Kennedy International Airport	378.67
RED & TAN TOURS INC	Newark International Airport	893.75
ROBERTS MICHAEL	John F. Kennedy International Airport	414.22
SEBEK ANEZKA/AMICA ASO	Passenger Ship Terminal	779.81
SKOBELEU VYACHESLAU	John F. Kennedy International Airport	211.08
SMITH MICHAEL	George Washington Bridge	1,014.42
SPOLIDORA JOHN	LaGuardia Airport	495.03
SCHIAVONE CHASE CORP	Port Newark	37,023.10
TOWN & COUNTRY LIVERY	John F. Kennedy International Airport	270.00
TURKOVIC NICHOLAS	Goethals Bridge	348.50
WACHULEC JAN	Holland Tunnel	10,000.00
WAXMAN ROBERT	George Washington Bridge	953.74
MARIN FANNY	Newark International Airport	5,000.00
SOSKIN MYRIAM	John F. Kennedy International Airport	25,000.00
HINKLE JEFF	Newark International Airport	48,300.00
SCHNEIDER JULIUS	George Washington Bridge	150,000.00
FREDRICKS FLORENCE	Passenger Ship Terminal	25,000.00
MARTINEZ FELISA	LaGuardia Airport	8,500.00
AHN JUN H	Newark International Airport	68.00
BILAL EVELYN M	Newark International Airport	175.22
CARR RICHARD	Newark International Airport	167.71
COUNTRY PLAZA LIMO	Newark International Airport	110.98
GUZZO ANTHONY	Newark International Airport	64.95
IRVINE DAVID	Newark International Airport	32.44
JAFFARI ALI	Newark International Airport	93.49
RAMSDALE ROBERT L	Newark International Airport	80.09
ROSENZVEIG J L	Newark International Airport	72.93
	TOTAL	\$ 683,083.63

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, June 26, 1997

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**MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, June 26, 1997,
at One World Trade Center, City, County and State of New York.**

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. John J. Haley, Jr.
 Hon. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Madelon DeVoe Talley

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 Bruce D. Bohlen, Treasurer
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Robert J. Kelly, Director, Aviation
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Edward L. Jackson, Assistant Comptroller
 Gita Kalra, Attorney, Law
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Michael Nestor, Assistant Inspector General
 Allen M. Morrison, Supervisor, Media Relations, Office of Corporate Communications
 Fred V. Morrone, Director, Public Safety
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Michael J. Rienzi, Director, Procurement
 Douglas L. Smith, Manager, Business Planning, Budget
 Jeffrey A. Stein, Executive Assistant to the Chairman
 Joseph A. Tobia, Manager, Corporate Budget and Reporting, Budget
 Robert E. Van Etten, Inspector General
 Angela Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary, Office of Corporate Communications
 Peter Yunis, Executive Assistant to the Chairman
 Margaret R. Zoch, Director, Budget

(Board - 6/26/97)

The public meeting was called to order by Chairman Eisenberg at 3:36 p.m. and ended at 3:43 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of May 29, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on June 26, 1997, which included a discussion of contract matters, and the report was received.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed in public session at its meeting on June 26, 1997, which included a discussion of a project authorization for the protection and preservation of the runway deck at LaGuardia Airport. Following the public session, the Committee met in executive session to discuss 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 Finance

The Committee on Finance reported, for information, on action taken in executive session at its meeting on May 29, 1997, and the report was received.

1997 BUDGET

The 1997 Budget for The Port Authority of New York and New Jersey, including the anticipated expenditures of subsidiary corporations, provides for capital and operating expenditures necessary to achieve the Port Authority's goals and objectives, and to support the capital program endorsed by the Governors of New York and New Jersey.

The Commissioners have set forth a revised Port Authority mission: to identify and meet the critical transportation infrastructure needs of the bistate region's businesses, residents and visitors by providing the highest quality, most efficient transportation and port commerce facilities and services that move people and goods within the region, provide access to the rest of the nation and to the world, and strengthen the economic competitiveness of the New York-New Jersey metropolitan region.

This mission is supported by goals and objectives that include: improving service quality, implementing new technologies, maintaining and enhancing infrastructure, improving management and delivery of capital programs, increasing agency cost effectiveness, enhancing safety and security, promoting entrepreneurial initiatives, pursuing improvements in regional mobility, and advancing regional economic competitiveness.

The Budget serves as a financial planning tool which outlines the estimated expenditures for fulfilling these objectives through programs already authorized or to be considered by the Board.

The 1997 Budget, as reflected in the financial plan previously presented to the Commissioners (not reflective of experience thus far in 1997), totals approximately \$2.9 billion. It consists of approximately \$1 billion in gross capital expenditures, \$1.4 billion of operating expenses, \$429 million of debt service charged to operations, and \$39 million of other expenditures, mostly related to future years.

The 1997 Budget reflects a number of cost reduction and productivity measures implemented during the Budget year. It also incorporates continued management delayering and process streamlining measures following the most significant restructuring effort in the agency's history. These steps will serve to maintain the financial capacity needed to achieve the Port Authority's capital and operational objectives. At the same time, the 1997 Budget provides for customer service improvements affecting aviation, tunnel, bridge, terminal, PATH, port commerce and world trade facilities.

1997 capital expenditures will be devoted primarily to projects related to the Port Authority's facilities. The Capital Plan for the 1997-2001 period supports the agency's mission and contributes to achieving the agency's goals and objectives. Significant projects include implementation of electronic toll collection; runways, taxiways, access and terminal improvements at the airports; dredging and port development projects; ventilation and infrastructure improvements on PATH; and circulation and additional security improvements at The World Trade Center.

The Executive Director would be authorized to take action with respect to the retention of professional, technical, or advisory services; contracts for maintenance and services, construction, commodities (materials, equipment, and supplies) purchases; the purchase of insurance; the settlement of employee and patron claims; and other actions including classification range and procedural adjustments, all as provided for in the Budget and in accordance with appropriate procedures filed with the Committees of the Board. The 1997 Budget includes, in addition to amounts otherwise authorized from time to time, \$187 million for professional, technical, or advisory services; \$385 million for maintenance and services contracts; \$692 million for construction contracts; and \$73 million for commodities (material, equipment, and supplies) purchases.

A provision of \$500,000 is also included to reimburse the States of New York and New Jersey for expenses incurred by both States, including staff costs, in reviewing the Port Authority's annual Budget and any amendments thereto.

Circumstances arose during the year 1996 which were not foreseeable or determinable on December 14, 1995, when the Board adopted the 1996 Budget that have affected the 1996 Budget. Together with all other expenditures for the Port Authority and its subsidiary corporations for the year 1996, actual expenditures exceeded the total amount set forth in the 1996 Budget by \$110 million.

In connection with the effectuation of portions of the Port Authority's capital program from time to time and consistent with the 1997 Budget and capital program projections, it is desirable to establish a maximum amount for 1997 in connection with the Executive Director's authority to apply monies in the Consolidated Bond Reserve Fund to the Capital Fund, subject to statutory, contractual, and other commitments and financial policies of the Port Authority, of up to \$350 million (after reimbursements for temporary applications) in addition to other capital funds carried into 1997 and the proceeds of Port Authority obligations to be issued.

The Executive Director's authority, pending final adoption and approval of the annual Budget, to make operating expenditures and undertake contractual commitments for continuing operations and services as contained in the financial plan presented to the Commissioners would also be confirmed.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that the 1997 Budget of The Port Authority of New York and New Jersey as set forth below be and the same hereby is approved and adopted, including authority for the Executive Director to (a) take action, in accordance with appropriate procedures, with respect to the retention of professional, technical, or advisory services, contracts for maintenance and services, construction, and commodity purchases, purchase of insurance, settlement of claims, and other actions including classification,

range, and procedural adjustments as well as renewal, extension, amendment, or modification of an existing authorization on terms and conditions at least as favorable to the Port Authority and under with the Port Authority will incur no additional expenditures or obligations; and (b) pending final adoption of the annual Budget, make operating expenditures and undertake contractual commitments for continuing operations and services:

THE PORT AUTHORITY OF NEW YORK & NEW JERSEY
including subsidiary corporations

1997 BUDGET

(In Thousands)

Item	Total Expenditures	Personal Services	Materials & Services
Audit Department	\$8,488	\$7,105	\$1,383
Aviation Department	319,416	78,392	241,024
Budget Department	4,132	2,592	1,540
Business / Job Opportunity	3,050	1,770	1,280
Chief Administrative Officer	449	382	67
Chief Financial Officer	6,792	737	6,055
Chief Operating Officer	603	508	95
Chief Technology Officer	486	416	70
Comptroller's Department	30,547	14,199	16,348
Corporate Communications	11,081	9,239	1,842 *
Corporate Policy & Planning	5,244	2,944	2,300
Dining Services	7,711	2,856	4,855
Engineering Department	190,375	65,419	124,956
Construction Contracts	374,213		374,213
Executive Offices	4,706	2,615	2,091
Facility Construction Support	24,993	17,972	7,021
Ferry Transportation Services	4,566	797	3,769
TransitCenter	4,127	896	3,231
Government & Community Relations	3,115	1,544	1,571
Human Resources Department	9,105	4,196	4,909
Information Services Department	5,072	15,392	(10,320) *
Labor Relations	2,801	1,810	991
Law Department	21,324	14,205	7,119
Medical Services	3,893	2,167	1,726
Office of the Inspector General	1,125	738	387
PATH	140,350	100,241	40,109
Port Commerce Department	152,290	20,811	131,479
Priority Capital Projects	1,455	713	742
Procurement	22,293	19,643	2,650 *
Public Safety Department	176,438	156,469	19,969
Real Estate	30,203	5,863	24,340
Treasury Department	16,454	8,087	8,367
Tunnels, Bridges & Terminals	122,099	81,670	40,429
Transcom	10,274	1,693	8,581
World Trade Department	175,415	15,415	160,000
Other			
Airport Access Program (PFCs)	121,000	2,909	118,091
Amounts in Connection with Operating Asset Financings	33,911		33,911
Bad Debts	3,000		3,000
Debt Service	493,741		493,741
Bi-State Dredging Program	70,500		70,500
Insurance	71,217		71,217
Municipal Rents and Amounts In Lieu of Taxes	80,337		80,337
Regional Development Facility (Bank I)	5,724		5,724
Regional Economic Development Program (Bank III)	52,592		52,592
Special Project Bond Debt Service	77,732		77,732
Total Port Authority Budget	<u>\$2,904,439</u>	<u>\$662,405</u>	<u>\$2,242,034</u>

* Net after charges to other departments.

RESOLVED, that revisions to the Budget for the year 1996 be and the same hereby are approved:

THE PORT AUTHORITY OF NY & NJ
Including subsidiary corporations
1996 BUDGET VS 1996 ACTUAL
(Thousands of Dollars)

	<u>1996 BUDGET</u>	<u>1996 ACTUAL</u>	<u>CHANGE</u>
Capital Expenditures	\$ 602,780	\$ 575,104	(\$ 27,676)
Debt Service Charged to Capital	74,550	64,239	(10,311)
Total Capital	677,330	639,343	(37,987)
Operating Expenses	1,481,779	1,516,768	34,989
Debt Service Charged to Operations	365,369	481,210	115,841
Amounts in Connection with Financing Operating Assets	33,208	33,126	(82)
Deferred Expenses and Expenditures Supported by Non-operating Revenues	32,282	29,537	(2,745)
Total Operating	1,912,638	2,060,641	148,003
Total Port Authority Budget	\$ 2,589,968	\$ 2,699,984	\$ 110,016

and it is further

RESOLVED, that, based upon a requisition of the Governor of the State of New York or the Governor of the State of New Jersey, or the duly authorized designee of each, the Port Authority shall pay to the State of New York or the State of New Jersey, or both, upon receipt of an appropriate expenditure plan from said State, an amount not in excess of \$250,000 to each said State to reimburse said State or States for expenses incurred by said State or States, including staff costs, in reviewing the annual Budget of the Port Authority and any amendments thereto; and it is further

RESOLVED, that the provision by the Executive Director of portions of the Port Authority's capital program from time to time, consistent with the 1997 Budget and capital program projections (including the continuing application of the Capital Fund on a temporary basis, subject to reimbursements), by application of monies in the Consolidated Bond Reserve Fund, including investment earnings attributable to the General Reserve Fund not required for the maintenance of that Fund, to the Capital Fund for capital expenditures for the year 1997 in connection with the Port Authority's facilities shall not, subject to statutory, contractual, and other commitments and financial policies of the Port Authority, exceed \$350 million (after any such reimbursements and in addition to other capital funds carried into 1997 and the proceeds of obligations to be issued).

JOHN F. KENNEDY INTERNATIONAL AIRPORT - WATER SUPPLY SYSTEM IMPROVEMENTS - PROJECT AUTHORIZATION AND AWARD OF CONTRACTS

The water supply distribution system for John F. Kennedy International Airport (JFK) is presently supplied by connections to three New York City (NYC) water mains. A greater potential for high water consumption in the airport's low pressure zone has been brought about by the increased demand of the new cogeneration power plant and other airport tenants. This, coupled with high NYC summer demands, may create a drop in the water pressure at JFK. This situation could also impact the available supply to the high pressure Fire Pump Station which supplies the high pressure zone. Future terminal, hangar and air cargo growth will further burden the low pressure water system.

The construction of two booster pump stations will increase system pressure and supply from NYC's water distribution system to the airport. The installation of an 800,000 gallon storage tank adjacent to the high pressure Fire Pump Station will increase the available back-up water supply for the high pressure system thus expanding hangar fire protection systems for use in the event of an emergency.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that a project to construct two booster pump stations and a water storage tank at John F. Kennedy International Airport at a total estimated project cost of \$11.1 million including administrative, engineering and financing expenses, payments to contractors and allowances for extra work (if necessary), net cost work and a project contingency (if necessary) be, and the same is, hereby 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 (a) award Contracts JFK-134.110 - "High Pressure Water Supply System - Storage Tank" and JFK-134.111-"Low Pressure Water Pump Stations" to the lowest bidder who is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable, reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more contractors and (b) take such action with respect to award of purchase and construction contracts and agreements for professional and advisory services for the foregoing project as he deems in the best interest of the Port Authority including, without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more contractors; and (c) execute contracts and supplemental agreements with such bidders or contractors as he deems in the

best interests 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 it is further

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

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - LEASE AGREEMENT WITH
LEFFERTS OIL TERMINAL, INC. FOR THE OPERATION OF AN OIL
DEPOT**

It was recommended that the Board authorize the Executive Director for and on behalf of the Port Authority to enter into a lease agreement with Lefferts Oil Terminal, Inc. (Lefferts) for a term of approximately seven and one-half years, commencing on or about July 1, 1997, to operate an existing oil depot at Building No. 140 at John F. Kennedy International Airport.

Lefferts will pay an annual fixed rental throughout the term of the Lease and will assume all responsibility for operation and maintenance of the premises. Lefferts will assume full responsibility for environmental contamination above that which is identified in a baseline survey.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 Lefferts Oil Terminal, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 6/26/97)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - AIR EXPRESS
INTERNATIONAL CORPORATION - AMENDMENT TO PRIOR
AUTHORIZATION FOR LEASE OF BUILDINGS NO. 88 AND 89**

It was recommended that the Board amend a resolution dated July 11, 1996 in which the Executive Director was authorized to enter into an agreement of lease with Air Express International Corporation (AEI) covering a site of approximately 7.2 acres at John F. Kennedy International Airport, upon which AEI will construct a new air cargo facility consisting of approximately 90,000 square feet.

AEI will continue to be obligated to design, construct, operate, maintain and repair the new air cargo facility, however, the Port Authority will have the option to remove and dispose of all asbestos material at the site or reimburse AEI for the costs associated with the removal and disposal work at an estimated cost of approximately \$400,000.

The lease will now be for a term of approximately eighteen years commencing upon the execution of the agreement and expiring on December 30, 2015, which would be subject to extension up to July 31, 2024 in the event of the extension of the Airport Lease with the City of New York.

AEI shall have the right under certain circumstances to terminate the agreement after December 30, 2015 in which event the Port Authority would be obligated to reimburse AEI for the unamortized portion of its initial investment in the premises to the extent that such initial investment does not exceed \$19 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 of lease with Air Express International Corporation at John F. Kennedy International Airport and such other agreements as may be appropriate in connection therewith, substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

LAGUARDIA AIRPORT - RUNWAY DECK PROTECTION AND PRESERVATION PROJECT - PLANNING AUTHORIZATION

LaGuardia Airport (LGA) utilizes two intersecting runways for arrivals and departures. As part of a major expansion program undertaken by the Port Authority in 1964 and 1965, these two runways were extended outward into Rikers Island Channel and Flushing Bay. The 4-22 extension is 1,800 feet long and the 13-31 extension is 1,000 feet long. Both runways are 150 feet wide. The deck structure used large individual panels separated by expansion joints. Each panel consists of precast, prestressed concrete longitudinal girders spaced each 25 or 30 feet. The total area of the structural deck is two million square feet.

The expected useful life of marine structures is generally accepted to be twenty to thirty years. The thirty year old runway deck is exhibiting normal signs of deterioration. Deck maintenance and rehabilitation has been budgeted and paid through each year's approved Capital Plan on a contract by contract basis. These programs include: the rehabilitation of deck expansion joint plates; rehabilitation and repairs to the concrete decking; repair and modification of pile caps, girders and other structural deck elements; installation and maintenance of protective wrapping and cathodic protection on the support pilings; and the repair of the bulkhead and resupport of the runway deck approach slabs. However, without any additional measures taken, deterioration is anticipated to continue at an accelerating rate, requiring significant expenditures in future years.

The current construction cost estimate to extend the life of the runway deck over the next twenty years, is \$390 million in 1997 dollars. This includes \$42 million in the current five year Capital Plan. The intent of the proposed protection and preservation project would be to reduce the cost of the twenty year projection and to ensure that the integrity of the deck is maintained beyond the twenty year horizon. This project would develop the means to inhibit the deterioration of the deck structure, while maintaining the deck capacity in the future. Replacement of the deck in-kind has been studied and its cost would be prohibitive and would necessitate the closing of the airport.

Planning activities will consist of two phases which are expected to be completed in approximately one year. Phase I is primarily designed to provide the engineers with data of the symptoms and the extent to which the deterioration has progressed. Phase II will be to use the data to match the symptoms to cost-effective protection systems. Phase I will include a static load test on a substantial area of deck, hammer tests on the deck to determine delaminated areas, half-cell tests to determine corrosion potential, and linear polarization tests on girders and pile caps. Phase II will include evaluation, through design development, of alternative systems to inhibit further deterioration such that expected future expenditures will be reduced, in response to the results of the tests conducted in Phase I. A final report will be prepared and, if appropriate, project authorization would then be sought from the Board.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley voting in favor; none against:

RESOLVED, that funding for the development of a methodology for a project to protect and preserve the runway deck at LaGuardia Airport at an estimated cost of \$2.8 million be and the same is hereby 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 such actions with respect to the award of contracts and the execution of agreements for professional and technical services related to planning activities for the foregoing project as he deems in the best interest of the Port Authority; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

**SETTLEMENT OF CLAIM - AROXY K. PARIGIAN v. THE PORT AUTHORITY OF
NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle the pending claim brought by Aroxy K. Parigian by paying to her and her attorney the sum of \$150,000. In return, the Port Authority will receive a General Release and Stipulation of Dismissal of this action with prejudice.

Plaintiff Aroxy K. Parigian brought this action to recover for injuries she sustained as a result of a slip-and-fall accident which occurred on February 12, 1994 at Newark International Airport.

The plaintiff alleged and it was confirmed that the Port Authority was responsible for the maintenance of the area and that the place where she fell was covered with a thin coating of ice that was difficult to detect. The 70-year-old plaintiff received emergency treatment at Elizabeth General Medical Center following the incident and thereafter came under the care of an orthopedic specialist who performed surgery on the plaintiff's knee. Two-thirds of the plaintiff's kneecap was removed. Continuing problems with her leg resulting from this incident led to her falling again and fracturing her right wrist and right ankle.

The plaintiff incurred medical expenses of approximately \$15,000.00 for the treatment of her injuries and she alleges that her resulting disability has dramatically diminished the quality of her life. There was no claim for lost wages or other income.

It was likely that were the matter tried to a conclusion before a jury, the verdict would exceed the amount of the proposed settlement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 Aroxy K. Parigian v. The Port Authority of New York and New Jersey, by paying \$150,000 to the plaintiffs and their attorney in return for a General Release and Stipulation of Dismissal of this action with prejudice.

**SETTLEMENT OF CLAIM - MICHAEL IMPARATO V. THE PORT AUTHORITY OF
NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle the pending claim brought by Michael Imparato by paying to him and his attorney the sum of \$320,000. In return, the Port Authority will receive a General Release and Stipulation of Discontinuance, with prejudice, and plaintiff agrees to hold the Port Authority harmless and indemnify it for a workers' compensation lien of approximately \$79,000.

Plaintiff, a security guard for Security Link, Incorporated, a security company at John F. Kennedy International Airport, brought this action to recover for a herniated disc to his lower back requiring surgery, which resulted from an accident that occurred on September 9, 1991, when a chair, provided by the Port Authority, unexpectedly broke and collapsed. Despite the surgery, plaintiff's condition did not improve.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 Michael Imparato v. The Port Authority of New York and New Jersey, by paying \$320,000 to plaintiff and his attorney in return for a General Release and Stipulation of Discontinuance with prejudice and representation by plaintiff that he agrees to hold the Port Authority harmless and indemnify it for a workers' compensation lien of approximately \$79,000.

SETTLEMENT OF CLAIM - KEVIN NEELY v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to settle the pending claim brought by Kevin Neely by paying to him and his attorney the sum of \$350,000. In return the Port Authority will receive a General Release and Stipulation of Discontinuance with prejudice.

Plaintiff, an employee of Shearson Lehman Company, brought this action to recover for injuries to his back and shoulder allegedly sustained on December 19, 1988, when Mr. Neely tripped and fell on a raised floor tile on the B-4 level of Two World Trade Center. As a result of the fall, he herniated a disc in the lower back and exacerbated a pre-existing disc herniation, which required surgery. Despite the surgery and physical therapy, plaintiff's condition has deteriorated and further surgery will be necessary.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 Kevin Neely v. The Port Authority of New York and New Jersey by paying the sum of \$350,000 to plaintiff and his attorney, in return for a General Release and Stipulation of Discontinuance with prejudice.

SETTLEMENT OF CONSOLIDATED CLAIMS - MICHAEL WILLIAMS, JUNEANN LEACOCK AND JOYCE LEACOCK v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY et al.

It was recommended that the Board authorize General Counsel to settle the pending consolidated claims brought by Michael Williams, Juneann Leacock and Joyce Leacock by paying them and their attorneys the combined amount of \$240,000, inclusive of attorneys' fees, interest costs and disbursements in return for a General Release and Stipulation of Discontinuance with prejudice from each plaintiff.

Plaintiffs were the operator and passengers in a motor vehicle which was struck in the rear by a Port Authority vehicle operated by a Port Authority employee. The use of the Port Authority vehicle was unauthorized and the employee was suspended for two days. Plaintiffs' vehicle was a total loss and the plaintiffs suffered the following injuries: Michael Williams, loss of consciousness, two disc herniations, as well as an additional two bulging discs. He also claimed hearing loss, kidney trauma and the possibility of knee surgery in the future. Juneanne Leacock suffered loss of consciousness, disc herniation, concussion of the brain and severe post concussion syndrome. Joyce Leacock complained of loss of consciousness, concussion, post concussion syndrome and cervical and lumbo-sacral strain and sprain. The settlement will compensate Michael Williams the sum of \$100,000, Juneann Leacock, the sum of \$110,000 and Joyce Leacock, the sum of \$30,000 for the total sum of \$240,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Talley 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 combined civil actions brought by Michael Williams, Juneann Leacock and Joyce Leacock by paying the total sum of \$240,000 to plaintiffs and their attorneys in return for a General Release and Stipulation of Discontinuance, with prejudice; the settlement amount to be paid as follows: to Michael Williams, \$100,000; to Juneann Leacock, \$110,000; and to Joyce Leacock, \$30,000.

CONFIDENTIAL ITEMS

These three items shall not be available for public inspection until otherwise agreed to by the parties involved.

(Board - 6/26/97)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period April 1, 1997 through April 30, 1997.

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>
04/04/97	<u>\$ 220,000</u>	Cons. 31	4.000%	03/01/02	99.00	1997	6.490%	4.227%	<u>\$ 217,800.00</u>	Barr Brothers
	<u>\$ 220,000</u>								<u>\$ 217,800.00</u>	

(Board - 6/26/97)

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>
04/01/97	\$ 25,000,000	GECC CP	--	04/14/97	99.80	5.540%	5.628%	\$ 24,949,986.10	General Electric Capital
04/02/97	5,000,000	US T-NOTE	6.625%	03/31/02	99.47	--	6.752	4,973,437.50	Fuji Securities
04/02/97	5,000,000	US T-NOTE	6.625	03/31/02	99.47	--	6.752	4,973,437.50	Daiwa Securities America
04/02/97	10,000,000	US T-NOTE	6.250	03/31/99	99.73	--	6.398	9,972,656.25	PaineWebber
04/02/97	35,000,000	US T-BILL	--	05/08/97	99.49	5.120	5.218	34,820,800.00	Nikko Securities Co Intl*
04/03/97	15,000,000	US T-BILL	--	04/02/98	94.33	5.610	5.942	14,149,150.01	Paribas
04/04/97	15,000,000	USTBILL(108S)	--	04/22/97	99.73	5.400	5.490	14,959,500.00	PaineWebber
04/04/97	35,000,000	US T-BILL	--	04/22/97	99.73	5.410	5.500	34,905,325.00	Paribas*
04/07/97	5,000,000	US T-NOTE	6.625	03/31/02	99.41	--	6.767	4,970,312.50	Fuji Securities
04/07/97	5,000,000	US T-NOTE	6.625	03/31/02	99.46	--	6.754	4,973,046.88	Goldman, Sachs & Co
04/07/97	25,000,000	GECC CP	--	04/28/97	99.68	5.510	5.605	24,919,645.83	General Electric Capital

(Board - 6/26/97)

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>
04/08/97	\$ 6,000,000	FMCDN	--	05/13/97	99.47	5.420%	5.524%	\$ 5,968,383.34	PaineWebber
04/10/97	6,000,000	FMCDN	--	05/30/97	99.25	5.420	5.537	5,954,833.33	PaineWebber
04/11/97	5,000,000	US T-NOTE	6.625%	03/31/02	99.38	--	6.774	4,968,750.00	Goldman, Sachs & Co
04/11/97	10,000,000	US T-NOTE	6.250	03/31/99	99.66	--	6.437	9,965,625.00	Sanwa-BGK Securities
04/14/97	5,000,000	US T-NOTE	5.875	11/30/01	96.20	--	6.843	4,810,156.25	PaineWebber
04/14/97	5,000,000	US T-NOTE	6.250	02/28/02	97.52	--	6.855	4,875,781.25	Prudential Securities
04/14/97	5,000,000	US T-NOTE	6.625	03/31/02	99.13	--	6.835	4,956,250.00	Paribas
04/14/97	10,000,000	US T-BILL	--	04/02/98	94.43	5.685	6.017	9,442,554.17	Daiwa Securities America
04/14/97	25,000,000	GECC CP	--	05/01/97	99.74	5.460	5.550	24,935,541.68	General Electric Capital
04/15/97	20,000,000	FMCDN	--	05/15/97	99.55	5.410	5.510	19,909,833.34	Goldman, Sachs & Co
04/21/97	13,000,000	FNDN	--	05/15/97	99.64	5.340	5.434	12,953,720.00	Morgan Stanley & Co
04/25/97	5,000,000	US T-NOTE	6.625	03/31/02	99.19	--	6.820	4,959,375.00	Nesbitt Burns
04/28/97	10,000,000	US T-NOTE	6.250	03/31/99	99.55	--	6.501	9,954,687.50	Goldman, Sachs & Co

(Board - 6/26/97)

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>
04/28/97	\$ 15,000,000	US T-NOTE	5.875%	07/31/97	100.09	--	5.432%	\$ 15,014,062.50	Paribas*
04/28/97	25,000,000	GECC CP	--	05/13/97	99.77	5.470%	5.559	24,943,020.83	General Electric Capital
04/29/97	5,000,000	US T-NOTE	6.625	03/31/02	99.08	--	6.847	4,953,906.25	PaineWebber
04/29/97	5,000,000	FNDN	--	06/09/97	99.38	5.420	5.529	4,969,136.11	Prudential Securities
04/29/97	10,000,000	US T-NOTE	5.625	11/30/98	98.82	--	6.414	9,882,031.25	First Chicago Capital Mkt
04/30/97	5,000,000	US T-NOTE	6.625	04/30/02	99.40	--	6.769	4,969,921.88	Nikko Securities Co Intl
04/30/97	10,000,000	US T-BILL	--	09/11/97	98.03	5.280	5.461	9,803,466.67	Goldman, Sachs & Co
04/30/97	10,000,000	US T-NOTE	6.375	04/30/99	99.78	--	6.493	9,978,125.00	Paribas
04/30/97	<u>35,000,000</u>	US T-BILL	--	07/24/97	98.79	5.143	5.278	<u>34,575,029.51</u>	Dean Witter Reynolds*
	<u>\$ 425,000,000</u>							<u>\$ 421,311,488.43</u>	

BEY - Bond Equivalent Yield

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

(Board - 6/26/97)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
04/02/97	\$ 5,000,000	US T-NOTE	6.625%	03/31/02	99.58	--	6.726%	40.12 %	\$ 4,978,906.25	Fuji Securities
04/02/97	35,000,000	US T-BILL	--	05/01/97	99.59	5.050%	5.141	5.73	34,857,618.04	Nikko Securities Co Intl*
04/02/97	5,000,000	US T-NOTE	6.625	03/31/02	99.56	--	6.729	34.39	4,978,125.00	PaineWebber
04/02/97	25,000,000	US T-NOTE	5.625	06/30/97	100.06	--	5.292	5.10	25,015,625.00	PaineWebber
04/04/97	35,000,000	US T-BILL	--	05/08/97	99.52	5.085	5.181	5.82	34,831,912.50	Paribas*
04/08/97	5,000,000	US T-NOTE	6.625	03/31/02	99.57	--	6.727	46.72	4,978,515.63	Goldman, Sachs & Co
04/08/97	5,000,000	US T-NOTE	6.625	03/31/02	99.59	--	6.722	75.40	4,979,687.50	Nikko Securities Co Intl
04/16/97	10,000,000	US T-NOTE	6.625	03/31/02	99.47	--	6.752	41.69	9,946,875.00	Nikko Securities Co Intl
04/21/97	20,000,000	US T-NOTE	6.250	03/31/99	99.75	--	6.386	8.19	19,950,000.00	Nesbitt Burns
04/25/97	10,000,000	US T-NOTE	6.000	05/31/98	99.79	--	6.195	6.61	9,978,906.26	Goldman, Sachs & Co
04/28/97	15,000,000	US T-NOTE	5.500	07/31/97	100.02	--	5.368	5.74	15,002,343.75	Paribas*

(Board - 6/26/97)

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

Sale of Securities (Cont.)

<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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
04/29/97	\$ 5,000,000	US T-NOTE	6.625%	03/31/02	99.23	--	6.811%	54.40 %	\$ 4,961,328.13	Daiwa Securities America
04/29/97	5,000,000	US T-NOTE	6.625	03/31/02	99.23	--	6.809	10.92	4,961,718.75	Paribas
04/29/97	10,000,000	US T-NOTE	6.250	03/31/99	99.61	--	6.466	29.04	9,960,937.50	Sanwa-BGK Securities
04/30/97	35,000,000	US T-BILL	--	05/29/97	99.60	4.930%	5.018	5.76	34,861,001.40	Dean Witter Reynolds*
04/30/97	5,000,000	US T-NOTE	6.625	04/30/02	99.82	--	6.668	154.92	4,991,015.63	Nikko Securities Co Intl
04/30/97	<u>10,000,000</u>	US T-NOTE	6.375	04/30/99	100.02	--	6.367	85.73	<u>10,001,562.50</u>	Paribas
	<u>\$ 260,000,000</u>								<u>\$ 239,236,078.84</u>	

BEY - Bond Equivalent Yield

*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>
Citicorp Securities Mkts	04/01/97	04/02/97	\$ 5,090,000	5.500%	\$ 777.64
Citicorp Securities Mkts	04/01/97	04/02/97	11,725,000	5.500	1,791.32
Nikko Securities Co Intl	04/01/97	04/02/97	11,725,000	5.530	1,801.09
Yamaichi Intl (America)	04/01/97	04/02/97	11,987,000	5.550	1,848.00
Citicorp Securities Mkts	04/01/97	04/02/97	24,020,000	5.500	3,669.72
Yamaichi Intl (America)	04/01/97	04/02/97	28,013,000	5.550	4,318.67
Dean Witter Reynolds	04/01/97	04/03/97	29,940,000 *	5.500	9,148.33
Nikko Securities Co Intl	04/01/97	04/02/97	38,275,000	5.530	5,879.47
SBC Capital Markets, Inc.	04/01/97	04/02/97	40,000,000	5.500	6,111.11
Eastbridge Capital	04/01/97	04/02/97	50,000,000	5.530	7,680.56
Citicorp Securities Mkts	04/02/97	04/03/97	4,940,000	5.520	757.47

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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	04/02/97	04/03/97	\$ 13,906,000	5.520%	\$ 2,132.25
Citicorp Securities Mkts	04/02/97	04/03/97	21,000,000	5.520	3,220.00
Daiwa Securities America	04/02/97	04/03/97	21,996,000	5.520	3,372.72
Citicorp Securities Mkts	04/02/97	04/03/97	23,968,000	5.520	3,675.09
Fuji Securities	04/02/97	04/03/97	26,094,000	5.520	4,001.08
Daiwa Securities America	04/02/97	04/03/97	28,004,000	5.520	4,293.95
Eastbridge Capital	04/02/97	04/03/97	40,598,000	5.520	6,225.03
SBC Capital Markets, Inc.	04/02/97	04/03/97	50,000,000	5.520	7,666.67
Citicorp Securities Mkts	04/03/97	04/04/97	3,882,000	5.500	593.08
Nikko Securities Co Intl	04/03/97	04/04/97	7,599,000	5.500	1,160.96
Yamaichi Intl (America)	04/03/97	04/04/97	13,589,000	5.500	2,076.10
Citicorp Securities Mkts	04/03/97	04/04/97	21,560,000	5.500	3,293.89

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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>
Citicorp Securities Mkts	04/03/97	04/04/97	\$ 23,966,000	5.500%	\$ 3,661.47
Daiwa Securities America	04/03/97	04/04/97	24,861,000	5.500	3,798.21
Daiwa Securities America	04/03/97	04/04/97	25,139,000	5.500	3,840.68
Yamaichi Intl (America)	04/03/97	04/04/97	26,411,000	5.500	4,035.01
Nomura Securities Intl	04/03/97	04/04/97	40,000,000	5.500	6,111.11
Nikko Securities Co Intl	04/03/97	04/04/97	42,401,000	5.500	6,477.93
Eastbridge Capital	04/04/97	04/07/97	1,325,000	5.330	588.52
Yamaichi Intl (America)	04/04/97	04/07/97	3,632,000	5.350	1,619.27
Yamaichi Intl (America)	04/04/97	04/07/97	7,887,000	5.350	3,516.29
Yamaichi Intl (America)	04/04/97	04/07/97	14,902,000	5.350	6,643.81
Yamaichi Intl (America)	04/04/97	04/07/97	17,798,000	5.350	7,934.94
Nikko Securities Co Intl	04/04/97	04/07/97	20,000,000	5.320	8,866.67

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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>
Daiwa Securities America	04/04/97	04/07/97	\$ 23,306,000	5.320%	\$ 10,332.33
Daiwa Securities America	04/04/97	04/07/97	25,704,000	5.320	11,395.44
Nomura Securities Intl	04/04/97	04/07/97	40,000,000	5.340	17,800.00
Eastbridge Capital	04/04/97	04/07/97	48,675,000	5.330	21,619.81
Citicorp Securities Mkts	04/07/97	04/08/97	5,000,000	5.400	750.00
Citicorp Securities Mkts	04/07/97	04/08/97	10,000,000	5.400	1,500.00
Daiwa Securities America	04/07/97	04/08/97	18,690,000	5.400	2,803.50
Eastbridge Capital	04/07/97	04/08/97	22,770,000	5.400	3,415.50
Yamaichi Intl (America)	04/07/97	04/08/97	23,590,000	5.420	3,551.61
Eastbridge Capital	04/07/97	04/08/97	24,723,000	5.400	3,708.45
Citicorp Securities Mkts	04/07/97	04/08/97	25,000,000	5.400	3,750.00
Yamaichi Intl (America)	04/07/97	04/08/97	26,410,000	5.420	3,976.17

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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>
Daiwa Securities America	04/07/97	04/08/97	\$ 30,325,000	5.400%	\$ 4,548.75
Nomura Securities Intl	04/08/97	04/09/97	8,597,000	5.375	1,283.58
Daiwa Securities America	04/08/97	04/09/97	13,244,000	5.350	1,968.21
Yamaichi Intl (America)	04/08/97	04/09/97	13,778,000	5.380	2,059.05
Citicorp Securities Mkts	04/08/97	04/09/97	20,000,000	5.350	2,972.22
Daiwa Securities America	04/08/97	04/09/97	22,730,000	5.350	3,377.93
Dean Witter Reynolds	04/08/97	Open	23,725,000 *	Variable **	81,291.08 ***
Yamaichi Intl (America)	04/08/97	04/09/97	26,222,000	5.380	3,918.73
Lehman Brothers	04/08/97	Open	28,602,000 *	Variable **	97,516.93 ***
Nomura Securities Intl	04/08/97	04/09/97	41,403,000	5.375	6,181.70
Eastbridge Capital	04/08/97	04/09/97	48,900,000	5.375	7,301.04
Dean Witter Reynolds	04/09/97	Open	14,831,250 *	Variable **	48,613.54 ***

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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>
Daiwa Securities America	04/09/97	04/10/97	\$ 22,031,000	5.480%	\$ 3,353.61
Fuji Securities	04/09/97	04/10/97	22,715,000	5.480	3,457.73
Fuji Securities	04/09/97	04/10/97	23,090,000	5.480	3,514.81
Daiwa Securities America	04/09/97	04/10/97	24,846,000	5.480	3,782.11
Nikko Securities Co Intl	04/09/97	04/10/97	30,000,000	5.480	4,566.67
Nomura Securities Intl	04/09/97	04/10/97	31,000,000	5.480	4,718.89
Eastbridge Capital	04/09/97	04/10/97	50,000,000	5.500	7,638.89
Lehman Brothers	04/10/97	Open	19,775,000 *	Variable **	61,478.28 ***
Eastbridge Capital	04/10/97	04/11/97	22,530,000	5.340	3,341.95
Eastbridge Capital	04/10/97	04/11/97	23,094,000	5.340	3,425.61
Citicorp Securities Mkts	04/10/97	04/11/97	30,000,000	5.320	4,433.33
Yamaichi Intl (America)	04/10/97	04/11/97	31,000,000	5.340	4,598.33

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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 Intl	04/10/97	04/11/97	\$ 48,884,000	5.330%	\$ 7,237.55
Sanwa-BGK Securities	04/10/97	04/11/97	49,993,000	5.350	7,429.52
Yamaichi Intl (America)	04/11/97	04/14/97	9,129,000	5.320	4,047.19
Yamaichi Intl (America)	04/11/97	04/14/97	13,786,000	5.320	6,111.79
Daiwa Securities America	04/11/97	04/14/97	20,000,000	5.320	8,866.67
Yamaichi Intl (America)	04/11/97	04/14/97	21,766,000	5.320	9,649.59
Sanwa-BGK Securities	04/11/97	04/14/97	30,000,000	5.320	13,300.00
Nomura Securities Intl	04/11/97	04/14/97	48,664,000	5.320	21,574.37
Eastbridge Capital	04/11/97	04/14/97	50,000,000	5.330	22,208.33
Nomura Securities Intl	04/14/97	04/15/97	65,000	5.450	9.84
Yamaichi Intl (America)	04/14/97	04/15/97	10,872,000	5.490	1,657.98
Yamaichi Intl (America)	04/14/97	04/15/97	13,128,000	5.490	2,002.02

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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>
Sanwa-BGK Securities	04/14/97	04/15/97	\$ 21,158,000	5.450%	\$ 3,203.09
Sanwa-BGK Securities	04/14/97	04/15/97	22,925,000	5.450	3,470.59
Prudential Securities	04/14/97	04/15/97	30,000,000	5.450	4,541.67
Eastbridge Capital	04/14/97	04/15/97	48,476,000	5.450	7,338.73
Nomura Securities Intl	04/14/97	04/15/97	49,935,000	5.450	7,559.60
Nomura Securities Intl	04/15/97	04/16/97	20,579,000	5.560	3,178.31
Nomura Securities Intl	04/15/97	04/16/97	21,363,000	5.560	3,299.40
Eastbridge Capital	04/15/97	04/16/97	30,000,000	5.550	4,625.00
Daiwa Securities America	04/15/97	04/16/97	47,000,000	5.550	7,245.83
Prudential Securities	04/15/97	04/16/97	48,412,000	5.550	7,463.52
Daiwa Securities America	04/16/97	04/17/97	15,900,000	5.380	2,376.17
Eastbridge Capital	04/16/97	04/17/97	20,446,000	5.430	3,083.94

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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>
Eastbridge Capital	04/16/97	04/17/97	\$ 21,327,000	5.430%	\$ 3,216.82
Yamaichi Intl (America)	04/16/97	04/17/97	30,000,000	5.430	4,525.00
Fuji Securities	04/16/97	04/17/97	30,000,000	5.420	4,516.67
Daiwa Securities America	04/16/97	04/17/97	30,000,000	5.420	4,516.67
Prudential Securities	04/16/97	04/17/97	48,419,000	5.430	7,303.20
Nomura Securities Intl	04/17/97	04/18/97	800,000	5.360	119.11
Eastbridge Capital	04/17/97	04/18/97	20,000,000	5.350	2,972.22
Fuji Securities	04/17/97	04/18/97	20,290,000	5.350	3,015.32
Yamaichi Intl (America)	04/17/97	04/18/97	20,455,000	5.370	3,051.20
Eastbridge Capital	04/17/97	04/18/97	23,032,000	5.350	3,422.81
Fuji Securities	04/17/97	04/18/97	25,546,000	5.350	3,796.42
Yamaichi Intl (America)	04/17/97	04/18/97	29,545,000	5.370	4,407.13

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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>
Daiwa Securities America	04/17/97	04/18/97	\$ 30,000,000	5.320%	\$ 4,433.33
Nomura Securities Intl	04/17/97	04/18/97	49,200,000	5.360	7,325.33
Sanwa-BGK Securities	04/17/97	04/18/97	49,846,000	5.350	7,407.67
Nesbitt Burns	04/18/97	04/21/97	14,000,000	5.300	6,183.33
Eastbridge Capital	04/18/97	04/21/97	15,016,000	5.300	6,632.07
Fuji Securities	04/18/97	04/21/97	18,071,000	5.300	7,981.36
Sanwa-BGK Securities	04/18/97	04/21/97	23,023,000	5.300	10,168.49
Eastbridge Capital	04/18/97	04/21/97	23,023,000	5.300	10,168.49
Yamaichi Intl (America)	04/18/97	04/21/97	23,515,000	5.320	10,424.98
Daiwa Securities America	04/18/97	04/21/97	24,755,000	5.300	10,933.46
Nikko Securities Co Intl	04/18/97	04/25/97	24,843,750 *	5.300	25,582.16
Sanwa-BGK Securities	04/18/97	04/21/97	24,922,000	5.300	11,007.22

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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>
Daiwa Securities America	04/18/97	04/21/97	\$ 25,245,000	5.300%	\$ 11,149.88
Yamaichi Intl (America)	04/18/97	04/21/97	26,485,000	5.320	11,741.68
Fuji Securities	04/18/97	04/21/97	31,929,000	5.300	14,101.98
Prudential Securities	04/18/97	04/21/97	50,000,000	5.300	22,083.33
Nomura Securities Intl	04/21/97	04/22/97	985,000	5.380	147.20
Sanwa-BGK Securities	04/21/97	04/22/97	14,876,000	5.380	2,223.14
Fuji Securities	04/21/97	04/22/97	15,768,000	5.375	2,354.25
Yamaichi Intl (America)	04/21/97	04/22/97	20,573,000	5.380	3,074.52
Sanwa-BGK Securities	04/21/97	04/22/97	22,042,000	5.380	3,294.05
Nesbitt Burns	04/21/97	04/22/97	24,159,000	5.380	3,610.43
Yamaichi Intl (America)	04/21/97	04/22/97	29,427,000	5.380	4,397.70
Fuji Securities	04/21/97	04/22/97	34,232,000	5.375	5,111.03

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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 Intl	04/21/97	04/22/97	\$ 49,015,000	5.380%	\$ 7,325.02
Eastbridge Capital	04/21/97	04/22/97	50,000,000	5.375	7,465.28
Nomura Securities Intl	04/22/97	04/23/97	495,000	5.260	72.33
Yamaichi Intl (America)	04/22/97	04/23/97	12,518,000	5.270	1,832.50
Eastbridge Capital	04/22/97	04/23/97	14,725,000	5.250	2,147.40
Sanwa-BGK Securities	04/22/97	04/23/97	17,500,000	5.250	2,552.08
Fuji Securities	04/22/97	04/23/97	20,006,000	5.250	2,917.54
Daiwa Securities America	04/22/97	04/23/97	21,285,000	5.260	3,109.98
Eastbridge Capital	04/22/97	04/23/97	23,943,000	5.250	3,491.69
Daiwa Securities America	04/22/97	04/23/97	28,715,000	5.260	4,195.58
Fuji Securities	04/22/97	04/23/97	29,994,000	5.250	4,374.13
Nesbitt Burns	04/22/97	04/23/97	37,009,000	5.250	5,397.15

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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>
Yamaichi Intl (America)	04/22/97	04/23/97	\$ 37,482,000	5.270%	\$ 5,486.95
Nomura Securities Intl	04/22/97	04/23/97	49,505,000	5.260	7,233.23
Prudential Securities	04/23/97	04/24/97	13,000,000	5.340	1,928.33
Greenwich Capital Mkts	04/23/97	Open	23,656,250 *	Variable **	27,993.23 ***
Eastbridge Capital	04/23/97	04/24/97	23,732,000	5.350	3,526.84
Daiwa Securities America	04/23/97	04/24/97	23,898,000	5.340	3,544.87
Yamaichi Intl (America)	04/23/97	04/24/97	24,913,000	5.350	3,702.35
Eastbridge Capital	04/23/97	04/24/97	25,000,000	5.350	3,715.28
Yamaichi Intl (America)	04/23/97	04/24/97	25,087,000	5.350	3,728.21
Daiwa Securities America	04/23/97	04/24/97	26,102,000	5.340	3,871.80
Nomura Securities Intl	04/23/97	04/24/97	27,500,000	5.270	4,025.69
Prudential Securities	04/23/97	04/24/97	37,000,000	5.340	5,488.33

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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>
Nesbitt Burns	04/23/97	04/24/97	\$ 50,000,000	5.350%	\$ 7,430.56
Sanwa-BGK Securities	04/23/97	04/24/97	50,000,000	5.350	7,430.56
Eastbridge Capital	04/24/97	04/25/97	650,000	5.330	96.24
Nomura Securities Intl	04/24/97	04/25/97	1,045,000	5.320	154.43
Citicorp Securities Mkts	04/24/97	04/25/97	4,255,000	5.320	628.79
Dean Witter Reynolds	04/24/97	Open	9,925,000 *	Variable **	10,310.97 ***
Nesbitt Burns	04/24/97	04/25/97	12,252,000	5.330	1,813.98
Nesbitt Burns	04/24/97	04/25/97	16,215,000	5.330	2,400.72
Nikko Securities Co Intl	04/24/97	04/25/97	19,875,000 *	5.250	2,898.44
Sanwa-BGK Securities	04/24/97	04/25/97	22,297,000	5.300	3,282.61
Yamaichi Intl (America)	04/24/97	04/25/97	23,610,000	5.340	3,502.15
Daiwa Securities America	04/24/97	04/25/97	24,235,000	5.330	3,588.13

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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>
Fuji Securities	04/24/97	04/25/97	\$ 24,954,000	5.320%	\$ 3,687.65
Fuji Securities	04/24/97	04/25/97	25,046,000	5.320	3,701.24
Daiwa Securities America	04/24/97	04/25/97	25,765,000	5.330	3,814.65
Yamaichi Intl (America)	04/24/97	04/25/97	26,390,000	5.340	3,914.52
Citicorp Securities Mkts	04/24/97	04/25/97	32,760,000	5.320	4,841.20
Nomura Securities Intl	04/24/97	04/25/97	48,955,000	5.320	7,234.46
Eastbridge Capital	04/24/97	04/25/97	49,350,000	5.330	7,306.54
Eastbridge Capital	04/25/97	04/28/97	825,000	5.280	363.00
Prudential Securities	04/25/97	04/28/97	2,100,000	5.280	924.00
Nomura Securities Intl	04/25/97	04/28/97	12,028,000	5.260	5,272.27
Nikko Securities Co Intl	04/25/97	Open	19,875,000 *	Variable **	17,641.82 ***
Fuji Securities	04/25/97	04/28/97	19,908,000	5.280	8,759.52

(Board - 6/26/97)

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 Intl	04/25/97	04/28/97	\$ 21,529,000	5.260%	\$ 9,436.88
Daiwa Securities America	04/25/97	04/28/97	24,112,000	5.280	10,609.28
Nikko Securities Co Intl	04/25/97	Open	24,843,750 *	Variable **	22,052.28 ***
Greenwich Capital Mkts	04/25/97	04/28/97	25,000,000	5.270	10,979.17
Daiwa Securities America	04/25/97	04/28/97	25,888,000	5.280	11,390.72
Fuji Securities	04/25/97	04/28/97	30,092,000	5.280	13,240.48
Sanwa-BGK Securities	04/25/97	04/28/97	37,021,000	5.260	16,227.54
Prudential Securities	04/25/97	04/28/97	47,900,000	5.280	21,076.00
Eastbridge Capital	04/25/97	04/28/97	49,175,000	5.280	21,637.00
Yamaichi Intl (America)	04/25/97	04/28/97	50,000,000	5.290	22,041.67
Fuji Securities	04/28/97	04/29/97	444,000	5.380	66.35
Fuji Securities	04/28/97	04/29/97	628,000	5.380	93.85

(Board - 6/26/97)

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>
Eastbridge Capital	04/28/97	04/29/97	\$ 825,000	5.375%	\$ 123.18
Nomura Securities Intl	04/28/97	04/29/97	6,974,000	5.375	1,041.26
Greenwich Capital Mkts	04/28/97	04/29/97	10,000,000	5.370	1,491.67
SBC Capital Markets, Inc.	04/28/97	04/29/97	12,008,000	5.370	1,791.19
SBC Capital Markets, Inc.	04/28/97	04/29/97	21,542,000	5.370	3,213.35
Daiwa Securities America	04/28/97	04/29/97	23,928,000	5.370	3,569.26
Yamaichi Intl (America)	04/28/97	04/29/97	24,553,000	5.375	3,665.90
Yamaichi Intl (America)	04/28/97	04/29/97	25,447,000	5.375	3,799.38
Daiwa Securities America	04/28/97	04/29/97	26,072,000	5.370	3,889.07
Nesbitt Burns	04/28/97	04/29/97	39,994,000	5.380	5,976.88
Nomura Securities Intl	04/28/97	04/29/97	43,026,000	5.375	6,424.02
Fuji Securities	04/28/97	04/29/97	48,928,000	5.380	7,312.02

(Board - 6/26/97)

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>
Eastbridge Capital	04/28/97	04/29/97	\$ 49,175,000	5.375%	\$ 7,342.10
Eastbridge Capital	04/29/97	04/30/97	825,000	5.320	121.92
Sanwa-BGK Securities	04/29/97	04/30/97	988,000	5.350	146.83
Yamaichi Intl (America)	04/29/97	04/30/97	7,091,000	5.300	1,043.95
Yamaichi Intl (America)	04/29/97	04/30/97	11,111,000	5.300	1,635.79
Yamaichi Intl (America)	04/29/97	04/30/97	14,006,000	5.300	2,061.99
Greenwich Capital Mkts	04/29/97	04/30/97	19,000,000	5.300	2,797.22
Fuji Securities	04/29/97	04/30/97	23,782,000	5.300	3,501.24
Fuji Securities	04/29/97	04/30/97	26,218,000	5.300	3,859.87
SBC Capital Markets, Inc.	04/29/97	04/30/97	36,491,000	5.300	5,372.29
Sanwa-BGK Securities	04/29/97	04/30/97	49,012,000	5.350	7,283.73
Eastbridge Capital	04/29/97	04/30/97	49,175,000	5.320	7,266.97

(Board - 6/26/97)

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>
Nesbitt Burns	04/29/97	04/30/97	\$ 50,000,000	5.320%	\$ 7,388.89
Prudential Securities	04/29/97	04/30/97	50,000,000	5.340	7,416.67
Nomura Securities Intl	04/30/97	05/01/97	65,000	5.350	9.66
Fuji Securities	04/30/97	05/01/97	1,072,000	5.400	160.80
Smith Barney Shearson	04/30/97	05/01/97	1,760,000	5.400	264.00
Prudential Securities	04/30/97	05/01/97	11,037,000	5.370	1,646.35
Sanwa-BGK Securities	04/30/97	05/01/97	13,168,000	5.400	1,975.20
Prudential Securities	04/30/97	05/01/97	20,402,000	5.370	3,043.30
Yamaichi Intl (America)	04/30/97	05/01/97	24,099,000	5.375	3,598.11
Yamaichi Intl (America)	04/30/97	05/01/97	25,901,000	5.375	3,867.16
Daiwa Securities America	04/30/97	05/01/97	34,682,000	5.400	5,202.30
Sanwa-BGK Securities	04/30/97	05/01/97	36,832,000	5.400	5,524.80

(Board - 6/26/97)

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>
Smith Barney Shearson	04/30/97	05/01/97	\$ 48,240,000	5.400%	\$ 7,236.00
Fuji Securities	04/30/97	05/01/97	48,928,000	5.400	7,339.20
Nomura Securities Intl	04/30/97	05/01/97	49,935,000	5.350	7,420.90
Citicorp Securities Mkts	04/30/97	05/01/97	50,000,000	5.375	7,465.28

* 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 - 6/26/97)

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

Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Dean Witter Reynolds	04/01/97	04/03/97	29,940,000 *	5.150%	\$ 8,649.33
Dean Witter Reynolds	04/08/97	Open	23,725,000 *	Variable **	82,378.47 ***
Lehman Brothers	04/08/97	Open	28,602,000 *	5.250	95,649.86 ***
Dean Witter Reynolds	04/09/97	Open	14,831,250 *	Variable **	47,727.79 ***
Lehman Brothers	04/10/97	Open	19,775,000 *	5.250	60,187.41 ***
Nikko Securities Co Intl	04/18/97	04/25/97	24,843,750 *	5.000	24,270.96
Greenwich Capital Mkts	04/23/97	Open	23,656,250 *	Variable **	30,326.00 ***
Dean Witter Reynolds	04/24/97	Open	9,925,000 *	Variable **	11,386.18 ***
Nikko Securities Co Intl	04/24/97	04/25/97	19,875,000 *	5.050	2,788.02
Nikko Securities Co Intl	04/25/97	Open	19,875,000 *	Variable **	19,808.75 ***
Nikko Securities Co Intl	04/25/97	Open	24,843,750 *	Variable **	25,085.29 ***

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

** This rate subject to change daily.

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

(Board - 6/26/97)

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 April 1, 1997 through April 30, 1997, 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

No new transactions this period.

Options Transactions - Sold

<u>Transaction</u> <u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Exercise</u> <u>Price</u>	<u>Expirations/</u> <u>Settlement</u>	<u>Dealer</u>	<u>Option</u> <u>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 April 1, 1997 and April 30, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of April 30, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.00 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, 1997 and April 30, 1997 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.

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 April 1, 1997 to April 30, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK940108	Blast Fences at Buildings No. 77, No. 415 and East of Runway 13R and 13L John F. Kennedy International Airport Janco Contracting Corp.	1,634,000(A) 131,000(D) 17,065(H) 250,000(I) 2,032,065	1,621,911(A)(S) 131,000(D) 17,065(H) 242,591(I) 2,012,567
JFK721	International Arrivals Building Rehabilitation of Apron Pavement John F. Kennedy International Airport Buckram Industries Corp.	317,856(A) 32,750(D) 350,606	243,356(A)(R) 32,721(D) 276,077
JFK110082	Electrical Systems and Door Modifications for a Computerized Security System John F. Kennedy International Airport Hellman Electric Corp. and PEM Electric Corp., A Joint Venture	4,788,500(A) 1,000,000(D) 936,936(Y) 500,000(Z) 475,000(AA) 7,700,436	4,747,227(A)(AB) 1,000,000(D) 936,936(Y) 500,000(Z) 445,033(AA) 7,629,196
JFK950637	JFK Roadway Signage Improve- ment Project John F. Kennedy International Airport Globe Fence Co., Inc.	594,900(A) 48,000(D) 9,449(H) 652,349	594,900(A) 47,999(D) 9,449(H) 652,348
EWR164071	EWR Redevelopment Program Landside Access Project Access Road to Remote Station D2 and Rental Car Sites Newark International Airport M. J. Paquet, Inc.	1,743,000(A) 118,920(B) 220,000(C) 187,000(D) 11,892(P) -0-(Q) 15,000(T) 2,295,812	1,737,688(A)(U) 118,920(B) 71,574(C) 123,229(D) 11,892(P) 16,438(Q) 14,154(T) 2,093,895

LGA110080	Computerized Access Control Security System Installation Network LaGuardia Airport Hellman Electric Corp. and PEM Electric Corp., A Joint Venture	2,545,925(A) 876,020(B) -0-(C) 343,000(D) 250,000(J) 260,000(K) 400,000(L) 87,602(P) 4,762,547	2,545,925(A) 876,020(B) 7,531(C) 343,000(D) 250,000(J) 260,000(K) 187,828(L) 1,212(P) 4,471,516
LGA506	Hangar No. 7 South Employee Space Improvements Phase I LaGuardia Airport Applied Painting Co., Inc.	1,649,000(A) 10,000(C) 165,000(D) 19,990(H) 250,000(N) 340,000(O) 2,433,990	1,649,000(A) -0-(C) 165,000(D) 19,990(H) 250,000(N) 320,163(O) 2,404,153
LGA220044	Taxiway "X" Modification LaGuardia Airport Buckram Industries Corp.	548,600(A) -0-(C) 55,000(D) 603,600	529,432(A)(E) 8,812(C) 4,320(D) 542,564
GWB399	Repairs to Subgrade Structures George Washington Bridge SSESCO, Inc.	88,820(B) 6,000(C) 7,200(D) 8,882(P) 110,902	88,820(B) -0-(C) -0-(D) 3,285(P) 92,105
BP174	Maintenance Dredging and Geotextile Container Demonstration Project Brooklyn - Port Authority Marine Terminal Oceaneering International, Inc.	209,500(A) 40,500(B) 125,000(C) 375,000	209,500(A) 33,756(B) 125,000(C) 368,256
PN221	Rehabilitation of Navy Street Port Newark Dumor Contracting, Inc.	689,901(A) 59,675(B) 120,000(C) 75,000(D) 5,968(P) -0-(Q) 950,544	689,901(A) 59,675(B) 64,019(C) 53,147(D) 5,968(P) 21,635(Q) 894,345
PN353002	Information Center Port Newark Imperial Development & Construction Corp.	256,581(A) 148,714(B) 12,000(C) 33,000(D) 14,871(P) -0-(Q) 465,166	256,581(A) 148,714(B) 43,080(C) -0-(D) 14,871(P) 24,607(Q) 487,853

EP383019	Repair of Pavement Depressions and Rip-Rap Restorations at Berths 64, 66, 68, 70, 72, 74 and 76 Elizabeth Port Authority Marine Terminal Trevcon Construction Company, Inc.	35,000(A) 392,300(B) 25,000(C) 35,000(D) 1,000,000(M) 1,487,300	35,000(A) 392,300(B) 42,981(C) 14,985(D) 952,321(M) 1,437,587
AK0142	Rehabilitation of HVAC Systems Outerbridge Crossing Power Cooling, Inc.	570,000(A) 30,000(C) 57,000(D) 65,403(W) 722,403	570,000(A) 4,021(C) 57,000(D) 59,345(W) 690,366
AKG274006	Deck and Steel Rehabilitation at Median Barrier Goethals Bridge Karl Koch Erecting Co., Inc.	2,620,170(A) 276,000(B) 750,000(C) 232,000(D) 100,000(F) 3,978,170	2,620,170(A) 29,656(B) 9,918(C) 4,255(D) 80,345(F) 2,744,344
AKB110018	Permanent Maintenance and Inspection Platforms Bayonne Bridge Lake Construction & Development Corp.	2,789,000(A) 50,000(C) 278,900(D) 3,117,900	2,714,000(A)(G) -0-(C) 57,455(D) 2,771,455
MFA110006	Public School 62 Borough of Bronx, New York and Public School 138 Borough of Queens, New York Multi-Facility Noise Reduction Project Iannelli Construction Co., Inc.	2,420,000(A) 242,000(D) 18,900(H) 2,680,900	2,420,000(A) 37,686(D) 18,900(H) 2,476,586
MFB100507	Immediate Repairs Holland Tunnel and Staten Island Bridges The Hallen Construction Co., Inc.	1,000,000(C) 1,000,000	966,157(C) 966,157
IPE255051B	Center Drive - Pavement and Utilities Improve- ments Industrial Park at Elizabeth Gardner M. Bishop, Inc. and Joseph M. Sanzari, Inc., A Joint Venture	579,513(A) 285,478(B) 185,000(C) 70,000(D) 28,548(P) -0-(Q) 250,000(V) 1,398,539	579,513(A) 285,478(B) 7,592(C) 70,000(D) 28,548(P) 34,241(Q) 72,954(V) 1,078,326

SIB195	Installation and Removal of New Security Fencing Goethals Bridge National Fence Systems, Inc.	143,675(B) -0-(C) 11,500(D) 155,175	127,843(B) 4,234(C) 11,500(D) 143,577
SIB295	Installation and Removal of New Security Fencing Outerbridge Crossing National Fence Systems, Inc.	48,700(B) -0-(C) 48,700	40,583(B) 3,097(C) 43,680
WTC115267	One WTC 15th Floor Asbestos Abatement The World Trade Center Trio Asbestos Removal Corp.	889,000(A) -0-(C) 177,800(D) 1,066,800	860,242(A)(AC) 1,000(C) -0-(D) 861,242
WTC115168	One WTC 17th Floor Asbestos Abatement The World Trade Center Trio Asbestos Removal Corp.	749,000(A) 10,000(C) 59,920(D) 818,920	722,653(A)(X) 1,000(C) -0-(D) 723,653

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) The difference between the "Total Authorized" and the Total Payment" represents a credit change order in the amount of \$15,701 for deleted work and a credit of \$3,467 for unpaid electricity invoices.
- (F) Memorandum of Authorization dated 06/26/96, authorizing a Supplemental Agreement in the amount of \$100,000.
- (G) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$75,000 for deleted work.
- (H) Premium for furnishing performance and payment bond as provided for in the Contract.
- (I) Memorandum of Authorization dated 10/10/95, increasing extra work in the amount of \$250,000.
- (J) Memorandum of Authorization dated 02/21/92, increasing extra work in the amount of \$250,000.
- (K) Memorandum of Justification dated 09/03/92, increasing extra work in the amount of \$260,000.
- (L) Memorandum of Justification dated 02/12/93, increasing extra work in the amount of \$400,000.
- (M) Memorandum of Justification dated 05/07/96, increasing classified work in the amount of \$1,000,000.
- (N) Memorandum of Authorization dated 06/06/95, increasing extra work in the amount of \$250,000.
- (O) Memorandum of Justification dated 06/23/95, increasing extra work in the amount of \$340,000.
- (P) Per AP 45-1.01.5, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization.

- (Q) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional costs in classified work not covered under (P).
- (R) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders in the amount of \$74,500 for deleted work.
- (S) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$12,089 for asphalt deficiencies as provided for in the Contract.
- (T) Memorandum of Authorization dated 07/29/96, authorizing a Supplemental Agreement in the amount of \$15,000.
- (U) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$5,312 for deleted work.
- (V) Memorandum of Authorization dated 06/11/96, increasing extra work in the amount of \$250,000.
- (W) Memorandum of Justification dated 05/08/95, increasing extra work in the amount of \$65,403.
- (X) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$26,347.
- (Y) Board Minutes dated 11/14/91, authorized a payment in the amount of \$936,936 in full settlement of all claims which the contractor had against the Port Authority.
- (Z) Memorandum of Justification dated 02/18/93, increasing extra work in the amount of \$500,000.
- (AA) Memorandum of Justification dated 09/14/93, increasing extra work in the amount of \$475,000.
- (AB) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders in the amount of \$41,273 for deleted work.
- (AC) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount \$28,758.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, July 31, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, July 31, 1997,
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. John J. Haley, Jr.
 ✓ Hon. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 Robert E. Catlin, Acting Director, World Trade
 Karen E. Eastman, Assistant Secretary
 Linda C. Handel, Staff Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Patricia Keough, Senior Administrator, Port Commerce
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Fred V. Morrone, Director, Public Safety
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Angela F. Wood, Special Assistant to the Executive Director
 Peter B. Yunis, Executive Assistant to the Chairman
 Margaret R. Zoch, Director, Budget

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. James G. Hellmuth
 Hon. Melvin L. Schweitzer

(Board - 7/31/97)

The public meeting was called to order by Chairman Eisenberg at 2:09 p.m. and ended at 2:21 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of June 26, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on July 31, 1997, which included discussion of internal audit matters, and the report was received.

Report of Committee on Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in public session at its meeting on July 31, 1997, which included a discussion of a Harbor Navigation Feasibility Study and planning authorization for an analysis of comparative Port development and investment options, and an agreement for maintenance and dredging of the New Jersey channels, as well as its meeting in executive session to discuss contract matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom we deal, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on July 31, 1997, which included a discussion of personnel and lease matters, and the report was received.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed in public session at its meeting on July 31, 1997, which included a discussion of construction contracts awarded and authorization of a project for the removal of paint and repainting of the New York and New Jersey viaducts of the Goethals Bridge, as well as its meeting in executive session to discuss 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.

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Staff Report

A presentation was made by staff on the status of Port dredging.

✓
Chairman Eisenberg congratulated Raymond P. Mannion on being awarded the Robert F. Wagner Distinguished Public Service Medal.

(Board - 7/31/97)

TRIBUTE TO COMMISSIONER MADELON DeVOE TALLEY

It is with profound sadness that we mark the passing of our cherished colleague, Madelon DeVoe Talley, on July 18, 1997.

WHEREAS, Madelon DeVoe Talley, an accomplished author and financier, was appointed to the Board of Commissioners as the first woman from New York State by Governor George E. Pataki in December 1995 and, as Commissioner, was a member of the Committees on Operations and Finance and, as a supporter of the arts in industry, served as a member of the *ad hoc* Committee on Art; and

WHEREAS, during her long and successful career in the world of finance, Commissioner Talley was a champion of the entrepreneurial endeavors of women and small businesses, a pioneer in the world of finance who brought to her many ventures a unique and refreshing perspective; and

WHEREAS, during her tenure on our Board, Commissioner Talley never lost sight of the impact her actions had on the agency's staff and on the people and environment of the region.

NOW, THEREFORE, BE IT

RESOLVED, that the Commissioners and the staff of The Port Authority of New York and New Jersey extend their most heartfelt sympathy to the family of Madelon DeVoe Talley and do hereby express their appreciation for her dedicated service to the agency and the region it serves; and be it further

RESOLVED, that her colleagues on the Board of Commissioners hereby direct that this resolution be suitably engraved and presented to the Talley family as a symbol of the high esteem in which Commissioner Madelon DeVoe Talley was held by her colleagues on the Board and by the staff of The Port Authority of New York and New Jersey.

(Board - 7/31/97)

**GOETHALS BRIDGE - NEW YORK & NEW JERSEY VIADUCTS - REMOVAL OF
PAINT AND REPAINTING - PROJECT AUTHORIZATION & AWARD OF
CONTRACT AKG-274.022 AND AGREEMENT 410-98-001C**

The Goethals Bridge was originally opened for vehicular traffic in June 1928. The two approaches to the Goethals Bridge (the "Bridge") are known as the New Jersey Viaduct and the New York Viaduct. A standard alkyd paint system, which included an aluminum topcoat over a primer containing lead, was the primary painting system which has been applied to the Bridge since its original construction.

In 1995 the Port Authority hired a paint coating consultant to perform a paint coating evaluation of the Bridge. The consultant was hired to evaluate the coatings due to an increasing number of areas of paint failure (peeling and disbonding down to the primer or base metal) caused by the large number of coats of paint applied over the 69 year life of the Bridge. This consultant recommended a complete replacement of the paint system rather than continued ineffective spot painting or overcoating of the entire steel surface.

The painting on the underside of the New York & New Jersey Viaducts is currently considered the most deteriorated of all Port Authority painted bridge surfaces, with the exception of the main span of the Outerbridge Crossing, the underside of the Upper Level of the George Washington Bridge ("GWB"), and the lower half of the GWB New York tower, for which contract work is underway to remedy the problems. All four projects are identified in a twenty-year Master Plan for painting removal and re-coating of all bridge structures.

Contract AKG-274.022 will provide for the removal of lead-based paint by abrasive means from 950,000 square feet of steel at the New York and New Jersey Viaducts and recoating the bare steel surfaces with a three-coat zinc, epoxy and urethane paint system having an expected life of 25 years.

Agreement 410-98-001C will provide for professional engineering services in connection with bridge painting inspection. Internal staff resources are not available to perform this work. The consultant performing such services will be chosen from a list developed after a publicly advertised Request For Proposals.

Abrasive blasting will be accomplished within containment systems consisting of enclosures with ventilation and dust collection equipment to both protect the health of workers and prevent emissions into the environment. Air monitoring stations will be situated near the work site to verify the effectiveness of the containment system and trained inspectors will be utilized to ensure conformance to the strict containment specifications. All waste will be collected, tested, stored and removed in accordance with environmental regulations. OSHA lead standards will be followed, including respiratory and other protection, for workers performing paint removal.

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Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project for the implementation of the Goethals Bridge New York & New Jersey Viaducts Removal of Paint and Repainting, at a total estimated project cost of \$21.5 million, including payments to contractors, allowances for extra work (if necessary), engineering, administrative and financial expenses, and project contingency (if necessary), be and the same hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Contract AKG-274.022 at an estimated cost of \$13.0 million for the removal of paint and repainting of the New York & New Jersey Viaducts at the Goethals Bridge to the lowest bidder qualified by reason of responsibility, experience and capacity and whose bid price the Executive Director deems reasonable; and to order extra work up to 6 percent of the amount of the bid accepted (if necessary) and to order net cost work; or to reject all bids, solicit bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as he deems in the best interest 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 enter into agreement 410-98-001C at an estimated cost of \$1.0 million to provide professional engineering services in connection with bridge painting inspection at the Goethals Bridge to the consultant firm which in the Chief Engineer's opinion is most qualified to perform such services, chosen from a list developed after a publicly advertised Request for Proposals, and based on the best proposal in terms of scoping, staffing, ability to meet the schedule, experience specifically related to the project, manpower analysis, technical approach and price; 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 purchase and other construction contracts and other agreements for professional and advisory services for the foregoing project as he deems in the best interest of the Port Authority, including without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other contractors; and to 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 to obtain permits and licenses and to enter into other such agreements with municipal and other entities as may be appropriate and required to effectuate the project; and it is further

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

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**NEWARK INTERNATIONAL AIRPORT - ACQUISITION OF NEW JERSEY
TURNPIKE AUTHORITY PARCEL AT THE 13A INTERCHANGE,
ELIZABETH, NEW JERSEY**

It was reported that the New Jersey Turnpike Authority ("NJTA") has made available for purchase approximately 12 acres of unimproved land lying generally between the NJTA Interchange 13A toll plaza and North Avenue in Elizabeth, New Jersey, the site being immediately south of Newark International Airport ("EWR"). It has been determined that the location would be ideal for certain airport purposes, including vehicular parking, being convenient to EWR, readily accessible to the New Jersey Turnpike and U.S. Routes 1 and 9 and necessary particularly in light of the planned extension of EWR's Runway 4L-22R and other aeronautical improvements which will require displacement of parking spaces from the airport, and that the continued growth of EWR would be negatively impacted if the parcel is not acquired by the Port Authority.

The purchase agreement with NJTA and deed of conveyance and other appropriate implementing documents would provide for appropriate environmental protections and indemnifications for the benefit of the Port Authority and also for a perpetual assumption by NJTA of sole responsibility for the structural maintenance, including repair and replacement when necessary, of a new road contemplated to be built on and over the parcel as mentioned below.

It was also reported that the parcel's ultimate number of acres actually usable for the purpose(s) envisioned by the Port Authority may be adversely affected because a road (the "new road") contemplated to be built over the New Jersey Turnpike to Turnpike Interchange 13A (described and provided for in a proposed "MetroMall Road Improvement Agreement" (the "Road Agreement") which is the subject of another action being considered by the Board today, is expected to traverse the parcel. The extent of the impact will depend significantly upon a number of factors including its alignment and design. The Road Agreement does not address the impact of the new road on the number of usable acres of the parcel the Port Authority would like to purchase. As a result, it may be necessary for the Port Authority to attempt to obtain an agreement with various affected parties to the Road Agreement, including the developer of the contemplated Mall project who is to construct the new road, in order to effect a change in the new road's alignment and/or design to maximize the acreage available for use. Among the issues that may arise in such a negotiation is the subject of Port Authority funding of any net incremental, direct costs of the developer for the redesign and construction of the new road as so redesigned at the specific and sole request of the Port Authority in order to yield additional acreage for the Port Authority's use.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; Commissioner Haley abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority: (1) to enter into an agreement with the New Jersey Turnpike Authority ("NJTA") for the purchase of between approximately 8 to 12 acres of usable land lying within

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an area located between the NJTA Interchange 13A toll plaza and North Avenue in Elizabeth, New Jersey, on such terms, which, in his discretion, he deems appropriate and are consistent with the foregoing report, and to effectuate the purchase of such parcel in accordance therewith; and (2) in his discretion, to attempt to obtain and enter into an agreement by and among OENJ Corporation, Elizabeth MetroMall LLC (Elizabeth MetroMall), N.J. MetroMall Urban Renewal, Inc., NJTA, the City of Elizabeth, the State of New Jersey Department of Transportation and the Port Authority to allow for, at the option of the Port Authority, a redesign and/or alignment of the new road toward maximization of the use of the land the Port Authority seeks to buy as authorized in clause (1) above, which agreement may include, in his discretion, provision for payment by the Port Authority to Elizabeth MetroMall of an amount not to exceed the net incremental, direct cost to Elizabeth MetroMall, the contemplated builder of the new road and New Jersey MetroMall developer, of such redesign as hereafter may be specifically requested solely by the Port Authority and of the new road's construction in accordance with such redesign (vis-a-vis the superseded design); and it is further

RESOLVED, that all documents required to effectuate the aforesaid shall be subject to approval as to form by General Counsel or his authorized representative.

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**ALL AIRPORTS - AIRCRAFT NOISE ABATEMENT PROJECT - SCHOOL
SOUNDPROOFING PROGRAM AT FIVE SCHOOLS - 1997**

The Port Authority's School Soundproofing Program has been in existence since 1983 when the Federal Aviation Administration ("FAA") began its program. The 1997 initiative would bring the total number of individual schools in the Port Authority's program to 57 (36 in New York and 21 in New Jersey). The total estimated project cost, including the amount requested in this authorization, is \$96 million, of which an estimated \$76 million is the federal share provided through Airport Improvement Program ("AIP") grants and an estimated \$20 million is the Port Authority share. Based on FAA guidelines, the eligibility for school soundproofing under AIP is limited to schools located within the 65Ldn contour of the most current noise exposure map. Soundproofing has been completed at 28 schools.

This authorization will provide funds for soundproofing at the following schools: P.S. 124 - Phase I (Queens, NY) estimated at \$1.4 million; Hebrew Academy of Five Towns and Rockaway - Phase I (Cedarhurst, NY) estimated at \$1.4 million; Msgr. McClancy Memorial High School - Phase I (Queens, NY) estimated at \$2.8 million; East Side High School - Phase IV (Newark, NJ) estimated at \$1.0 million; and Harrison High school - Phase II (Harrison, NJ) estimated at \$1.0 million. Work at the larger schools is broken into phases because of their size and yearly funding limitations.

The agreements with the responsible school entities will stipulate that the project is premised upon the expectation that both federal grant funds and Port Authority appropriated funds will be available. In the event the Port Authority fails to obtain sufficient funds to complete all of the proposed soundproofing, it may terminate the agreement entirely before construction starts or agree to complete only a Port Authority-defined portion of work for which Port Authority and federal funds are made available.

Although the Port Authority provides the funds to soundproof a school, the responsible school entity assumes all liabilities, retains the consultant and contractor, and assumes responsibility for the supervision of construction. Approximately 80 percent of the costs are recovered through federal grants under the AIP and the remaining 20 percent is recoverable through the Flight Fee Formula. Since the work to be performed is eligible for AIP grant money and is subject to U.S. Department of Transportation regulations, the consultants and contractors retained must make a good faith effort to meet a 17 percent goal for participation by Disadvantaged Business Enterprises.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the 1997 School Soundproofing Program, consisting of five schools located in the proximity of the Port Authority airports, at a total estimated cost of \$7.6 million, of which an estimated \$6.08 million will be provided by Federal Aviation Administration funding

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and \$1.52 million by the Port Authority, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into agreements with the responsible school entities to provide funds to reduce the impact of aircraft noise levels within those schools, the form of the agreements required to effectuate the above shall be subject to the approval of General Counsel or his authorized representative.

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**SUPPLEMENTAL LOCAL COOPERATION AGREEMENT BETWEEN THE PORT
AUTHORITY AND THE UNITED STATES ARMY CORPS OF ENGINEERS
FOR MAINTENANCE DREDGING OF THE KILL VAN KULL, NEWARK BAY
AND ELIZABETH CHANNELS**

A recent condition survey performed by the United States Army Corps of Engineers ("the Corps") indicates that approximately 390,000 cubic yards of sediment requires maintenance dredging from the Port Elizabeth Reaches of the Federal channels to restore Federally authorized 40-foot depths. The sediment to be dredged is Category II, which is acceptable for ocean disposal, with capping.

In the short-term, this maintenance work is necessary to ensure safe navigation of vessels transiting the region. In the long-term, this work lays the foundation to enable final design and construction of a 45-foot deep Federal Channel in the Kill Van Kull and Newark Bay to allow modern deep draft containerships access to Port Newark and the Elizabeth-Port Authority Marine Terminal. Approximately 90,000 containers were diverted to ports with greater depths such as Halifax, Baltimore and Virginia in 1996. It is estimated that over approximately 125,000 containers will be diverted elsewhere in 1997 due to inadequate channel depths.

The original Kill Van Kull, Newark Bay and Elizabeth Channels Project Agreement, executed by the Port Authority and the Corps in 1987, does not contain an expiration date. The Agreement anticipated that ocean disposal of dredged material would be available but if disposal sites were required, that the Port Authority would provide the alternate disposal areas. Under the proposed supplemental agreement to the original Project Agreement, the dredged sediment will be upland disposed at a permitted upland disposal site within the region due to a lack of capacity and the September 1, 1997 closing of the Mud Dump Site.

On May 28, 1997, the Corps issued a Public Notice (which expired June 27, 1997) for upland disposal for the project as well as an advertisement to contractors to solicit proposals. Bids were received on July 3, 1997, and it is estimated that a contract will be awarded by August 1997. The Corps is responsible for dredging Federal channels and is responsible for cost-sharing the project with the non-Federal sponsor. At the current estimated ocean disposal with capping rate (\$26 per cubic for 390,000 cubic yards) the Federal share of the work totals an estimated \$10.14 million. When the Corps' cost of an estimated \$10.1 million is subtracted from the total project cost of an estimated \$22.8 million, a balance of \$12.7 million remains as the total local sponsor share. All costs outlined above are preliminary estimates and do not contain allowances for unexpected contingencies, such as volume variations due to additional shoaling, debris removal and/or insurance.

Although the estimated cost for this project totals \$22.8 million, the Corps' fiscal year 1997 funds available to perform this project totaled \$300,000. A Federal supplemental appropriations request was made by the Chair of the House Appropriations Committee in the amount of \$22.1 million, which includes this project. The bill moved successfully through both Houses and was signed by the President on June 12, 1997.

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Appropriation of the Federal funds to the Corps is pending resolution of cost sharing responsibilities.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer 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) enter into a supplemental Project Cooperation Agreement with the United States Army Corps of Engineers for performance of maintenance dredging to restore Federally authorized depths at the Kill Van Kull, Newark Bay and Elizabeth Channels; and 2) provide funding for the approximately \$12.7 million cost differential between upland disposal of resulting dredged sediment and the cost attributable to ocean disposal, with capping; and it was further

RESOLVED, that the form of the supplemental Project Cooperation Agreement shall be subject to the approval of General Counsel or his authorized representative.

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NEW YORK - NEW JERSEY HARBOR NAVIGATION FEASIBILITY STUDY - COST-SHARING AGREEMENT WITH THE DEPARTMENT OF ARMY

The Federal Water Resource Development Act of 1996, Section 435, authorized the United States Army Corps of Engineers ("the Corps") to conduct, "a comprehensive study of navigation needs at the Port of New York and New Jersey (including the South Brooklyn Marine Terminal and Red Hook Container Terminal, Staten Island, and adjacent areas) to address improvements, including deepening of existing channels to depths of 50 feet or greater that are required to provide economically efficient and environmentally sound navigation to meet current and future requirements".

Congress authorized the Corps to spend \$100,000 in fiscal year 1997 to conduct the initial "reconnaissance" phase of the study and \$100,000 to initiate the feasibility phase.

The recently completed initial "reconnaissance" phase concluded that there is a Federal interest in conducting the Feasibility Study of navigation improvements for the Port of New York and New Jersey. The term of the Feasibility Study will be from August 1997 to approximately December 1999, with interim findings and recommendations to be presented as available. In addition to examining navigation improvements, the Feasibility Study will also examine environmental impacts and opportunities for ecosystem restoration, if mitigation is needed, and accompanying landside infrastructure development requirements.

To keep the Port competitive and attain Hub-Port status, it will be necessary to accommodate the new generation of containerships (post-Panamax II vessels) that are being built. These ships are capable of carrying 6,000 to 8,000 twenty-foot equivalent units (TEUs) and have drafts in excess of 45-feet. Additionally, because these vessels create economies of scale for ship owners due to savings on fuel costs (20 percent), port and canal dues (15 percent) and insurance (10 percent), only those ports capable of ensuring safe navigational entry will be able to capture the increased trade activity, associated with these new vessels forecasted to expand approximately 3 percent per year for the foreseeable future.

The Feasibility Study is critical to the Port's future because if channel depths are not increased to enable access of the post-Panamax II class vessels, the Port of New York and New Jersey could become a regional Feeder-Port instead of a Hub-Port vis-a-vis Baltimore, Norfolk and Halifax on the Atlantic coast. This, in turn, could result in reduced economic benefits to the region (i.e., jobs, sales, tax revenues, etc.) and result in higher costs for consumers in the region to purchase goods.

The Port of New York and New Jersey is the largest on the east coast, providing more than 166,500 Port-related jobs, \$20 billion in economic activity and serving more than 17 million consumers in the States of New York and New Jersey. Through its intermodal links, the Port provides second-day access to another 80 million consumers in the northeast and mid-west.

In 1996, the Port received and shipped more than 116.7 million metric tons of water-borne general cargo to all parts of the United States and throughout the world, and

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received petroleum and related products from ports on the Atlantic and Gulf Coasts, the Caribbean, Africa and the Persian Gulf (71.1 million metric tons came from domestic ports and 45.6 million metric tons came from foreign ports). These volumes are expected to continue to increase 3 to 4 percent per year if channel depths are deepened to facilitate access of post-Panamax vessels being built and deployed to conduct international trade. The economies of deploying these vessels result in regional and national economic benefits.

The cost for the Feasibility Study is expected to be approximately \$18 million, of which the local sponsors -- the States of New York and New Jersey and the Port Authority -- are required to pay 50 percent. The 50 percent local share will be split equally among the three local sponsors. The States' shares are expected to be paid by the Port Authority and credited against the \$130 million the Port Authority allocated in May 1996 for dredging projects. Up to 25 percent of the local sponsors' share may be paid by providing qualifying "in-kind" services, as determined to be acceptable by the Corps.

Furthermore, a preliminary Project Study Plan, detailing the specific scope of work and costs for each task in the Feasibility Study, has been prepared. The Project Study Plan was developed by representatives from the Corps, the States of New York and New Jersey and the Port Authority to ensure that the Feasibility Study results would provide the information necessary to accomplish its goals as stated in the Project Study Plan.

A large portion of the Public Involvement Campaign associated with the Feasibility Study is expected to be handled by the local sponsors, with credit given for "in-kind" services. The detailed engineering designs necessary for channel deepening construction would be performed primarily by the Corps.

Accordingly, a cost-sharing agreement is being negotiated. The standard form of cost-sharing agreement with the Department of the Army, represented by the Corps' District Engineer, contemplates that excess study costs may arise beyond initial estimates. In the event that the Government and the sponsors are unable to agree on funding these excess costs, the cost-sharing agreement will be suspended for a period not to exceed six months. If upon the expiration of such period, the parties have not agreed to proceed, the cost-sharing agreement is subject to termination. In the event the local share of excess study costs exceeds by more than 10 percent the estimated \$9 million local share, further Board authorization may be sought to fund the local share of such excess costs.

Entry into the Feasibility Study does not obligate any party to implement a 50-foot deepening project. However, the Feasibility Study must be completed before the Federal Government can commit resources and funding for the deepening of any Federal channels in the Port of New York and New Jersey.

The outcome of the Feasibility Study is expected to provide the overall framework for future Port related development and investment within the region. The study will also determine the costs and benefits of deepening any or all of the thirteen channels throughout the New York-New Jersey Harbor and determine whether the benefits of deepening these channels -- Ambrose, Anchorage, Bay Ridge, Buttermilk, Claremont, Hudson River,

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New York and New Jersey Channels; the Newark Bay, Port Jersey, Raritan Bay, Red Hook and Sandy Hook Channels -- would exceed the associated costs and justify the federal subsidy for construction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer 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 enter into an agreement or agreements, among other matters, to allocate costs along with the Department of the Army and the States of New York and New Jersey, for the conduct of a Feasibility Study to assess the Federal interest in participating in navigation improvements, including but not limited to the deepening of Federal Channels within the Port of New York and New Jersey (the NY-NJ Harbor Navigation Feasibility Study), estimated to cost \$18 million, the local share, i.e., 50 percent, or \$9 million, to be split equally among the Port Authority, New Jersey and New York State; and (b) in order to fund the local share of the NY-NJ Harbor Navigation Feasibility Study pay the Port Authority's estimated local share of \$3 million and additionally pay New York State's and New Jersey's estimated local share of \$6 million and credit such payments of New York State and New Jersey's local shares, as the payments are made in the future, against the up to \$130 million for dredging projects which the Board allocated in May 1996; and it is further

RESOLVED, that the form of all agreements necessary to effectuate the NY-NJ Harbor Navigation Feasibility Study shall be subject to approval by General Counsel or his authorized representative.

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PLANNING AUTHORIZATION FOR AN ANALYSIS OF COMPARATIVE PORT DEVELOPMENT AND INVESTMENT OPTIONS FOR THE PORT OF NEW YORK AND NEW JERSEY

A Port Authority analysis of comparative Port development and investment options is needed to enable the Board to determine what capital investment decisions should be made to provide for the Port of New York and New Jersey's ("the Port") long-term future. It is also needed to facilitate the development of a regional consensus on port development issues. The Port Authority's regional Port development and investment analysis plan will be considered together with the United States Army Corps of Engineers ("the Corps") Navigation Feasibility Study in developing a Regional Master Plan for Port Development and Investment. The findings of the Corps' NY-NJ Harbor Navigation Feasibility Study ("Feasibility Study") will be the predicate for the Federal government's commitment to the Regional Master Plan. The Port Authority and the States of New York and New Jersey are the local sponsors of this Corps project. As such, they are responsible, among other things, for the planning and implementation of proposed development and investment of Port projects, including landside infrastructure, to be undertaken in conjunction with the Corps' work.

The Corps' Feasibility Study will make recommendations as to channel deepening and other maritime related infrastructure improvements. The Port Authority's comparative development and investment analysis will:

- 1) verify forecasts of likely cargo volumes, upland origin and destination, vessel size(s) and calling patterns for 40, 45 and 50 foot channel depths; and determine the terminal, landside and transportation infrastructure (based on truck and rail modal split) required to handle projected volumes with 45 and 50 foot channels;
- 2) conduct an in-depth comparative analysis of the costs, benefits, risks and potential returns for various Port Authority development and investment alternatives and channel deepenings as compared with current conditions;
- 3) develop a comparative analysis that maximizes the rate of return on port investment and seeks to enhance regional maritime activities by providing cost-efficient services, portside and landside capacity expansion and increased cargo volume (consistent with hub-port status);
- 4) identify and investigate the opportunities and costs associated with incorporating public access areas at the Port's waterfront facilities; and
- 5) provide a mechanism for assuring public input/outreach.

Consultant(s) will be selected through a Request for Qualification/Request for Proposal process, and possibly supplemented by selections from the Port Authority's list of call-in consultants to provide policy and planning advisory services to supplement the work of

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the Port staff. Approximately \$1.2 million will be budgeted for this study in 1998, and compensation for each firm will not be subject to normal authorization limits.

It has long been recognized that greater channel depth to enable access of deeper draft vessels is necessary, but not in itself sufficient, to attract and accommodate projected cargo increases. Several major carriers using the Port that have recently merged or formed alliances are beginning to consider where they will concentrate their future operations/investments. The development of a comparative development and investment options analysis is essential to the Port Authority's ability to undertake rational planning that can lead to the consensus required for implementation of a Regional Master Plan for Port Development and Investment that will provide for future growth, cost efficiency and regional economic benefit. Failure to fully articulate the Port's future plans and develop a necessary consensus to assure their implementation could result in the Port becoming a regional feeder-port instead of a hub-port. A comparative analysis of development and investment options will further the region's intent to keep the Port of New York and New Jersey a the premier point of entry on the Atlantic coast. In recognition of the States' goals to provide greater public use of waterfront the analysis will also describe opportunities for public port access areas which can be incorporated into (re)development initiatives.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosjan and Schweitzer 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 conduct a comparative analysis of development and investment options for regional policymakers and the public which will be designed to assess and describe the cost benefit implications of alternative Port development proposals, enter into the necessary contracts and/or agreements totaling approximately \$1.2 million with consultant(s) who will assist Port staff by providing policy and planning advisory services as selected from a Request for Qualification/Request for Proposal process and/or from the Port Authority's list of call-in consultants; and it is further

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

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**ELIZABETH-PORT AUTHORITY MARINE TERMINAL - PLANNING
AUTHORIZATION FOR HANJIN SHIPPING COMPANY, LTD. AND MAHER
TERMINALS, INC. TERMINAL DEVELOPMENT**

As a result of forecasted increases in container throughput, staff has undertaken extensive planning on how to improve the efficiency and productivity of the existing container terminal space in Elizabeth and Port Newark to accommodate some of this growth. At the same time, Hanjin, a Korean shipping line currently served by several operators in the port, approached the Port Authority and expressed an interest in having a stand alone terminal to service its own vessels as well as those of others.

As a result of this request and the Maher Terminal Corporation's desire to consolidate the two Maher terminal operations in Elizabeth, conceptual plans have been developed for the creation of a new terminal in Elizabeth for Hanjin by relocating that part of Maher's Fleet Street leasehold, presently occupying the space, into an area in the Bay Avenue Terminal. In connection with any surrender of the Fleet Street space, Maher would like a renegotiation of the lease it has on the Fleet Street Terminal and an extension of that lease and its Tripoli Street Terminal lease. It is anticipated that the renegotiated leases will provide for a substantial increase in rates, as well as a complete rehabilitation of both terminals.

Port Authority planning activities would include Stage I and II design for the new container terminal, berth improvements, replacement space for Maher in the Bay Avenue Terminal, demolition of sheds, relocation of railroad track and railroad grade separation at Bay Avenue and McLester Street and design of new cranes required by Hanjin.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that an estimated \$3.0 million for the planning and design efforts necessary for the development of a new container terminal at the Elizabeth-Port Authority Marine Terminal, and the reconfiguration of certain neighboring terminals that is necessary for the creation of the new terminal, 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 such actions with respect to agreements for professional and technical services related to planning and design activities for the foregoing project and the award of necessary contracts to commence engineering field work such as geotechnical and environmental testing as he deems in the best interest of the Port Authority; the form of such contracts and agreements shall be subject to the approval of General Counsel or his authorized representative.

(Board - 7/31/97)

PORT AUTHORITY BUS TERMINAL - METROGOLF NEW YORK L.L.C. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with MetroGolf New York L.L.C. (MetroGolf) covering the construction and operation of a golf driving range including a pro shop, restaurant, sports bar, and locker room facilities on the roof level and a portion of the sixth floor of the South Wing of the Port Authority Bus Terminal substantially in accordance with the terms and conditions outlined below.

The corporation which controls the corporate general partner of MetroGolf is a publicly traded company which acquires, develops, and operates golf centers in major metropolitan areas across the United States. The company currently owns or operates eight facilities.

The Lease would be for a term commencing on or about August 19, 1997 and expiring on the day preceding the twentieth anniversary of the date payment of rental commences under the Lease. MetroGolf will pay a graduated basic rental for the premises aggregating approximately \$7 million over the term of the Lease, plus a percentage rental as provided in the Lease. Payment of rental under the Lease will commence two years from the commencement date of the term of the letting under the Lease or upon the commencement of business operations in the premises, whichever occurs first, with MetroGolf to have the right to defer payment of up to six months rental under certain circumstances. The deferred rental will be repaid over a twelve month period immediately following the expiration of the six month deferral period, with interest. MetroGolf will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on ninety days' notice, in which event MetroGolf would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$7 million. The Port Authority will invest approximately \$775,000 to bring utilities to the leasehold area, and will also contribute an amount not to exceed \$30,000 for pre-opening promotional activities.

The proposed roof top driving range may be inconsistent with New York City zoning resolutions currently in effect but, it is expected that the facility will contribute to the revitalization of 42nd Street and the Times Square area. Briefings on the proposed facility were held with the local Community Board and with staff of the 42nd Street Development Project, the Times Square Business Improvement District, and the Fashion Center Business Improvement District. Reaction to the proposed facility was favorable, and it is recommended that the Board authorize the construction of the facility notwithstanding that its contemplated use may be inconsistent with New York City zoning resolutions currently in effect.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

(Board - 7/31/97)

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 MetroGolf New York L.L.C. at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the use of the Port Authority Bus Terminal for the purpose described in the lease agreement with MetroGolf New York L.L.C. be authorized notwithstanding that such use may be inconsistent with New York City zoning resolutions currently in effect.

(Board - 7/31/97)

PORT AUTHORITY BUS TERMINAL - FIVE BROTHERS AND SISTER FARMER'S MARKET, INC. - NEW LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the "Lease") with Five Brothers and Sister Farmer's Market, Inc. (the "Amish Market") covering the construction and operation of a fruit, vegetable, and gourmet food market in approximately 1,200 square feet of space on the Second Floor of the South Wing of the Port Authority Bus Terminal, and to enter into a brokerage agreement with The Alfred Group, Inc., the broker involved in the letting, each agreement to be substantially in accordance with the terms and conditions outlined below. It was further recommended that the Board authorize the Executive Director to amend the Lease, if required, in accordance with the terms and conditions outlined below.

The Amish Market has served the Manhattan community for over five years, has developed an excellent reputation, and has received favorable reviews in the community and citywide newspapers.

The Lease would be for a term commencing on or about September 1, 1997 and expiring on the day preceding the fifteenth anniversary of the date payment of rental commences under the Lease. The Amish Market will pay a graduated basic rental for the premises. The Amish Market will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event the Amish Market would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$300,000. The Lease provides that the space will be taken "as is", and does not provide for the performance by the Port Authority of any space preparation work. If it is determined that the performance of base building work such as fireproofing or other work required to place the premises in conformance with the substantive provisions of the New York City Building Code is required, the Lease will be amended to provide for the performance of such work by the Port Authority at an approximate cost of \$40,000.

The Port Authority will pay a brokerage commission to The Alfred Group, Inc. in connection with the letting.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the Executive Director be, and he hereby is, authorized, for and on behalf of the Port Authority, (i) to enter into a lease agreement with Five Brothers and Sister Farmer's Market, Inc. at the Port Authority Bus Terminal, and a brokerage agreement with The Alfred Group, Inc. substantially in accordance with the terms and conditions outlined above; and (ii) to amend the lease agreement with Five Brothers and Sister Farmer's Market, Inc. if required as outlined above; the form of

(Board - 7/31/97)

)
the agreement in each instance shall be subject to the approval of General
Counsel or his authorized representative.

**METROMALL ROAD IMPROVEMENT AGREEMENT - AUTHORIZATION TO
ENTER INTO MULTI-PARTY AGREEMENT WITH GOVERNMENT
ENTITIES AND PRIVATE PARTIES**

It was reported that greatly increased traffic demand forecasted in connection with imminent and proposed development projects east of the New Jersey Turnpike in the vicinity of Port Elizabeth, Elizabeth, New Jersey would, in the absence of certain roadway improvements, result in serious traffic congestion on local roads and threaten critically important access to the Elizabeth/Port Newark Marine Terminal and Newark International Airport.

It was also reported that an opportunity exists to ameliorate such conditions, relieve pressure on the present local roadway network and so protect access to these Port Authority facilities by the Port Authority entering into, together with other interested governmental bodies and agencies, an agreement with certain private parties, including the owner and developer of an approximately 145-acre site on Newark Bay adjacent to the Elizabeth-Port Authority Marine Terminal contemplated for immediate commercial development, including retail, entertainment and ancillary uses, promoted as "New Jersey MetroMall" and "MetroCenter". Such agreement as proposed would be a means of assuring certain limits and requirements with respect to that project including provision for the construction by the developer of a new road bridging the New Jersey Turnpike and linking the development site with Turnpike Interchange 13A and other roads as well as improvements to Kapkowski Road east of the Turnpike.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; Commissioner Haley abstaining; 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 Road Improvement Agreement with the New Jersey Turnpike Authority, the New Jersey Department of Transportation, the City of Elizabeth, the County of Union, OENJ Corporation, Elizabeth MetroMall LLC and N.J. MetroMall Urban Renewal, Inc., on terms consistent with the objectives expressed in the foregoing report and to do all other things necessary or appropriate to implement the foregoing; and it is further

RESOLVED, that all documents required to effectuate the aforesaid shall be subject to the approval as to form by General Counsel or his authorized representative.

QUEENS WEST WATERFRONT DEVELOPMENT - QUEENS WEST DEVELOPMENT CORPORATION - APPROVAL FOR SPACE PERMIT FOR THE FRIENDS OF QUEEN CATHERINE, INC. AND THE POTENTIAL USE OF PORT AUTHORITY FUNDS

It was recommended that the Board authorize the Executive Director to enter into a space permit with the Friends of Queen Catherine, Inc. ("FOQC") covering the use and occupancy without fee of an area of approximately 2,800 rentable square feet of Port Authority property at the East River Wharf portion of the Queens West Waterfront Development site for a period of approximately ten years and an agreement with the Queens West Development Corporation ("QWDC") stipulating that any annual costs for operations, maintenance, insurance, security and other related responsibilities, estimated at \$5,000 - \$10,000, incurred by the Port Authority in the event FOQC fails to perform its obligations under the permit will be chargeable against the Port Authority's existing \$125 million commitment to the Queens West Waterfront Development Project.

The space permit shall be irrevocable unless: 1) the space is withdrawn from the Queens West Development Project; 2) the space is sold to QWDC; 3) FOQC fails to build a statue of Catherine of Braganza on the space; or 4) FOQC fails to deposit the security required by the permit. The terms of the space permit require FOQC or its designated successor to provide the funds for operations, maintenance, insurance, security and other related costs of the statue. Port Authority funds would not be required unless FOQC defaults and the Port Authority is required to assume ownership responsibilities and such costs. Should the Port Authority withdraw the space from the project, it would be responsible for the relocation of the statue to an alternate site acceptable to both FOQC and QWDC. In the event that the \$125 million commitment has then been depleted by other Queens West project costs, an additional Board Authorization for Port Authority funds to operate, maintain, insure, secure, remove and/or relocate the statue and base will be required.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer 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 space permit with the Friends of Queen Catherine, Inc. and an agreement with the Queens West Development Corporation stipulating that certain costs incurred by the Port Authority under the permit may be chargeable against the Port Authority's commitment to the Queens West Waterfront Development Project, each in accordance with the terms outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

REGIONAL ECONOMIC DEVELOPMENT PROGRAM - REALLOCATION OF FUNDS FROM HIGHWAY PROJECT TO PARK RELOCATION

It was recommended that the Board authorize the reallocation of up to \$325,000 in funds previously authorized under the Regional Economic Development Program for the New Jersey Department of Transportation's Route 169 Section 1(g) and 2(h) Project. Governor Whitman has requested that this amount be reallocated to effectuate the relocation of a playground currently located between the on and off ramps of Route 78 near the Newark South Ward Industrial Park to a nearby location. Relocation of this Park is a matter of great community concern since the current location was the site of a tragic accident this spring when a child was struck and killed.

The New Jersey Department of Transportation has advised the Port Authority that it concurs in the Governor's request for this reallocation and that the amount being reallocated is not required for the Route 169 Section 1(g) and 2(h) Project. The ramps where the Park is currently located provide access for trucks which will be using the Newark South Ward Industrial Park which is to begin construction shortly. The Port Authority shall have no responsibility for any aspect of the relocation project other than to provide the funds being reallocated by this action.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; Commissioner Haley abstaining; none against:

RESOLVED, that \$325,000 of the amount previously allocated to the New Jersey Department of Transportation ("NJDOT") for Route 169 construction is hereby reallocated for use by the NJDOT in a joint project with the City of Newark to relocate an existing playground from a site between the Clinton Street on and off ramps for Route 78 to a safer location several blocks away, as a public safety measure and in anticipation of increased truck traffic associated with the nearby Newark South Ward Industrial Park; and; it is further

RESOLVED that the Executive Director be and he is hereby authorized, for and on behalf of the Port Authority, to enter into an appropriate agreement with NJDOT and/or other appropriate public entity to provide monies for the effectuation of such relocation; the form of such agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 7/31/97)

REGIONAL ALLIANCE FOR SMALL CONTRACTORS, INC. - RENEWAL OF PARTICIPATION AND EMERGENCY FUNDING

It was recommended that the Board authorize the Port Authority to continue its support of the Regional Alliance for Small Contractors, Inc. ("Regional Alliance") by:

- 1) entering into an agreement with the Regional Alliance for a period not to exceed three years whereby the Port Authority would provide a financial contribution to the Regional Alliance in the amount of \$250,000 per year for fiscal years 1998 through 2000, of which \$51,000 may be used to meet 1997 cash flow problems; and
- 2) providing in-kind services in an amount not to exceed \$20,000 per year (office space at the World Trade Center) in fiscal years 1998 through 2000.

The Regional Alliance has proven to be an effective way to pool public and private resources to provide training programs, access to financial institutions, and assistance and advice to help the growth of minority, women-owned and small business (M/W/SBE) firms in the region. The Port Authority uses this program to support the M/W/SBE portion of its annual capital and maintenance programs.

Participation in the Regional Alliance was initially authorized by the Board in November 1990, and renewed in February 1992, in June 1993 and 1994, in February 1995 and in November 1995. In October 1996, the Board authorized \$250,000 in financial assistance and \$20,000 for in-kind services for the Regional Alliance's 1997 fiscal year. The Regional Alliance's fiscal year begins October 1 and ends September 30. The recommended 1998 fiscal year contribution will represent approximately 27 percent of the Regional Alliance's total projected 1998 revenues.

The Regional Alliance will continue to provide business support to Port Authority-certified M/W/SBE firms through its Managing Growth classroom series, expert advice on construction management through its Loaned Executive Assistance Program, assist in publicizing upcoming contract opportunities through announcements in various newsletters and through organized events and assist contractors referred by the Port Authority in packaging loan and bond applications.

Cash contributions totaling \$909,500 were received from the following organizations for the Regional Alliance's 1997 fiscal year programs:

(Board - 7/31/97)

<u>Organization</u>	<u>Contribution</u>	<u>Percentage of Total</u>
The Port Authority of NY & NJ	\$ 250,000	27%
Federal Highway Administration/New Jersey	200,000	22%
New York State Department of Transportation	212,500	23%
Managing Growth Classes	40,000	4%
New Jersey Economic Development Authority	50,000	6%
Dormitory Authority of the State of New York	50,000	6%
Partnership Dues	50,000	6%
Empire State Development	20,000	2%
Annual Luncheon (Net Proceeds)	35,000	4%
City of Elizabeth, New Jersey	2,000	0%
TOTAL	\$ 909,500	100%

Cash contributions equal to fiscal year 1997 funding levels are anticipated for fiscal year 1998.

Port Authority staff will continue to monitor contract performance, budget and evaluate the contributions from other participants, on a quarterly basis.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer 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 Regional Alliance for Small Contractors, Inc. to provide continued support to the Regional Alliance for a period not to exceed three years with a financial contribution in the amount of \$250,000 per year for fiscal years 1998 through 2000, of which \$51,000 may be used to meet 1997 cash flow problems; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to provide in-kind services in an amount not to exceed \$20,000 per year for fiscal years 1998 through 2000 by furnishing office space at the World Trade Center; and it is further

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

NEW YORK STATE AND LOCAL EMPLOYEES' RETIREMENT SYSTEM -
CHAPTER 41 OF THE LAWS OF NEW YORK, 1997 - ADOPTION OF THE
1997 RETIREMENT INCENTIVE PROGRAM

In April, legislation was adopted in New York (Chapter 41, Laws of New York, 1997, (the "Legislation") enabling employers participating in the New York State and Local Employees' Retirement System (the "Retirement System"), including the Port Authority, to adopt at their discretion a Retirement Incentive Program intended to enable the State of New York and these agencies to achieve economies, consolidation or abolition of functions, or curtailment of activities, by inducing eligible employees to retire at this time. Under the Legislation, a retirement incentive can be made available to non-police employees continuously employed since February 1, 1997, who are at least 50 years of age and have ten years of credited service (or 70 years of age with five years of service) or who are otherwise currently eligible to retire. This incentive is similar to those authorized and implemented by the Port Authority during 1995 and 1996. While the additional pension benefits are subject to reductions for those under 55 and to certain tax law restrictions and reductions, eligible employees who voluntarily choose to retire at this time would, generally, receive an additional one month of Retirement System credited service for each year of service up to a maximum additional Retirement System credit of three years. Employees eligible for any other lump sum retirement incentive payments (such as severance allowances) from the Port Authority would not be eligible for this Retirement System incentive unless they waive their eligibility for such lump sum payments.

The Legislation requires either the elimination of a number of positions within eligible titles equal to the number of eligible employees retiring with the incentive or a Port Authority plan showing savings over a two-year period of at least 50 percent of the base salary of each person retiring with the incentive. The Legislation provides that the period in which individual employees may elect to retire with the retirement incentive must be of no less than 30 and no more than 90 days' duration, and must not extend beyond December 31, 1997. Under the Legislation the employer may elect to pay for the costs of this incentive in one installment or in five annual installments to be set by the Retirement System commencing during the Retirement System's fiscal year ending March 31, 1999.

Under the Legislation, targeted positions are those for which the abolition of a specified number of positions in the title would not, in the determination of the chief executive officer (here, the Executive Director),

- a. Directly result in a reduction of the level of service required or mandated to protect and care for clients of the state or a participating employer or to assure public health and safety;
- b. Endanger the health or safety of employees of the state or a participating employer; or
- c. Clearly result in a loss of significant revenue to the state or a participating employer or result in substantially increased overtime or contractual costs."

(Board - 7/31/97)

Titles may also be considered eligible if employees subject to layoff may be placed therein. Finally, the Executive Director would also have staff prepare a list of eligible titles and positions and a plan of savings, as described above, which might avoid some job eliminations. Staff will seek to identify eligible job titles and positions meeting the requirements of the Legislation and the Port Authority's goals.

In the interim, the Executive Director recommended that the Port Authority take the formal steps necessary to participate in the 1997 Retirement Incentive Program and that he be authorized to implement such a program, contingent on his determination following compilation of information by staff that such a program would be in the best interests of the Port Authority and achieve appropriate staff reductions, reorganization or economies. To provide for administrative procedures and planning in a timely fashion, the implementation of this program, should the Executive Director decide to pursue it, would be scheduled during the period from December 1, 1997, through December 31, 1997, inclusive. Under the Legislation, an agency's chief executive officer must advise the Retirement System prior to September 3, 1997, of the adoption of a resolution authorizing implementation of the program.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer 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 perform all acts and to make any and all determinations necessary or appropriate in connection with the implementation, effectuation, administration, or any other aspect of a targeted retirement incentive program under Chapter 41 of the Laws of New York, 1997, including without limitation, determining eligible titles (and the number of positions therein) to be covered by such program and the development of any compensation savings plan in connection therewith and, in this connection, and subject to approval as to form by General Counsel, to file any necessary or appropriate documents, affidavits, certifications and forms; and it is further

RESOLVED, that The Port Authority of New York and New Jersey does hereby elect to provide the benefits of Chapter 41 of the Laws of New York, 1997 commencing on December 1, 1997, for all eligible employees who retire with an effective date of retirement set during the thirty-one day period beginning with and immediately following the commencement date and who are otherwise eligible as specified by Chapter 41.

(Board - 7/31/97)

**THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AND PATH v.
ALLIED - SETTLEMENT WITH ROBERTSON - CECO CORPORATION,
ALSO KNOWN AS H.H. ROBERTSON COMPANY**

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

(Board - 7/31/97)

**SETTLEMENT OF CLAIM - MIGUEL RUIZ v. THE CITY OF NEW YORK AND THE
PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle the pending action entitled Miguel Ruiz v. The City of New York and The Port Authority of New York and New Jersey by paying to plaintiff and his attorneys the sum of \$375,000 in exchange for a general release from liability and a discontinuance of the action with prejudice. This amount represents the Port Authority's portion of the total settlement of \$500,000.

Miguel Ruiz was injured when he tripped in a hole on 40th Street between 8th and 9th Avenue on December 21, 1990. He instituted a lawsuit against the City of New York and the Port Authority to recover damages for personal injuries which included a rupture of the deltoid ligament and a fracture of his left ankle, requiring an open reduction and internal fixation. Thereafter, Mr. Ruiz developed venous insufficiency, which required by-pass surgery pursuant to which a vein was removed from his left arm and transplanted into his left leg. Mr. Ruiz has been unable to return to work since his accident.

It is believed that this settlement would fairly compensate plaintiff for his injuries and avoid exposing the Port Authority to a potentially greater jury verdict.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer 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 Miguel Ruiz v. The City of New York and The Port Authority of New York and New Jersey, by paying \$375,000, the Port Authority's portion of the total settlement of \$500,000, to plaintiff and his attorneys in return for a General Release and Stipulation of Discontinuance with prejudice and a representation that plaintiff agrees to hold the Port Authority harmless and indemnify it for any outstanding liens concerning this incident.

(Board - 7/31/97)

AWARD OF MEDAL OF HONOR TO POLICE OFFICER JOHN P. MAHER

The Port Authority Medal of Honor, under Board Resolution of March 2, 1944, as amended, is to be awarded to an individual who, in performing a specific act, demonstrated extraordinary bravery in the face of circumstances which would surely to have led to grave personal injury or his own death should the slightest miscalculation have occurred.

It was recommended that the Medal of Honor be awarded to Police Officer John P. Maher.

Whereupon, the following resolution was unanimously adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

WHEREAS, by resolution adopted by the Board on March 2, 1944 as amended, the Port Authority Medal of Honor award was established, which award is to be given to a Port Authority employee for the performance of outstanding service; and

WHEREAS, in the case of Police Officer John P. Maher, it is recommended that the Port Authority Medal of Honor be given for his heroic actions.

NOW, THEREFORE, BE IT

RESOLVED, that the Executive Director be and he hereby is authorized to award the Medal of Honor to Police Officer John P. Maher for the performance of outstanding service.

(Board - 7/31/97)

PRESENTATION OF THE ROBERT F. WAGNER DISTINGUISHED PUBLIC SERVICE MEDAL

The Robert F. Wagner Distinguished Public Service Medal, by resolution adopted by the Board on March 2, 1944 and amended on May 14, 1992, is awarded to those individuals who have rendered outstanding distinguished public service in their fields of endeavor or in the community, demonstrating an exceptional degree of dedication, good judgment, initiative and competence, and who have sustained this record of service over a number of years. Normally, it is awarded to those who have at least fifteen years of Port Authority service.

It was reported that the Executive Director is to present the Robert F. Wagner Distinguished Public Service Medal to ten individuals. Through their dedication and commitment to public service and the Port Authority, they have brought credit to themselves and the agency.

John Castaldo
Leo M. Cintron
Robert C. DiChiara
Police Sergeant John L. Escobar
Thomas P. Hennessy
Francis Hines
Raymond P. Mannion
Ennala Ramabhushanam
Charles A. Surrusco
Earle J. Walker

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the Robert F. Wagner Distinguished Public Service Medal be awarded to ten individuals who have given truly outstanding service to the Port Authority and the public over many years.

(Board - 7/31/97)

**PRESENTATION OF THE MERITORIOUS SERVICE AWARD OF COMMENDATION
MEDAL**

The Commendation Medal, by resolution adopted by the Board on March 2, 1944, as amended, is to be awarded only for outstanding service or exceptionally meritorious performance.

It was reported that the Executive Director is to present the Commendation Medal to nine individuals who participated with dedication and bravery in five incidents:

James Bohan
David Burke
Anthony Cusumano
Robert Dudajek
Kenneth Hicks
Kevin Higgins
Louis Mastria
Guillermo Santos
Shawn Tucker

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the Commendation Medal be awarded to nine individuals who have performed outstanding service for the Port Authority and the public.

(Board - 7/31/97)

**PRESENTATION OF THE MERITORIOUS SERVICE AWARD OF POLICE
COMMENDATION MEDAL**

The Police Commendation Medal, by resolution adopted by the Board on March 2, 1944, as amended, is to be awarded to a police officer only in those cases where the officer has performed outstanding service or has shown exceptionally meritorious performance in the duty assigned to him or her.

It was reported that the Executive Director is to present the Police Commendation Medal to eleven individuals who participated in seven incidents. These individuals demonstrated heroism, dedication and bravery in the performance of their duties.

Police Officer Reginald L. Bates
Detective Matthew Besheer
Police Officer Kevin W. Cottrell
Police Officer Lawrence R. Gregg
Special Agent Francis Pellegrino (FBI)
Police Officer Joseph J. Petrullo
Police Officer Salvatore G. Piro
Police Sergeant Mark K. Potepa
Police Sergeant John F. Ryan
Police Officer Brian A. Settle
Police Officer Kenneth F. Tietjen

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Hellmuth, Janiszewski, Lewis, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the Police Commendation Medal be awarded to eleven individuals who have performed outstanding service or exceptionally meritorious performance of their duties.

(Board - 7/31/97)

PRESENTATION OF THE EXECUTIVE DIRECTOR'S AWARD OF ACHIEVEMENT

The Executive Director's Award of Achievement, established in 1961, is given to individuals who, in the course of carrying out a project or extended assignment as part of the normal work of their positions, extend themselves beyond required limits and achieve results which are of such a nature that they clearly deserve special recognition. Characteristics of performance which are considered in determining the award include ingenuity, resourcefulness, risk taking in decision making and job performance, unusual insight into problems, exceptional diligence and thoroughness in producing completed staff work, and above-standard degrees of proficiency, craftsmanship or professional competence. Among the kinds of results recognized by the award are improved revenues, better service to or relations with tenants, patrons or the community in general; and actions taken on behalf of the Port Authority which are clearly beyond the usual limitations of job responsibility.

It was reported that the Executive Director is to present the Executive Director's Award of Achievement to two individuals.

Barbara M. Iannacone-Ramos
Pamela Walden-Phillips

(Board - 7/31/97)

PRESENTATION OF THE EXECUTIVE DIRECTOR'S UNIT CITATION AWARD

The Executive Director's Unit Citation was established in 1966 and is to be awarded to the members of a unit, section, division or special task force whose performance in carrying out a project, extended assignment, or during an unusual operating situation was so outstanding as to warrant special recognition.

It was reported that the Executive Director is to present the Executive Director's Unit Citation to 40 individuals for their work on two teams.

Port Authority Bus Terminal Strike Team

Brenda Barber	Michael Kosakowski
John Bernardo	Phillip May
Dorothy Carter	Kevin McCaig
Patrick Christ	Thomas Miller
Leo M. Cintron	James P. Minogue, Jr.
Joseph D'Angelo	Daniel O'Leary
Robert DiTonno	Kenneth Philmus
William DiTocco	Nelson Pineiro
John Gonzalez	Paul Svane
Charles Goodwyn	Edwin Swanston
Deputy Inspector William Hall	Theresa Tesler
James Howard	Raymond White
Crystal Jerrals	Howard Williams

Removal of Dangerous Ice Condition at the George Washington Bridge

Dean Bartelucci	John P. Mockler
Joseph Fantagone	Willis Pagan
Gregory M. Gasnick	William Reilly
Frederick Grover	David Riva
Thomas J. Lavoie	Robert Sekelsky
Scott A. Marks	Keith H. Schmitt
Kevin McSweeney	Patrick Tracy

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 May 1, 1997 to May 31, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK781	International Arrivals Building Upgrade of U.S. Public Health Offices John F. Kennedy International Airport Sheridan International Enterprises, Inc.	82,654(A) 9,000(D) 91,654	82,654(A) 8,641(D) 91,295
JFK815	International Arrivals Building Boarding Gate Doors Security John F. Kennedy International Airport Dan McCarron & Son	47,110(A) 5,000(D) 52,110	47,110(A) -0-(D) 47,110
JFK826	Control Tower Emergency Lighting for Fire Stairwells John F. Kennedy International Airport Abcon Electric, Inc.	23,450(A) 2,350(D) 1,650(J) 27,450	23,450(A) 2,350(D) 1,165(J) 26,965
EW110084	Design and Construction of South Area Air Cargo Facility Newark International Airport Turner Construction Co. and Lev Zetlin Associates, Inc., A Joint Venture	20,232,000(A) 599,560(B) 3,125,000(D) 2,000,000(E) 22,533(F) 227,467(G) 26,206,560	20,172,000(A)(H) 431,300(B) 3,125,000(D) 95,779(E) 22,533(F) 127,912(G) 23,974,524
EW124062	EW1 Redevelopment Program Automated People Mover Monorail Signage Newark International Airport Philadelphia Sign Co.	636,000(A) 64,000(D) 700,000	634,957(A)(I) 36,365(D) 671,322
EW1610	Drainage Piping Replacement Bulk Fuel Farm Area Newark International Airport Brocon Petroleum, Inc.	417,417(A) 5,000(C) 77,000(D) 499,417	417,417(A) -0-(C) 61,083(D) 478,500

(Board - 7/31/97)

EWR641	Main Toll Plaza	124,000(A)	121,783(A)(M)
	Exit Lane Security Improvements	8,000(D)	4,342(D)
	Newark International Airport	60,000(K)	52,000(K)
	Con-El Electric, Inc.	3,600(L)	-0-(L)
		195,600	178,125
LGA110117	Reconstruction of Pump	2,987,500(A)	2,987,500(A)
	Stations 1 & 2	5,000(C)	-0-(C)
	LaGuardia Airport	299,000(D)	55,308(D)
	Centrum Construction Co., Inc.	24,919(N)	24,919(N)
		3,316,419	3,067,727
HT110059A	Entrance Plaza Tolls Building	365,898(A)	365,398(A)(O)
	Modifications	5,000(C)	-0-(C)
	Holland Tunnel	37,000(D)	32,922(D)
	Santruce Construction Corp.	407,898	398,320
HT11063	Pier 9/204	126,083(A)	111,083(A)(O)
	Pile Wrapping and Substructure	518,337(B)	364,634(B)
	Repairs	20,000(C)	93,798(C)
	Holland Tunnel	65,000(D)	28,732(D)
	Brand Marine Service	3,592(N)	3,592(N)
		445,000(P)	445,000(P)
	1,178,012	1,046,839	
HT360	New York River Ventilation	686,000(A)	665,459(A)(R)
	Building and Mid-River Sump	69,000(D)	59,344(D)
	Pump Room	5,988(N)	5,988(N)
	Modifications to Sump Pump Rooms		
	Holland Tunnel		
	Total Electrical		
	Construction Co., Inc.	760,988	730,791
HT361	Replacement of Fire Standpipe	161,000(A)	161,000(A)
	Station 71 + 43 to 74 + 89	9,000(C)	-0-(C)
	Holland Tunnel	17,000(D)	17,000(D)
	S & A Contracting, Inc.	71,000(S)	58,000(S)
		258,000	236,000
GWB392	Replacement of Overhead Doors	94,000(A)	94,000(A)
	New Jersey Administration Building	8,520(D)	5,600(D)
	George Washington Bridge		
	Ciprietti-Tolisano Associates, Inc.	102,520	99,600
GWB400	Remedial Repair Work for the	197,300(A)	197,300(A)
	Existing Feeder System at NJ	15,700(D)	12,656(D)
	Approach		
	George Washington Bridge		
J. G. Salas & Sons, Inc.	213,000	209,956	

SIB395	Installation and Removal of New Security Fencing Bayonne Bridge Maruvo Construction d/b/a L. Russo Fence	341,633(B) -0-(C) 341,633	337,258(B) 10,026(C) 347,284
BT331	Priority Concrete Repairs Port Authority Bus Terminal Marangas Construction Corp.	160,000(A) 69,950(B) 40,000(C) 23,000(D) 292,950	156,600(A)(T) 61,723(B) 4,848(C) -0-(D) 223,171
WTC115290	One WTC 78th Floor Asbestos Abatement The World Trade Center Ogden Allied Abatement & Decontamination Service, Inc.	87,000(A) 6,960(D) 93,960	76,340(A)(U) -0-(D) 76,340
YIP240020	Modifications to Building No. 1 Industrial Park at Yonkers Losco Group, Inc.	718,400(A) 72,000(D) 107,600(V) 74,400(W) 972,400	718,400(A) 72,000(D) 107,600(V) 39,817(W) 937,817

- (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 Payment" column is the authorized net cost amount.
 (D) Extra Work
 (E) Memorandum of Justification dated 12/29/92, increasing extra work in the amount of \$2,000,000.
 (F) Memorandum of Authorization dated 01/21/94, authorizing \$22,533 for net cost work.
 (G) Memorandum of Authorization dated 03/23/96, authorizing \$227,467 for additional net cost work.
 (H) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders in the amount of \$60,000 for deleted work.
 (I) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$1,043 for deleted work.
 (J) Memorandum of Authorization dated 02/28/97, increasing extra work in the amount of \$1,650.
 (K) Memorandum of Authorization dated 01/06/97, authorizing Supplemental Agreement in the estimated amount of \$60,000.
 (L) Memorandum of Authorization dated 01/06/97, increasing extra work in the amount of \$3,600.
 (M) The difference between the "Total Authorized" and the "Total Payment" represents credit change orders in the amount of \$2,217 for deleted work.

- (N) Premium for furnishing performance and payment bond as provided for in the Contract.
- (O) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$500 for deleted work.
- (P) Memorandum of Justification dated 06/14/94, increasing net cost work in the amount of \$445,000.
- (Q) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$15,000 for deleted work.
- (R) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$20,541 for deleted work.
- (S) Memorandum of Authorization dated 11/04/96, increasing extra work in the amount of \$71,000.
- (T) The difference between the "Total Authorized" and the "Total Payment" represents a credit change order in the amount of \$3,400 for deleted work.
- (U) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$3,900 and a reduction in the scope of work in the amount of \$6,760.
- (V) Memorandum of Justification dated 07/11/94, increasing extra work in the amount of \$107,600.
- (W) Memorandum of Justification dated 02/28/95, increasing extra work in the amount of \$74,400.

(Board - 7/31/97)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period May 1, 1997 through May 31, 1997.

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>
05/06/97	<u>\$ 370,000</u>	Cons. 31	4.00%	03/01/02	99.00	1997	7.150%	4.230%	<u>\$ 366,300.00</u>	Barr Brothers
	<u>\$ 370,000</u>								<u>\$ 366,300.00</u>	

(Board - 7/31/97)

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>
05/01/97	\$ 10,000,000	US T-BILL	--	04/30/98	94.24	5.698%	6.039%	\$ 9,423,919.44	PaineWebber Inc.
05/01/97	25,000,000	GECC CP	--	05/16/97	99.77	5.480	5.569	24,942,916.67	General Electric Capital
05/02/97	25,000,000	US T-BILL	--	10/02/97	97.73	5.330	5.529	24,433,687.50	PaineWebber Inc.
05/05/97	25,000,000	US T-BILL	--	06/12/97	99.48	4.880	4.973	24,871,222.23	Nikko Securities Co Intl*
05/08/97	10,000,000	US T-NOTE	6.375%	04/30/99	100.10	--	6.318	10,010,156.25	Paribas Corporation
05/08/97	15,000,000	US T-BILL	--	09/18/97	98.05	5.285	5.465	14,707,122.92	Nesbitt Burns Sec.*
05/08/97	15,000,000	US T-BILL	--	10/16/97	97.60	5.360	5.568	14,640,433.34	PaineWebber Inc.*
05/08/97	40,000,000	US T-NOTE	5.625	10/31/97	99.97	--	5.686	39,987,304.80	Paribas Corporation*
05/08/97	45,000,000	US T-BILL	--	09/25/97	97.96	5.250	5.434	44,081,249.99	Nesbitt Burns Sec.*
05/09/97	5,000,000	US T-NOTE	6.625	04/30/02	99.89	--	6.651	4,994,531.25	Goldman, Sachs & Co

(Board - 7/31/97)

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>
05/13/97	\$ 6,000,000	FNDN	--	06/11/97	99.56	5.440%	5.540%	\$ 5,973,706.67	PaineWebber Inc.
05/13/97	15,000,000	US T-BILL	--	09/04/97	98.37	5.150	5.308	14,755,375.01	Paribas Corporation
05/13/97	25,000,000	GECC CP	--	05/30/97	99.74	5.480	5.571	24,935,305.55	General Electric Capital
05/13/97	30,000,000	US T-BILL	--	10/09/97	97.84	5.220	5.409	29,351,850.00	PaineWebber Inc.
05/14/97	20,000,000	US T-NOTE	6.250%	02/28/02	98.77	--	6.551	19,753,125.00	Nikko Securities Co Intl
05/15/97	10,000,000	US T-NOTE	6.375	05/15/00	99.69	--	6.491	9,968,750.00	Nikko Securities Co Intl
05/15/97	13,000,000	FMCDN	--	06/12/97	99.58	5.450	5.549	12,944,894.44	Goldman, Sachs & Co
05/15/97	20,000,000	US T-BILL	--	10/16/97	97.76	5.235	5.429	19,552,116.66	PaineWebber Inc.
05/15/97	20,000,000	US T-BILL	--	11/13/97	97.33	5.275	5.495	19,466,638.88	PaineWebber Inc.
05/15/97	20,000,000	FMCDN	--	06/16/97	99.52	5.450	5.553	19,903,111.12	Nesbitt Burns Sec.
05/16/97	25,000,000	GECC CP	--	07/01/97	99.29	5.570	5.688	24,822,069.45	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>
05/20/97	\$ 25,000,000	FNDN	--	06/16/97	99.59	5.500%	5.599%	\$ 24,896,875.00	Goldman, Sachs & Co
05/23/97	25,000,000	FMCDN	--	05/28/97	99.93	5.370	5.449	24,981,354.18	Dresdner Kleinwort Benson
05/28/97	10,000,000	US T-NOTE	6.375%	05/15/00	99.80	--	6.450	9,979,687.50	Nikko Securities Co Intl
05/28/97	25,000,000	FHDN	--	07/14/97	99.30	5.400	5.514	24,823,750.00	CS First Boston Corp.
05/29/97	10,000,000	US T-NOTE	6.375	05/15/00	99.75	--	6.468	9,975,000.00	PaineWebber Inc.
05/29/97	10,000,000	US T-BILL	--	05/28/98	94.40	5.535	5.859	9,440,350.00	Paribas Corporation
05/29/97	10,000,000	US T-BILL	--	05/28/98	94.31	5.625	5.959	9,431,250.00	Prudential Securities
05/30/97	<u>25,000,000</u>	GECC	--	06/06/97	99.89	5.550	5.633	<u>24,973,020.83</u>	General Electric Capital
	<u>\$ 559,000,000</u>							<u>\$ 552,020,774.68</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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
05/01/97	\$ 10,000,000	US T-BILL	--	04/30/98	94.33	5.605%	5.936%	36.22 %	\$ 9,433,272.22	PaineWebber Inc.
05/05/97	25,000,000	US T-BILL	--	06/05/97	99.59	4.810	4.897	5.17	24,896,451.40	Nikko Securities Co Intl*
05/08/97	15,000,000	US T-BILL	--	06/19/97	99.43	4.920	5.017	5.17	14,913,900.00	Nesbitt Burns Sec.*
05/08/97	45,000,000	US T-BILL	--	06/12/97	99.53	4.865	4.956	5.37	44,787,156.26	Nesbitt Burns Sec.*
05/08/97	15,000,000	US T-NOTE	6.500%	08/15/97	100.27	--	5.434	7.29	15,039,843.75	PaineWebber Inc.*
05/08/97	40,000,000	US T-NOTE	5.875	07/31/97	100.11	--	5.331	6.02	40,042,187.52	Paribas Corporation*
05/09/97	5,000,000	US T-NOTE	6.625	04/30/02	100.02	--	6.621	45.60	5,000,781.25	Goldman, Sachs & Co
05/12/97	10,000,000	US T-NOTE	6.375	04/30/99	100.20	--	6.266	14.84	10,019,531.25	Nikko Securities Co Intl
05/14/97	20,000,000	US T-NOTE	6.250	02/28/02	98.94	--	6.508	62.71	19,787,500.00	Paribas Corporation
05/15/97	10,000,000	US T-NOTE	6.375	05/15/00	99.76	--	6.465	25.74	9,975,781.25	Nikko Securities Co Intl
05/20/97	35,000,000	US T-BILL	--	06/26/97	99.51	4.730	4.819	5.95	34,829,851.39	Nesbitt Burns Sec.

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

Sale of Securities(Cont.)

<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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
05/29/97	\$ 10,000,000	US T-BILL	--	05/28/98	94.42	5.520%	5.842%	41.09 %	\$ 9,441,866.67	Prudential Securities
05/30/97	<u>20,000,000</u>	US T-NOTE	6.375%	05/15/00	99.84	--	6.432	23.43	<u>19,968,750.00</u>	PaineWebber Inc.
	<u>\$ 260,000,000</u>								<u>\$ 258,136,872.96</u>	

BEY - Bond Equivalent Yield

*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>
Smith Barney Harris Upham	05/01/97	05/02/97	\$ 5,569,000	5.250 %	\$ 812.15
Nesbitt Burns Sec.	05/01/97	05/02/97	10,961,000	5.180	1,577.17
Lehman Brothers Inc.	05/01/97	05/16/97	14,831,250 *	5.500	33,090.17
Daiwa Securities America	05/01/97	05/02/97	18,236,000	5.180	2,623.96
Eastbridge Capital	05/01/97	05/02/97	19,425,000	5.200	2,805.83
Smith Barney Harris Upham	05/01/97	05/02/97	19,650,000	5.250	2,865.63
Yamaichi Intl (America)	05/01/97	05/02/97	20,040,000	5.210	2,900.23
Fuji Securities Inc.	05/01/97	05/02/97	24,372,000	5.220	3,533.94
Smith Barney Harris Upham	05/01/97	05/02/97	24,781,000	5.250	3,613.90
Fuji Securities Inc.	05/01/97	05/02/97	25,628,000	5.220	3,716.06
Yamaichi Intl (America)	05/01/97	05/02/97	29,960,000	5.210	4,335.88

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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>
Daiwa Securities America	05/01/97	05/02/97	\$ 31,764,000	5.180 %	\$ 4,570.49
Nesbitt Burns Sec.	05/01/97	05/02/97	34,687,000	5.180	4,991.07
Lehman Brothers Inc.	05/01/97	05/19/97	34,737,500 *	5.300	92,845.62
Prudential Securities	05/01/97	05/02/97	50,000,000	5.220	7,250.00
Nomura Securities Intl	05/01/97	05/02/97	50,000,000	5.220	7,250.00
Fuji Securities Inc.	05/02/97	05/05/97	153,000	5.320	67.83
Eastbridge Capital	05/02/97	05/05/97	750,000	5.330	333.13
SBC Capital Markets, Inc.	05/02/97	05/05/97	10,921,000	5.310	4,832.54
Daiwa Securities America	05/02/97	05/05/97	13,956,000	5.300	6,163.90
Nesbitt Burns Sec.	05/02/97	05/05/97	18,669,000	5.300	8,245.48
Nesbitt Burns Sec.	05/02/97	05/05/97	22,000,000	5.300	9,716.67

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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>
Yamaichi Intl (America)	05/02/97	05/05/97	\$ 23,524,000	5.330 %	\$ 10,448.58
Yamaichi Intl (America)	05/02/97	05/05/97	26,476,000	5.330	11,759.76
SBC Capital Markets, Inc.	05/02/97	05/05/97	33,972,000	5.310	15,032.61
Daiwa Securities America	05/02/97	05/05/97	36,044,000	5.300	15,919.43
Eastbridge Capital	05/02/97	05/05/97	49,250,000	5.330	21,875.21
Fuji Securities Inc.	05/02/97	05/05/97	49,847,000	5.320	22,098.84
Prudential Securities	05/02/97	05/05/97	50,000,000	5.300	22,083.33
Eastbridge Capital	05/05/97	05/06/97	325,000	5.400	48.75
Nomura Securities Intl	05/05/97	05/06/97	1,230,000	5.375	183.65
Fuji Securities Inc.	05/05/97	05/06/97	10,894,000	5.380	1,628.05
Daiwa Securities America	05/05/97	05/06/97	15,000,000	5.370	2,237.50

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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>
Daiwa Securities America	05/05/97	05/06/97	\$ 18,657,000	5.370 %	\$ 2,783.00
Dean Witter Reynolds	05/05/97	05/20/97	19,780,000 *	5.400	44,312.69
Yamaichi Intl (America)	05/05/97	05/06/97	24,269,000	5.400	3,640.35
Nikko Securities Co Intl	05/05/97	05/08/97	24,875,000 *	5.450	11,186.84
Yamaichi Intl (America)	05/05/97	05/06/97	25,731,000	5.400	3,859.65
Fuji Securities Inc.	05/05/97	05/06/97	33,949,000	5.380	5,073.49
Nomura Securities Intl	05/05/97	05/06/97	48,770,000	5.375	7,281.63
Eastbridge Capital	05/05/97	05/06/97	49,675,000	5.400	7,451.25
Prudential Securities	05/05/97	05/06/97	50,000,000	5.380	7,472.22
Nesbitt Burns Sec.	05/05/97	05/06/97	50,000,000	5.380	7,472.22
Daiwa Securities America	05/06/97	05/07/97	10,870,000	5.370	1,621.44

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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>
Citicorp Securities Mkts	05/06/97	05/07/97	\$ 16,710,000	5.370 %	\$ 2,492.58
Nesbitt Burns Sec.	05/06/97	05/07/97	18,384,000	5.350	2,732.07
Sanwa-BGK Securities	05/06/97	05/07/97	19,000,000	5.350	2,823.61
Fuji Securities Inc.	05/06/97	05/07/97	23,605,000	5.370	3,521.08
Yamaichi Intl (America)	05/06/97	05/07/97	24,817,000	5.380	3,708.76
Yamaichi Intl (America)	05/06/97	05/07/97	25,183,000	5.380	3,763.46
Fuji Securities Inc.	05/06/97	05/07/97	26,395,000	5.370	3,937.25
Citicorp Securities Mkts	05/06/97	05/07/97	33,290,000	5.370	4,965.76
Daiwa Securities America	05/06/97	05/07/97	33,616,000	5.370	5,014.39
Nomura Securities Intl	05/06/97	05/07/97	50,000,000	5.370	7,458.33
Eastbridge Capital	05/06/97	05/07/97	50,000,000	5.375	7,465.28

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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>
Prudential Securities	05/07/97	05/08/97	\$ 938,000	5.480 %	\$ 142.78
SBC Capital Markets, Inc.	05/07/97	05/08/97	10,831,000	5.480	1,648.72
Nesbitt Burns Sec.	05/07/97	05/08/97	17,744,000	5.480	2,701.03
Nomura Securities Intl	05/07/97	05/08/97	21,205,000	5.480	3,227.87
Nesbitt Burns Sec.	05/07/97	05/08/97	23,000,000	5.480	3,501.11
Yamaichi Intl (America)	05/07/97	05/08/97	23,776,000	5.490	3,625.84
Fuji Securities Inc.	05/07/97	05/08/97	24,954,000	5.480	3,798.55
Fuji Securities Inc.	05/07/97	05/08/97	25,046,000	5.480	3,812.56
Yamaichi Intl (America)	05/07/97	05/08/97	26,224,000	5.490	3,999.16
Nomura Securities Intl	05/07/97	05/08/97	28,795,000	5.480	4,383.24
SBC Capital Markets, Inc.	05/07/97	05/08/97	33,621,000	5.480	5,117.86

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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>
Prudential Securities	05/07/97	05/08/97	\$ 49,062,000	5.480 %	\$ 7,468.33
Eastbridge Capital	05/07/97	05/08/97	50,000,000	5.490	7,625.00
Nomura Securities Intl	05/08/97	05/09/97	620,000	5.450	93.86
Daiwa Securities America	05/08/97	05/09/97	10,759,000	5.450	1,628.79
Yamaichi Intl (America)	05/08/97	05/09/97	17,691,000	5.460	2,683.14
Yamaichi Intl (America)	05/08/97	05/09/97	22,500,000	5.460	3,412.50
Nesbitt Burns Sec.	05/08/97	05/09/97	24,021,000	5.450	3,636.51
Fuji Securities Inc.	05/08/97	05/09/97	24,893,000	5.450	3,768.52
Fuji Securities Inc.	05/08/97	05/09/97	25,107,000	5.450	3,800.92
Nesbitt Burns Sec.	05/08/97	05/09/97	25,979,000	5.450	3,932.93
Daiwa Securities America	05/08/97	05/09/97	33,397,000	5.450	5,055.93

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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 Intl	05/08/97	05/09/97	\$ 49,380,000	5.450 %	\$ 7,475.58
Sanwa-BGK Securities	05/08/97	05/09/97	50,000,000	5.450	7,569.44
Eastbridge Capital	05/08/97	05/09/97	50,000,000	5.460	7,583.33
Nomura Securities Intl	05/09/97	05/12/97	675,000	5.340	300.38
Fuji Securities Inc.	05/09/97	05/12/97	1,072,000	5.340	477.04
Daiwa Securities America	05/09/97	05/12/97	10,752,000	5.330	4,775.68
Smith Barney Harris Upham	05/09/97	05/12/97	17,650,000	5.330	7,839.54
Yamaichi Intl (America)	05/09/97	05/12/97	23,844,000	5.340	10,610.58
Yamaichi Intl (America)	05/09/97	05/12/97	26,156,000	5.340	11,639.42
Smith Barney Harris Upham	05/09/97	05/12/97	26,500,000	5.330	11,770.42
Daiwa Securities America	05/09/97	05/12/97	33,000,000	5.330	14,657.50

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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 Inc.	05/09/97	05/12/97	\$ 48,928,000	5.340 %	\$ 21,772.96
Nomura Securities Intl	05/09/97	05/12/97	49,325,000	5.340	21,949.63
Nesbitt Burns Sec.	05/09/97	05/12/97	50,000,000	5.330	22,208.33
Eastbridge Capital	05/09/97	05/12/97	50,000,000	5.340	22,250.00
Eastbridge Capital	05/12/97	05/13/97	150,000	5.420	22.58
Prudential Securities	05/12/97	05/13/97	813,000	5.400	121.95
Nesbitt Burns Sec.	05/12/97	05/13/97	10,000,000	5.400	1,500.00
Daiwa Securities America	05/12/97	05/13/97	10,756,000	5.400	1,613.40
Nomura Securities Intl	05/12/97	05/13/97	17,550,000	5.390	2,627.63
Yamaichi Intl (America)	05/12/97	05/13/97	23,672,000	5.420	3,563.95
Fuji Securities Inc.	05/12/97	05/13/97	24,863,000	5.400	3,729.45

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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 Inc.	05/12/97	05/13/97	\$ 25,137,000	5.400 %	\$ 3,770.55
Nesbitt Burns Sec.	05/12/97	05/30/97	25,225,000 *	5.400	67,722.12
Yamaichi Intl (America)	05/12/97	05/13/97	26,328,000	5.420	3,963.83
Nomura Securities Intl	05/12/97	05/13/97	30,000,000	5.390	4,491.67
Daiwa Securities America	05/12/97	05/13/97	33,126,000	5.400	4,968.90
Prudential Securities	05/12/97	05/13/97	49,187,000	5.400	7,378.05
Eastbridge Capital	05/12/97	05/13/97	49,850,000	5.420	7,505.19
Smith Barney Shearson	05/12/97	05/13/97	50,000,000	5.400	7,500.00
Paribas Corporation	05/13/97	05/14/97	123,000	5.370	18.35
Fuji Securities Inc.	05/13/97	05/14/97	9,950,000	5.350	1,478.68
Citicorp Securities Mkts	05/13/97	05/14/97	17,524,000	5.350	2,604.26

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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>
Daiwa Securities America	05/13/97	05/14/97	\$ 21,578,000	5.350 %	\$ 3,206.73
Nomura Securities Intl	05/13/97	05/14/97	23,064,000	5.350	3,427.57
Yamaichi Intl (America)	05/13/97	05/14/97	24,800,000	5.360	3,692.44
Yamaichi Intl (America)	05/13/97	05/14/97	25,200,000	5.360	3,752.00
Nomura Securities Intl	05/13/97	05/14/97	26,936,000	5.350	4,002.99
Eastbridge Capital	05/13/97	05/14/97	28,000,000	5.350	4,161.11
Daiwa Securities America	05/13/97	05/14/97	28,422,000	5.350	4,223.83
Fuji Securities Inc.	05/13/97	05/14/97	32,675,000	5.350	4,855.87
Paribas Corporation	05/13/97	05/14/97	49,877,000	5.370	7,439.99
Prudential Securities	05/13/97	05/14/97	50,000,000	5.350	7,430.56
Paribas Corporation	05/14/97	05/15/97	123,000	5.320	18.18

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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>
Citicorp Securities Mkts	05/14/97	05/15/97	\$ 8,309,000	5.300 %	\$ 1,223.27
Nomura Securities Intl	05/14/97	05/15/97	9,899,000	5.300	1,457.35
Sanwa-BGK Securities	05/14/97	05/15/97	17,404,000	5.300	2,562.26
Fuji Securities Inc.	05/14/97	05/15/97	22,600,000	5.300	3,327.22
Fuji Securities Inc.	05/14/97	05/15/97	27,400,000	5.300	4,033.89
Sanwa-BGK Securities	05/14/97	05/15/97	30,000,000	5.300	4,416.67
Nomura Securities Intl	05/14/97	05/15/97	32,511,000	5.300	4,786.34
Citicorp Securities Mkts	05/14/97	05/15/97	41,691,000	5.300	6,137.84
Paribas Corporation	05/14/97	05/15/97	49,877,000	5.320	7,370.71
Prudential Securities	05/14/97	05/15/97	50,000,000	5.300	7,361.11
Eastbridge Capital	05/14/97	05/15/97	50,000,000	5.320	7,388.89

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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	05/15/97	05/16/97	\$ 430,000	5.510 %	\$ 65.81
Fuji Securities Inc.	05/15/97	05/16/97	9,000,000	5.500	1,375.00
Fuji Securities Inc.	05/15/97	05/16/97	9,748,000	5.500	1,489.28
Daiwa Securities America	05/15/97	05/16/97	17,331,000	5.500	2,647.79
Yamaichi Intl (America)	05/15/97	05/16/97	24,806,000	5.530	3,810.48
Yamaichi Intl (America)	05/15/97	05/16/97	25,194,000	5.530	3,870.08
Daiwa Securities America	05/15/97	05/16/97	30,000,000	5.500	4,583.33
Fuji Securities Inc.	05/15/97	05/16/97	31,922,000	5.500	4,876.97
Paribas Corporation	05/15/97	05/16/97	49,570,000	5.510	7,586.96
Nomura Securities Intl	05/15/97	05/16/97	50,000,000	5.520	7,666.67
Eastbridge Capital	05/15/97	05/16/97	50,000,000	5.510	7,652.78

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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>
Nomura Securities Intl	05/16/97	05/19/97	\$ 675,000	5.330 %	\$ 299.81
SBC Capital Markets, Inc.	05/16/97	05/19/97	9,722,000	5.320	4,310.09
Paribas Corporation	05/16/97	05/19/97	10,000,000	5.370	4,475.00
Lehman Brothers Inc.	05/16/97	05/19/97	14,737,500 *	5.320	6,533.63
Fuji Securities Inc.	05/16/97	05/19/97	16,963,000	5.330	7,534.40
Yamaichi Intl (America)	05/16/97	05/19/97	24,796,000	5.340	11,034.22
Yamaichi Intl (America)	05/16/97	05/19/97	25,204,000	5.340	11,215.78
Fuji Securities Inc.	05/16/97	05/19/97	30,000,000	5.330	13,325.00
SBC Capital Markets, Inc.	05/16/97	05/19/97	30,325,000	5.320	13,444.08
Nomura Securities Intl	05/16/97	05/19/97	49,325,000	5.330	21,908.52
Prudential Securities	05/16/97	05/19/97	50,000,000	5.330	22,208.33

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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>
Eastbridge Capital	05/16/97	05/19/97	\$ 50,000,000	5.340 %	\$ 22,250.00
Daiwa Securities America	05/19/97	05/20/97	9,723,000	5.400	1,458.45
Nomura Securities Intl	05/19/97	05/20/97	15,710,000	5.400	2,356.50
Nomura Securities Intl	05/19/97	05/20/97	16,290,000	5.400	2,443.50
Paribas Corporation	05/19/97	05/20/97	16,973,000	5.420	2,555.38
Fuji Securities Inc.	05/19/97	05/20/97	20,900,000	5.400	3,135.00
Lehman Brothers Inc.	05/19/97	05/30/97	24,562,500 *	5.410	40,132.40
Lehman Brothers Inc.	05/19/97	05/27/97	24,656,250 *	5.280	29,258.75
Yamaichi Intl (America)	05/19/97	05/20/97	24,882,000	5.410	3,739.21
Yamaichi Intl (America)	05/19/97	05/20/97	25,118,000	5.410	3,774.68
Fuji Securities Inc.	05/19/97	05/20/97	29,100,000	5.400	4,365.00

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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>
Daiwa Securities America	05/19/97	05/20/97	\$ 30,282,000	5.400 %	\$ 4,542.30
Prudential Securities	05/19/97	05/20/97	50,000,000	5.400	7,500.00
Eastbridge Capital	05/19/97	05/20/97	50,000,000	5.420	7,527.78
Eastbridge Capital	05/20/97	05/21/97	150,000	5.440	22.67
Fuji Securities Inc.	05/20/97	05/21/97	153,000	5.430	23.08
Nomura Securities Intl	05/20/97	05/21/97	9,696,000	5.420	1,459.79
Nesbitt Burns Sec.	05/20/97	05/21/97	10,000,000	5.400	1,500.00
Paribas Corporation	05/20/97	05/21/97	14,596,000	5.420	2,197.51
Dean Witter Reynolds	05/20/97	Open	15,018,750 *	Variable **	31,372.50 ***
Dean Witter Reynolds	05/20/97	Open	19,820,000 *	Variable **	41,401.78 ***
Yamaichi Intl (America)	05/20/97	05/21/97	23,087,000	5.440	3,488.70

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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>
Yamaichi Intl (America)	05/20/97	05/21/97	\$ 26,913,000	5.440 %	\$ 4,066.85
Paribas Corporation	05/20/97	05/21/97	28,485,000	5.420	4,288.58
Nomura Securities Intl	05/20/97	05/21/97	40,000,000	5.420	6,022.22
Fuji Securities Inc.	05/20/97	05/21/97	49,847,000	5.430	7,518.59
Eastbridge Capital	05/20/97	05/21/97	49,850,000	5.440	7,532.89
Citicorp Securities Mkts	05/20/97	05/21/97	50,000,000	5.420	7,527.78
Zions 1st Nat'l Bank	05/21/97	05/22/97	475,000	5.450	71.91
Nomura Securities Intl	05/21/97	05/22/97	800,000	5.460	121.33
Paribas Corporation	05/21/97	05/22/97	834,000	5.470	126.72
Eastbridge Capital	05/21/97	05/22/97	9,667,000	5.470	1,468.85
Smith Barney Shearson	05/21/97	05/22/97	14,539,000	5.450	2,201.04

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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>
Yamaichi Intl (America)	05/21/97	05/22/97	\$ 24,652,000	5.470 %	\$ 3,745.73
Eastbridge Capital	05/21/97	05/22/97	25,000,000	5.470	3,798.61
Yamaichi Intl (America)	05/21/97	05/22/97	25,348,000	5.470	3,851.49
Smith Barney Shearson	05/21/97	05/22/97	27,339,000	5.450	4,138.82
Nikko Securities Co Intl	05/21/97	05/27/97 *	28,837,500	5.250	25,417.05
Fuji Securities Inc.	05/21/97	05/22/97	30,000,000	5.450	4,541.67
Paribas Corporation	05/21/97	05/22/97	49,166,000	5.470	7,470.50
Nomura Securities Intl	05/21/97	05/22/97	49,200,000	5.460	7,462.00
Zions 1st Nat'l Bank	05/21/97	05/22/97	49,525,000	5.450	7,497.53
Fuji Securities Inc.	05/22/97	05/23/97	582,000	5.350	86.49
Daiwa Securities America	05/22/97	05/23/97	6,000,000	5.300	883.33

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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>
Zions 1st Nat'l Bank	05/22/97	05/23/97	\$ 9,410,000	5.330 %	\$ 1,393.20
Zions 1st Nat'l Bank	05/22/97	05/23/97	14,542,000	5.330	2,153.02
Dean Witter Reynolds	05/22/97	Open	14,880,000	Variable **	26,825.33 ***
Yamaichi Intl (America)	05/22/97	05/23/97	14,937,000	5.350	2,219.80
Daiwa Securities America	05/22/97	05/23/97	27,281,000	5.330	4,039.10
Yamaichi Intl (America)	05/22/97	05/23/97	35,063,000	5.350	5,210.75
Fuji Securities Inc.	05/22/97	05/23/97	49,418,000	5.350	7,344.06
Paribas Corporation	05/22/97	05/23/97	50,000,000	5.350	7,430.56
Eastbridge Capital	05/22/97	05/23/97	50,000,000	5.350	7,430.56
Prudential Securities	05/22/97	05/23/97	50,000,000	5.340	7,416.67
Paribas Corporation	05/23/97	05/27/97	980,000	5.300	577.11

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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>
Zions 1st Nat'l Bank	05/23/97	05/27/97	\$ 1,324,000	5.280 %	\$ 776.75
Eastbridge Capital	05/23/97	05/27/97	9,035,000	5.290	5,310.57
Nomura Securities Intl	05/23/97	05/27/97	10,000,000	5.270	5,855.56
Eastbridge Capital	05/23/97	05/27/97	12,945,000	5.290	7,608.78
Eastbridge Capital	05/23/97	05/27/97	16,998,000	5.290	9,991.05
Daiwa Securities America	05/23/97	05/27/97	23,315,000	5.280	13,678.13
Yamaichi Intl (America)	05/23/97	05/27/97	24,224,000	5.290	14,238.33
Fuji Securities Inc.	05/23/97	05/27/97	24,556,000	5.280	14,406.19
Fuji Securities Inc.	05/23/97	05/27/97	25,444,000	5.280	14,927.15
Yamaichi Intl (America)	05/23/97	05/27/97	25,776,000	5.290	15,150.56
Daiwa Securities America	05/23/97	05/27/97	26,685,000	5.280	15,655.20

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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>
Zions 1st Nat'l Bank	05/23/97	05/27/97	\$ 33,676,000	5.280 %	\$ 19,756.59
Paribas Corporation	05/23/97	05/27/97	49,020,000	5.300	28,867.33
Eastbridge Capital	05/27/97	05/28/97	275,000	5.390	41.17
Fuji Securities Inc.	05/27/97	05/28/97	7,020,000	5.350	1,043.25
Fuji Securities Inc.	05/27/97	05/28/97	10,903,000	5.350	1,620.31
Daiwa Securities America	05/27/97	05/28/97	23,315,000	5.380	3,484.30
Yamaichi Intl (America)	05/27/97	05/28/97	23,974,000	5.380	3,582.78
Yamaichi Intl (America)	05/27/97	05/28/97	26,026,000	5.380	3,889.44
Daiwa Securities America	05/27/97	05/28/97	26,685,000	5.380	3,987.93
Fuji Securities Inc.	05/27/97	05/28/97	26,899,000	5.350	3,997.49
Nomura Securities Intl	05/27/97	05/28/97	30,000,000	5.375	4,479.17

(Board - 7/31/97)

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>
Eastbridge Capital	05/27/97	05/28/97	\$ 49,725,000	5.390 %	\$ 7,444.94
Paribas Corporation	05/27/97	05/28/97	50,000,000	5.390	7,486.11
Nomura Securities Intl	05/28/97	05/29/97	2,350,000	5.340	348.58
Nomura Securities Intl	05/28/97	05/29/97	10,893,000	5.340	1,615.80
Zions 1st Nat'l Bank	05/28/97	05/29/97	20,105,000	5.350	2,987.83
Nesbitt Burns Sec.	05/28/97	05/30/97 *	24,650,000	5.400	7,395.00
Yamaichi Intl (America)	05/28/97	05/29/97	24,685,000	5.350	3,668.47
Lehman Brothers Inc.	05/28/97	05/30/97 *	24,718,750	5.410	7,374.43
Fuji Securities Inc.	05/28/97	05/29/97	24,863,000	5.350	3,694.92
Fuji Securities Inc.	05/28/97	05/29/97	25,137,000	5.350	3,735.64
Yamaichi Intl (America)	05/28/97	05/29/97	25,315,000	5.350	3,762.09

(Board - 7/31/97)

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 Intl	05/28/97	05/29/97	\$ 26,725,000	5.340 %	\$ 3,964.21
Zions 1st Nat'l Bank	05/28/97	05/29/97	29,895,000	5.350	4,442.73
Citicorp Securities Mkts	05/28/97	05/29/97	42,000,000	5.350	6,241.67
Paribas Corporation	05/28/97	05/29/97	50,000,000	5.350	7,430.56
Zions 1st Nat'l Bank	05/29/97	05/30/97	1,530,000	5.400	229.50
Zions 1st Nat'l Bank	05/29/97	05/30/97	10,740,000	5.400	1,611.00
Nomura Securities Intl	05/29/97	05/30/97	23,000,000	5.400	3,450.00
Daiwa Securities America	05/29/97	05/30/97	23,346,000	5.400	3,501.90
Yamaichi Intl (America)	05/29/97	05/30/97	23,661,000	5.410	3,555.72
Zions 1st Nat'l Bank	05/29/97	05/30/97	25,865,000	5.400	3,879.75
Yamaichi Intl (America)	05/29/97	05/30/97	26,339,000	5.410	3,958.17

(Board - 7/31/97)

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	05/29/97	05/30/97	\$ 26,654,000	5.400 %	\$ 3,998.10
Paribas Corporation	05/29/97	05/30/97	50,000,000	5.410	7,513.89
Eastbridge Capital	05/29/97	05/30/97	50,000,000	5.420	7,527.78
Fuji Securities Inc.	05/30/97	06/02/97	521,000	5.520	239.66
Prudential Securities	05/30/97	06/02/97	1,495,000	5.530	688.95
Prudential Securities	05/30/97	06/02/97	19,063,000	5.530	8,784.87
Yamaichi Intl (America)	05/30/97	06/02/97	23,644,000	5.550	10,935.35
Lehman Brothers Inc.	05/30/97	Open	24,625,000 *	Variable **	7,524.30 ***
Nesbitt Burns Sec.	05/30/97	Open	24,662,500 *	Variable **	7,535.76 ***
Lehman Brothers Inc.	05/30/97	Open	24,718,750 *	Variable **	7,552.95 ***
Nesbitt Burns Sec.	05/30/97	Open	25,312,500 *	Variable **	7,804.69 ***

(Board - 7/31/97)

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>
Prudential Securities	05/30/97	06/02/97	\$ 25,564,000	5.530 %	\$ 11,780.74
Yamaichi Intl (America)	05/30/97	06/02/97	26,356,000	5.550	12,189.65
Zions 1st Nat'l Bank	05/30/97	06/02/97	39,300,000	5.520	18,078.00
Nomura Securities Intl	05/30/97	06/02/97	40,000,000	5.520	18,400.00
Nikko Securities Co Intl	05/30/97	Open	44,100,000 *	Variable **	13,352.50 ***
Fuji Securities Inc.	05/30/97	06/02/97	49,479,000	5.520	22,760.34
Paribas Corporation	05/30/97	06/02/97	50,000,000	5.550	23,125.00

* 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 - 7/31/97)

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

Reverse Repurchase Transactions

<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 Inc.	05/01/97	05/19/97	\$ 34,737,500 *	5.100 %	\$ 88,918.35
Lehman Brothers Inc.	05/01/97	05/16/97	14,831,250 *	5.300	31,907.79
Nikko Securities Co Intl	05/05/97	05/08/97	24,875,000 *	5.300	10,931.18
Dean Witter Reynolds	05/05/97	05/20/97	19,780,000 *	5.300	42,746.78
Nesbitt Burns Sec.	05/12/97	05/30/97	25,225,000 *	5.250	64,649.57
Lehman Brothers Inc.	05/16/97	05/19/97	14,737,500 *	5.220	6,410.81
Lehman Brothers Inc.	05/19/97	05/30/97	24,562,500 *	5.330	39,429.64
Lehman Brothers Inc.	05/19/97	05/27/97	24,656,250 *	5.180	28,197.16
Dean Witter Reynolds	05/20/97	Open	19,820,000 *	Variable **	34,382.19 ***
Dean Witter Reynolds	05/20/97	Open	15,018,750 *	Variable **	26,345.39 ***
Nikko Securities Co Intl	05/21/97	05/27/97	28,837,500 *	5.150	24,856.32

(Board - 7/31/97)

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

Reverse Repurchase Transactions (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>
Dean Witter Reynolds	05/22/97	Open	\$ 14,880,000 *	Variable **	\$ 21,638.00 ***
Lehman Brothers Inc.	05/28/97	05/30/97	24,718,750 *	5.200 %	6,969.31
Nesbitt Burns Sec.	05/28/97	05/30/97	24,650,000 *	5.250	7,189.58
Nikko Securities Co Intl	05/30/97	Open	44,100,000 *	Variable **	12,862.50 ***
Nesbitt Burns Sec.	05/30/97	Open	25,312,500 *	Variable **	7,242.19 ***
Nesbitt Burns Sec.	05/30/97	Open	24,662,500 *	Variable **	7,261.74 ***
Lehman Brothers Inc.	05/30/97	Open	24,718,750 *	Variable **	7,415.63 ***
Lehman Brothers Inc.	05/30/97	Open	24,625,000 *	Variable **	7,387.50 ***

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

** This rate subject to change daily.

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

(Board - 7/31/97)

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 May 1, 1997 through May 31, 1997, 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

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.

(Board - 7/31/97)

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, 1997 and May 31, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of May 31, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.00 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, 1997 and May 31, 1997 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.

**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 Service Contract were authorized or amended, during the period May 1, 1997 to June 30, 1997.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Chief Financial Officer to retain the services of:	Real estate appraisal of Building #1 and Out Lot #2 at the Yonkers Industrial Park.	\$ 7,000
Albert Valuation Group, Inc. 100 White Plains Road Tarrytown, NY 10591		
For the Chief Financial Officer to retain the services of:	Real estate appraisal of a vacant Port Authority property proximate to the Lincoln Tunnel entrance in Manhattan.	\$ 4,750
Robert W. Jones & Associates, Inc. Two Fifth Avenue New York, NY 10011		

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, August 28, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, August 28, 1997, at John F. Kennedy International Airport, City of New York, County of Queens and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
Hon. Kathleen A. Donovan
Hon. Aubrey C. Lewis
Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. Peter S. Kalikow
Hon. David S. Mack
Hon. Melvin L. Schweitzer

Robert E. Boyle, Executive Director
Richard J. Lobron, Deputy Executive Director
Jeffrey S. Green, General Counsel
Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
A. Paul Blanco, Chief Administrative Officer
Lillian C. Borrone, Director, Port Commerce
Robert E. Catlin, Director, World Trade
Anthony G. Cracchiolo, Program Director, New York Airport Access, Office of Chief Technology Officer
Joanne Crowley, Deputy Director, Tunnels, Bridges and Terminals
Michael P. DePallo, Director/General Manager, PATH
Karen E. Eastman, Assistant Secretary
David F. Feeley, Chief Operating Officer
Mark O. Hatfield, Jr., Director, Office of Corporate Communications
Robert J. Kelly, Director, Aviation
Francis J. Lombardi, Chief Engineer
Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
Charles F. McClafferty, Chief Financial Officer
Cruz C. Russell, Director, Office of Corporate Policy and Planning
Angela F. Wood, Special Assistant to the Executive Director
Peter B. Yunis, Executive Assistant to the Chairman

(Board - 8/28/97)

The meeting was called to order in executive session by Chairman Eisenberg at 12:50 p.m. and ended at 1:11 p.m.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of July 31, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Chairman Eisenberg welcomed David S. Mack as Commissioner of the Port Authority and expressed the Board's pleasure in having Commissioner Mack participate in the work of the Board.

JOHN F. KENNEDY INTERNATIONAL AIRPORT - SINGAPORE AIRLINES LIMITED - AUTHORIZATION TO LEASE SPACE IN HANGAR NO. 15 AND OUTSIDE AREA AT HANGARS NOS. 15 & 16

It was recommended that the Board authorize the Executive Director to enter into an approximately fifteen-year lease with Singapore Airlines Limited covering approximately 73,000 square feet of warehouse and office area in Hangar No. 15 (leasing 52,000 square feet initially and, beginning in the sixth year, leasing an additional 21,000 square feet of building area) and approximately 127,000 square feet of related outside area at Hangars Nos. 15 and 16. The rental will be a fixed amount which increases annually.

The lease would provide a right for the Port Authority to terminate the lease at the end of the tenth year under certain circumstances, whereupon the Port Authority would be obligated to either (1) offer to lease to the lessee alternative space at the rental rates stated in the lease for the remaining lease term and reimburse the lessee for relocation and fit out expenses for the alternative premises or (2) pay the lessee its straight line unamortized initial investment upon the lessee vacating the premises. In either of the above instances, the amount of the reimbursement or payment made to the lessee would be limited to the unamortized portion of its initial investment not exceeding \$5.5 million.

The rent commencement date shall be the earlier of (1) the 90th day following the signing of the lease, (2) the date the lessee's renovation work is substantially completed and (3) the date the premises or any portion thereof is occupied by the lessee for cargo purposes.

The lessee will be responsible for any remediation above the baseline condition of the premises, including without limitation removal and disposition of debris and materials resulting from construction at the premises, except that the Port Authority shall be responsible for any required removal and disposition of asbestos arising out of the lessee's initial construction.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer 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 Singapore Airlines Limited, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 8/28/97)

NEW YORK/NEW JERSEY - EXPANSION OF FOREIGN-TRADE ZONE NO. 49 - GENERAL PURPOSE ZONE TO INCLUDE THE BULK FUEL FARM AT NEWARK INTERNATIONAL AIRPORT AND THE BUCKEYE PETROLEUM TERMINAL IN LINDEN, NEW JERSEY

The Port Authority, as grantee of Foreign-Trade Zone No. 49 (the "Zone"), has been requested by several tenant airlines at Newark International Airport to submit an application to the Foreign-Trade Zone ("FTZ") Board of the United States Department of Commerce for the expansion of the Zone to include in a subzone the Bulk Fuel Farm at Newark International Airport and the Buckeye Petroleum Terminal ("Buckeye") in Linden, New Jersey. If the Zone is expanded to include the Fuel Farm and Buckeye, airlines using jet fuel produced at a FTZ refinery will be able to purchase fuel at a lower cost. If the Fuel Farm and Buckeye are not included in the Zone, the duty free status of FTZ refined jet fuel will be lost and the cost of fuel to the airlines will be increased.

The establishment of the subzone would not result in any cost, expense, or unusual risk of loss to the Port Authority. Upon expansion of the Zone, the operators of Buckeye and the Fuel Farm will each enter into an agreement with the Port Authority which will provide for a payment to the Port Authority of an annual fee and appropriate assurance that the new sites in the expanded Zone will be operated without unusual cost, expense or risk of loss to the Port Authority or subzones authorized by the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer 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 expansion of Foreign Trade Zone No. 49 to include the Buckeye Petroleum Terminal in Linden, New Jersey, and the Bulk Fuel Farm at Newark International Airport and to execute appropriate agreements in connection therewith; the form of the agreements and documents involved in this application shall be subject to the approval of General Counsel or his authorized representative.

(Board - 8/28/97)

**THE WORLD TRADE CENTER - SUBGRADE SLAB REHABILITATION PROGRAM
- PHASE 1 - PROJECT AUTHORIZATION**

Due to corrosion from de-icing salts and general wear and tear over 25 years, there is extensive concrete deterioration of the subgrade slabs in the World Trade Center. Preliminary engineering analysis has projected that all of the subgrade slabs will require rehabilitation within the next several years to maintain their capacity to support vehicular traffic and parking in the subgrade.

Phase 1 of the planned rehabilitation program estimated at \$30.75 million provides for rehabilitation of up to 160,000 square feet on the B-1 Truck Dock, as well as approximately 33,000 square feet in a portion of the B-3 parking area. Deterioration of the underside of the B-1 slab required the closure of the United States Secret Service parking area earlier this year. The remaining subgrade parking lot slab areas, which are approximately 700,000 square feet of space on levels B-2, B-3 and B-4, would be addressed in Phase 2, currently estimated at an additional cost of \$40-50 million. Authorization of Phase 1 work does not obligate authorization of Phase 2.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project for the first phase of a program to rehabilitate The World Trade Center's subgrade slabs, at an estimated total project cost of \$30.75 million including administrative, engineering, planning and financial expense, payments to vendors, consultants and contractors, and allowances for net cost work, extra work (if necessary), and a project contingency (if necessary), be and the same is hereby 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: a) take such action with respect to the award of purchase and construction contracts and contracts for professional and advisory services for the foregoing project as he deems in the best interest of the Port Authority, including, without limitation, award 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 the Executive Director deems reasonable; rejection of all bids; solicitation of new bids on revised or the same requirements; or negotiation with one or more contractors; b) execute contracts and supplemental agreements with such contractors as he deems in the best interests of the Port Authority and to order extra work (if necessary) and net cost work in connection with each such contract, including supplemental agreements; and c) enter into such other agreements as may be necessary to effectuate the project; and it is further

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

THE WORLD TRADE CENTER - CONCOURSE SPRINKLERIZATION - PROJECT AUTHORIZATION

Although tenant spaces in the World Trade Center Concourse (the "Concourse") are sprinklered, the public areas of the Concourse are not sprinklered, with the exception of three recently completed public corridors. A project is proposed to provide for installation of sprinkler mains, loops, and heads in the remaining Concourse public areas as part of an ongoing effort to implement Concourse life safety improvements. Some ceiling replacement and other structural work will also be performed to provide adequate clearance for sprinklers and to install ceiling isolation joints which would minimize any potential ceiling failure in accordance with current Port Authority standards.

Sprinkler work will be implemented in phases on the Concourse. Construction will begin in early 1998 and will continue through October 1998. Work will not be scheduled in public areas during the retail holiday season, but will resume and be completed in early 1999.

Pursuant to the foregoing report the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project to install additional sprinklers throughout the public corridors and service corridors of The World Trade Center Concourse that are not already sprinklered, and to perform related work, at an estimated total project cost of \$9.90 million including administrative, engineering, planning and financial expense, payments to vendors, consultants and contractors, and allowances for net cost work, extra work (if necessary), and a project contingency (if necessary), be and the same is hereby 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: a) take such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services for the foregoing project as he deems in the best interest of the Port Authority, including, without limitation, award 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 the Executive Director deems reasonable; rejection of all bids; solicitation of new bids on revised or the same requirements; or negotiation with one or more contractors; b) execute contracts and supplemental agreements with such contractors as he deems in the best interests of the Port Authority and to order extra work (if necessary) and net cost work in connection with each contract and supplemental agreement; and c) enter into such other agreements as may be necessary to effectuate the project; and it is further

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

(Board - 8/28/97)

THE WORLD TRADE CENTER - GEORGESON & COMPANY, INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the "Lease") with Georgeson & Company, Inc. ("Georgeson") covering approximately 59,000 rentable square feet of space at The World Trade Center ("WTC"), consisting of the entire 77th floor and a portion of the 78th floor of Two WTC, for a term expiring approximately sixteen years and nine months from the commencement date of the letting of the portion of the premises located on the 77th floor. It is expected that this will occur on or about January 1, 1998. In order to accommodate Georgeson's tenancy, Fuji Bank & Trust Co., Inc. will be required to surrender approximately 117 rentable square feet of space on the 78th floor.

Georgeson will pay an aggregate basic rental for the premises under the Lease of approximately \$29.2 million, and its proportionate share of any increases in direct operating and maintenance costs over the actual costs and expenses for the 1998 base year as well as increases in payments in lieu of taxes as provided in the Lease. Georgeson will be provided protection from all increases in real estate taxes due to any initial reassessment of the building resulting from a change in the ownership of the WTC during the term of the letting under the Lease, and will pay its proportionate share of increases after such initial reassessment. The Port Authority will provide Georgeson with a construction allowance, and will also grant Georgeson assignment, subletting, expansion, termination, and renewal rights, as specified in the Lease.

The Port Authority will be required to perform demolition and other space preparation work including the installation of sprinkler loops, removal, if necessary, of vinyl asbestos floor tile, asbestos abatement, and re-fireproofing at a cost of approximately \$1.2 million. The Port Authority will also be obligated to maintain and repair the escalators serving the portion of the premises located on the 77th floor of Two WTC. The final terms of the Lease are subject to the approval of the Committee on Operations in the event that they differ substantially from the terms outlined herein.

The Port Authority will pay a brokerage commission to Julien J. Studley, Inc., the broker involved in the transaction.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer 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) enter into a lease agreement with Georgeson & Company, Inc. covering the letting of space at The World Trade Center substantially in accordance with the terms and conditions outlined above, (2) enter into a brokerage agreement with Julien J. Studley, Inc. in connection with such letting, (3) accept a surrender by Fuji Bank & Trust Co., Inc. of a portion of its premises located on the 78th floor of Two World Trade Center in connection with the letting of space to

Georgeson & Company, Inc., and (4) take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems to be in the best interest of the Port Authority to meet the commitments undertaken by the Port Authority in the lease agreement with Georgeson & Company, Inc., including entering into agreements for net cost work and additional work, entering into supplemental agreements, and the award of contracts on a sole source basis; the form of the agreements in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Committee on Operations is hereby authorized to approve the final terms of the lease agreement with Georgeson & Company, Inc. in the event that such final terms are not substantially in accordance with the terms and conditions outlined above.

(Board - 8/28/97)

**BROOKLYN - PORT AUTHORITY MARINE TERMINAL - BROOKLYN BRIDGE
PARK COALITION - NEW LEASE**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a five-year lease, rent free, commencing on or about August 1, 1997 with Brooklyn Bridge Park Coalition, Inc. ("BBPC") covering premises located on Furman Street.

The lease to BBPC would facilitate the discontinuance of an appeal by BBPC of a United States District Court decision in favor of the Port Authority upholding the right of the Port Authority to lease space at Pier 3 to Strober Brothers Building Supply Centers, Inc. ("Strober"). The Port Authority has agreed to indemnify Strober if it is unable to use the space as a result of an adverse decision in the BBPC suit. The building to be let to BBPC has been vacant for several years and its occupancy by BBPC will relieve the Port Authority of certain utility, maintenance and security expenses.

The Port Authority has notified BBPC of the existence of certain conditions in the building including that the building contains vinyl asbestos tiles and asbestos insulation. BBPC is to take the premises in its "as is" condition.

BBPC will be responsible for non-structural maintenance and repairs of the premises.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer 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 Brooklyn Bridge Park Coalition, Inc. at the Brooklyn-Port Authority Marine Terminal, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**PORT NEWARK - CONTINENTAL SALT, INC. - LEASE NO. LPN-233 - NEW LEASE
FOR SHED 145**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into an agreement of lease with Continental Salt, Inc. ("Continental") for the letting of Shed 145 and associated open area at Port Newark.

Continental will make certain leasehold improvements to suit its operation at its own expense. Continental will establish a plan of operation setting forth procedures to be followed by it for the protection of the premises and Port Newark, including the waters at or contiguous thereto, from any and all damage, including any environmental damage, resulting from the presence of salt on the premises.

The lease would be for a term of ten years commencing on October 1, 1997 with occupancy of the premises and rental increasing in stages through May 1, 1998. The rental rate would be fixed initially and subject to annual escalation after the second year of the term. In the event Continental utilizes open area for storage, it would also pay a monthly rental surcharge based on area. In addition to the basic rental payable under the lease, Continental will guarantee an annual throughput of 50,000 tons of salt per year.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer 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 of lease with Continental Salt, Inc. at Port Newark, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

PORT AUTHORITY BUS TERMINAL - SEHERA ENTERPRISES, INC. - EXPANSION AND LEASE EXTENSION

It was recommended that the Board authorize the Executive Director to enter into an agreement (the "Supplement") with Sehera Enterprises, Inc. ("Deli Plus") covering the letting of approximately 1,750 square feet of space at the Port Authority Bus Terminal in addition to the approximately 1,485 square feet of space currently leased by Deli Plus under Deli Plus' existing lease (the "Lease") covering the operation of a gourmet delicatessen, and extending the term of the letting under the Lease. The additional space will be used for the operation of a food market selling over-the-counter pharmacy and health-related items, and fruits, vegetables, and other grocery items for off-premises consumption.

The principal of Deli Plus is a successful food service entrepreneur who operates seven delicatessens and restaurants in the New York and New Jersey metropolitan area, including a delicatessen in PATH's Journal Square Transportation Center. He is currently in the process of constructing another delicatessen on the PATH mezzanine of The World Trade Center. The existing Deli Plus opened at the Port Authority Bus Terminal in 1995.

The Supplement would extend the term of the letting under the Lease, which currently is scheduled to expire March 31, 2005, for a period expiring on the tenth anniversary of the date payment of rental for the expanded premises commences under the Supplement. Deli Plus will continue to pay the rent provided for in the Lease on the space it originally leased until the date payment of rental for the expanded premises commences. Deli Plus will pay a graduated basic rental for the expanded premises plus a percentage rental. Payment of the rentals for the expanded premises under the Supplement will commence 240 days from the commencement date of the letting of the additional space or the commencement of business operations in the additional space, whichever occurs first. The letting of the additional space will commence on or about October 1, 1997. Deli Plus will install all improvements, fixtures and equipment required for its operations in the additional space, at its sole cost and expense. The extended term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event Deli Plus would be reimbursed for the unamortized portion of its initial capital investment in the additional space to the extent that such initial capital investment does not exceed \$150,000. This is in addition to the reimbursement of the unamortized portion of Deli Plus' initial capital investment in the space it originally leased as previously authorized by the Board.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer 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 Sehera Enterprises, Inc. at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 8/28/97)

**SETTLEMENT OF CLAIM - SUSAN STILLMAN AND ANDREW STILLMAN v. THE
PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle the pending claim brought by Susan Stillman and Andrew Stillman by paying to them and their attorney the sum of \$190,000. In return, the Port Authority will receive a General Release and Stipulation of Discontinuance, with prejudice, and plaintiffs agree to waive any attorneys' fees, interest, costs and disbursements.

Mrs. Stillman brought this action to recover for a depressed fracture of the forearm and elbow area of the left arm resulting in osteoarthritic changes, and her husband sued for loss of services. These damages arose as a result of an accident that occurred on March 26, 1989 when Mrs. Stillman tripped over an unmarked, raised concrete platform upon which a light pole had formerly been located at an island sidewalk outside the Central Terminal Building at LaGuardia Airport.

A trial was held in the Supreme Court of the State of New York, New York County, resulting in a verdict in plaintiffs' favor in the sum of \$215,000, which, when reduced by the assessed ten percent (10%) comparative negligence, resulted in a net award of \$193,500 to plaintiffs. At a pre-appeal conference, this settlement was achieved.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer 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 Susan Stillman and Andrew Stillman v. The Port Authority of New York and New Jersey, by paying \$190,000 to plaintiffs and their attorney in return for a General Release and Stipulation of Discontinuance, with prejudice, and waiver of any attorneys' fees, interest, costs and disbursements that plaintiffs would otherwise be entitled to obtain.

SETTLEMENT OF CLAIM - THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY v. AEROEJECUTIVO, S.A. d/b/a AEROEXO

It was recommended that the Board authorize General Counsel to settle an action entitled The Port Authority of New York and New Jersey v. Aeroejecutivo, S.A. d/b/a Aeroexo to recover approximately \$139,000 in itinerant aircraft fees, for a lump sum payment of \$100,000. In return for this payment, the Port Authority will give the defendant a General Release and a Stipulation of Discontinuance of the action with prejudice.

The Port Authority commenced the action in the Supreme Court of the State of New York, New York County, to recover itinerant aircraft fees, of approximately \$139,000, for use of John F. Kennedy and Newark International Airports (the "airports"). Aeroejecutivo, S.A. d/b/a Aeroexo ("Aeroejecutivo"), which has offices in Mexico and Houston, had combined total monthly billings ranging from a low of \$18,0000 to a high of \$60,000. Aeroejecutivo ceased its use of the airports in December 1995.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Philibosian and Schweitzer 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 an action entitled The Port Authority of New York and New Jersey v. Aeroejecutivo, S.A. d/b/a Aeroexo by accepting a lump sum payment of \$100,000 in return for a General Release and a Stipulation of Discontinue of the action with prejudice.

(Board - 8/28/97)

) **THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AND PORT
AUTHORITY TRANS-HUDSON CORPORATION v. AFFILIATED FM et al. -
SETTLEMENT WITH FIREMAN'S FUND INDEMNITY**

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 June 1, 1997 to June 30, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK 133013	IAB Loading Bridge	119,000(A)	119,000(A)
	Positive Air Pressure	30,000(C)	24,505(C)
	John F. Kennedy International Airport	12,000(D)	1,700(D)
	Imperial Development & Construction Corp.	161,000	145,205
JFK584001	JFK Redevelopment Program	13,248,109(A)	13,032,319(A)(N)
	Redeveloped Roadway Network	481,891(B)	481,891(B)
	Roadway Contract Package No. 3	2,000,000(C)	1,733,944(C)
	John F. Kennedy International Airport	1,374,000(D)	1,374,000(D)
	Tully Construction Co., Inc.	250,000(K)	250,000(K)
		73,373(L)	73,373(L)
	108,000(M)	59,118(M)	
	17,535,373	17,004,645	
JFK770	Hangar 19	125,000(A)	125,000(A)
	Electric Power Consumption Metering	12,500(D)	--0--(D)
	John F. Kennedy International Airport		
	Kleinberg Electric, Inc.	137,500	125,000
JFK823	Installation of Led Guidance Strip	59,000(A)	58,300(A)(R)
	On Taxiway "K"	6,000(D)	--0--(D)
	John F. Kennedy International Airport		
	Saint Vincent Electric and Construction Inc.	65,000	58,300
EWR110100	Terminal "A" Concessions	747,888(A)	747,888(A)
	Newark International Airport	20,000(C)	101,940(C)
	B.L. Sherman Construction, Ltd.	75,000(D)	66,597(D)
		842,888	916,425

(Board - 8/28/97)

EWR164061	EWR Redevelopment Program	2,208,000(A)	2,206,851(A)(H)
	Landside Access Program	55,375(B)	55,375(B)
	Remote Station "E"	50,000(C)	8,941(C)
	Access and Site Development	227,000(D)	203,884(D)
	Newark International Airport	17,725(E)	17,725(E)
	Austin Helle Company, Inc.	5,538(F)	5,538(F)
		--0--(G)	12,150(G)
		2,563,638	2,510,464
EWR215790	Asbestos Removal Via Work Order Newark International Airport National Environmental Safety Co., Inc.	1,000,000(C)	--0--(C)
EWR576	Building #51 Replacement of Exterior Windows Newark International Airport Dan McCarron & Son	122,500(A) 7,000(C) 9,800(D) 60,000(P) 199,300	122,500(A) 7,000(C) 2,105(D) 50,355(P) 181,960
GWB244019	Rock Slope Maintenance New Jersey Plaza Upper Level Approach George Washington Bridge J. Fletcher Creamer & Sons, Inc.	48,750(A) 120,000(B) 25,000(C) 14,000(D) 150,000(I) 357,750	48,750(A) 120,000(B) 59,156(C) 6,125(D) 125,150(I) 359,181
GWB372	Upper Level WB Span AND Palisades Interstate Parkway Connection Pavement Rehabilitation George Washington Bridge TPK Construction Corp.	2,368,109(A) 2,465,306(B) 200,000(C) 242,000(D) 5,275,415	2,368,109(A) 1,995,193(B) 5,210(C) 209,947(D) 4,578,459
GWB380A	Replacement of Doors George Washington Bridge Dan McCarron & Sons, Inc.	100,000(A) 5,000(C) 8,000(D) 113,000	100,000(A) --0--(C) 3,131(D) 103,131
GWB384	Administration Building Battery Powered Emergency Lighting and Exit Signs George Washington Bridge Rothstein and Hoffman Electric Service, Inc.	98,000(A) 8,000(D) 106,000	98,000(A) 1,677(D) 99,677
LT419	Replacement of Fencing and Charging Rail Under the N.J. Helix Lincoln Tunnel MZM Construction Co., Inc.	157,108(A) 7,000(C) 13,000(D) 177,108	145,684(A)(O) --0--(C) 6,263(D) 151,947

(Board - 8/28/97)

AKG964903	Toll Plaza Canopy	736,000(A)	736,000(A)
	Asbestos Abatement	100,000(C)	2,008(C)
	Goethals Bridge	45,000(D)	45,000(D)
	B&N&K Restoration Co., Inc.	39,000(Q)	23,680(Q)
		920,000	806,688
MF415790	Asbestos Removal Via Work Order	2,000,000(C)	1,608,793(C)
	New York Facilities	250,000(J)	--0--(J)
	Interstate Transportation		
	Department		
	Trio Asbestos Removal Corp.	2,250,000	1,608,793
PST174	Parking Deck Rehabilitation -		
	Piers 88 & 90	97,000(A)	97,000(A)
	New York City Passenger Ship	488,430(B)	488,430(B)
	Terminal	20,000(C)	21,515(C)
	Structural Preservation	47,000(D)	14,181(D)
	Systems, Inc.	48,843(F)	16,402(F)
		701,273	652,430
WTC34000	Freight Elevator FE6 - Two		
	World Trade Center	136,500(A)	136,500(A)
	The World Trade Center	7,500(C)	--0--(C)
	OTIS Elevator Company	15,000(D)	10,710(D)
		69,700(S)	--0--(S)
		7,987(T)	7,987(T)
		236,687	155,197
MRD100	Miscellaneous Construction	500,000(C)	--0--(C)
	and Repairs Via Work Orders		
	The Teleport - Bathgate		
	Industrial Park - Yonkers		
	Industrial Park - Queens West		
	DeComa Corporation	500,000	--0--

(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 Payment" 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) AP 45-1.01.5, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization.

(G) AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional costs in classified work not covered under (F).

(H) The difference between "Total Authorized" and "Total Payment" represents credit change orders in the amount of \$1,149.

(I) Memorandum of Authorization dated 06/06/96, increasing classified work in the amount of \$150,000.

(J) Memorandum of Justification dated 01/26/96, authorizing a Supplemental agreement in the amount of \$250,000.

- (K) Memorandum of Authorization dated 08/16/94, increasing extra work in the amount of \$250,000.
- (L) Memorandum of Justification dated 09/25/95, increasing classified work in the amount of \$73,373.
- (M) Memorandum of Justification dated 09/25/95, increasing extra work in the amount of \$108,000.
- (N) The difference between "Total Authorized" and "Total Payment" represents credit change orders in the amount of \$215,790.
- (O) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$11,424.
- (P) Memorandum of Authorization dated 09/06/96, increasing net cost work in the amount of \$60,000.
- (Q) Memorandum of Justification dated 03/19/97, increasing extra work in the amount of \$39,000.
- (R) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$700.
- (S) Memorandum of Justification dated 02/04/93, increasing extra work in the amount of \$69,000.
- (T) Memorandum of Justification dated 02/04/93, authorizing a Supplemental Agreement in the amount of \$7,987.

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period June 1, 1997 to June 30, 1997.

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.

(Board - 8/28/97)

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>
06/02/97	\$ 10,000,000	US T-NOTE	6.250%	05/31/99	99.95	--	6.275%	\$ 9,995,400.00	Prudential Securities
06/02/97	10,000,000	US T-NOTE	6.250	05/31/99	99.88	--	6.318	9,987,500.00	Paine Webber Inc.
06/03/97	24,000,000	USTB (109S)	--	06/17/97	99.80	5.270%	5.354	23,950,813.34	Prudential Securities
06/03/97	25,000,000	US T-BILL	--	06/17/97	99.80	5.250	5.334	24,948,958.33	Paribas Corporation
06/03/97	26,000,000	USTB (108S)	--	06/17/97	99.80	5.270	5.354	25,946,714.46	Prudential Securities
06/05/97	20,000,000	US T-NOTE	6.250	02/28/02	99.01	--	6.494	19,801,562.50	The Nikko Securities Co
06/06/97	25,000,000	US T-BILL	--	06/17/97	99.84	5.340	5.423	24,959,208.32	Prudential Securities
06/06/97	25,000,000	GECC CP	--	06/23/97	99.74	5.500	5.591	24,935,069.45	General Electric Capital
06/09/97	10,000,000	US T-NOTE	5.875	11/15/99	99.08	--	6.287	9,907,812.50	Paribas Corporation*
06/11/97	10,000,000	US T-NOTE	6.375	05/15/00	100.16	--	6.310	10,016,406.25	The Nikko Securities Co
06/11/97	15,000,000	FMCND	--	07/14/97	99.50	5.440	5.543	14,922,200.00	Goldman, Sachs & Co

(Board - 8/28/97)

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>
06/11/97	\$ 20,000,000	US T-BILL	--	06/17/97	99.91	5.390%	5.470%	\$ 19,982,033.34	Paribas Corporation
06/11/97	30,000,000	US T-NOTE	5.875%	03/31/99	99.70	--	6.050	29,908,593.75	Prudential Securities*
06/12/97	15,000,000	FHDN	--	07/30/97	99.28	5.430	5.546	14,891,400.00	Fuji Securities
06/16/97	10,000,000	FMCDN	--	07/31/97	99.32	5.420	5.533	9,932,250.00	Prudential Securities
06/16/97	35,000,000	FHDN	--	07/30/97	99.34	5.420	5.532	34,768,144.46	Fuji Securities
06/20/97	10,000,000	US T-NOTE	6.375	05/15/00	100.55	--	6.160	10,055,468.75	Dresdner Kleinwort Benson
06/20/97	10,000,000	US T-NOTE	6.500	05/31/02	100.80	--	6.309	10,079,687.50	Paribas Corporation
06/20/97	20,000,000	US T-NOTE	5.125	03/31/98	99.59	--	5.654	19,918,750.00	Goldman, Sachs & Co
06/23/97	25,000,000	GECC CP	--	07/17/97	99.63	5.550	5.648	24,907,500.00	General Electric Capital
06/26/97	10,000,000	US T-NOTE	6.375	05/15/00	100.53	--	6.168	10,053,125.00	Paine Webber Inc.
06/26/97	25,000,000	US T-BILL	--	06/25/98	94.59	5.348	5.652	23,648,270.83	The Nikko Securities Co

(Board - 8/28/97)

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>
06/27/97	\$ 15,000,000	US T-NOTE	6.375%	05/15/00	100.48	--	6.186%	\$ 15,072,656.25	Paine Webber Inc.
06/30/97	10,000,000	US T-NOTE	6.000	06/30/99	99.95	--	6.025	9,995,312.50	Prudential Securities
06/30/97	<u>10,000,000</u>	US T-NOTE	6.000	06/30/99	99.95	--	6.025	<u>9,995,312.50</u>	Nesbitt Burns Securities
	<u>\$ 445,000,000.00</u>							<u>\$ 442,583,150.03</u>	

BEY - Bond Equivalent Yield

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

(Board - 8/28/97)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
06/02/97	\$ 10,000,000	US T-NOTE	6.250%	05/31/99	99.92	--	6.292%	17.13 %	\$ 9,992,187.50	Paine Webber Inc.
06/02/97	10,000,000	US T-NOTE	6.250	05/31/99	100.09	--	6.204	48.18	10,008,593.75	Prudential Securities
06/05/97	20,000,000	US T-NOTE	6.250	02/28/02	99.08	--	6.476	25.50	19,815,625.00	The Nikko Securities Co
06/06/97	10,000,000	US T-NOTE	6.250	02/28/02	99.09	--	6.472	6.80	9,909,375.00	Paine Webber Inc.
06/09/97	10,000,000	US T-NOTE	6.000	08/15/99	99.48	--	6.251	6.78	9,948,437.50	Paribas Corporation*
06/09/97	10,000,000	US T-NOTE	6.250	02/28/02	99.34	--	6.410	9.97	9,934,375.00	The Nikko Securities Co
06/11/97	35,000,000	US T-BILL	--	07/24/97	99.42	4.88%	4.977	5.55	34,795,988.89	Dean Witter Reynolds
06/11/97	30,000,000	US T-NOTE	5.875	02/28/99	99.72	--	6.043	6.80	29,915,625.00	Prudential Securities*
06/13/97	10,000,000	US T-NOTE	6.375	05/15/00	100.36	--	6.236	41.70	10,035,937.50	Paribas Corporation
06/20/97	10,000,000	US T-NOTE	6.375	05/15/00	100.60	--	6.143	16.91	10,060,156.25	Dresdner Kleinwort Benson
06/20/97	10,000,000	US T-NOTE	6.500	05/31/02	100.85	--	6.296	19.74	10,085,156.25	Paribas Corporation

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

Sale of Securities (Cont.)

<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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
06/25/97	\$ 25,000,000	US T-BILL	--	08/21/97	99.20	5.080%	5.192%	5.87 %	\$ 24,798,916.69	Sanwa Securities (USA) Co
06/26/97	10,000,000	US T-NOTE	6.375%	05/15/00	100.60	--	6.141	25.35	10,060,156.25	Paine Webber Inc.
06/26/97	25,000,000	US T-BILL	--	06/25/98	94.59	5.348	5.652	0	23,648,270.83	The Nikko Securities Co
06/30/97	<u>10,000,000</u>	US T-NOTE	6.000	06/30/99	99.99	--	6.004	14.26	<u>9,999,218.75</u>	Nesbitt Burns Securities
	<u>\$ 235,000,000</u>								<u>\$ 233,008,020.16</u>	

BEY - Bond Equivalent Yield

*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>
Fuji Securities	06/02/97	06/03/97	\$ 276,000	5.52%	\$ 42.32
Eastbridge Capital	06/02/97	06/03/97	1,459,000	5.53	224.12
Nomura Securities Intl	06/02/97	06/03/97	14,615,000	5.53	2,245.03
Eastbridge Capital	06/02/97	06/03/97	19,084,000	5.53	2,931.51
Yamaichi Intl (America)	06/02/97	06/03/97	22,026,000	5.52	3,377.32
Eastbridge Capital	06/02/97	06/03/97	25,462,000	5.53	3,911.25
Yamaichi Intl (America)	06/02/97	06/03/97	27,974,000	5.52	4,289.35
The Nikko Securities Co	06/02/97	06/03/97	30,000,000	5.52	4,600.00
Lehman Brothers	06/02/97	06/04/97	34,037,500 *	5.50	10,419.26
Nomura Securities Intl	06/02/97	06/03/97	35,385,000	5.53	5,435.53
Zions First National Bank	06/02/97	06/03/97	38,720,000 *	5.50	5,915.56

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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	06/02/97	06/03/97	\$ 40,000,000	5.530%	\$ 6,144.44
Fuji Securities	06/02/97	06/03/97	49,724,000	5.520	7,624.35
Daiwa Securities America	06/03/97	06/04/97	1,458,000	5.520	223.56
Dean Witter Reynolds	06/03/97	06/11/97	14,902,500 *	5.400	17,965.79
Greenwich Capital Mkts	06/03/97	06/04/97	15,000,000	5.580	2,325.00
Daiwa Securities America	06/03/97	06/04/97	15,930,000	5.520	2,442.60
Daiwa Securities America	06/03/97	06/04/97	18,720,000	5.520	2,870.40
Fuji Securities	06/03/97	06/04/97	23,586,000	5.500	3,603.42
Fuji Securities	06/03/97	06/04/97	25,918,000	5.500	3,959.69
Prudential Securities	06/03/97	06/04/97	50,000,000	5.520	7,666.67

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	06/03/97	06/04/97	\$ 50,000,000	5.520%	\$ 7,666.67
Nomura Securities Intl	06/04/97	06/05/97	1,404,000	5.500	214.50
Zions First National Bank	06/04/97	06/05/97	3,420,000	5.500	522.50
Lehman Brothers	06/04/97	06/06/97	18,294,000 *	5.400	5,518.69
Fuji Securities	06/04/97	06/05/97	18,938,000	5.500	2,893.31
Zions First National Bank	06/04/97	06/05/97	19,580,000	5.500	2,991.39
Yamaichi Intl (America)	06/04/97	06/05/97	23,555,000	5.520	3,611.77
Greenwich Capital Mkts	06/04/97	06/12/97	23,985,000 *	5.500	29,315.00
Lehman Brothers	06/04/97	06/06/97	25,995,000 *	5.400	7,841.83
Yamaichi Intl (America)	06/04/97	06/05/97	26,445,000	5.520	4,054.90
Fuji Securities	06/04/97	06/05/97	30,516,000	5.500	4,662.17

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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 Intl	06/04/97	06/05/97	\$ 34,617,000	5.500%	\$ 5,288.71
Eastbridge Capital	06/04/97	06/05/97	50,000,000	5.520	7,666.67
Greenwich Capital Mkts	06/05/97	06/06/97	24,312,500 *	5.400	3,646.88
Yamaichi Intl (America)	06/05/97	06/06/97	25,000,000	5.400	3,750.00
Daiwa Securities America	06/05/97	06/06/97	34,622,000	5.390	5,183.68
Sanwa Securities (USA) Co	06/05/97	06/06/97	47,686,000	5.380	7,126.41
Eastbridge Capital	06/05/97	06/06/97	50,000,000	5.400	7,500.00
Paribas Corporation	06/05/97	06/06/97	50,000,000	5.410	7,513.89
Nomura Securities Intl	06/06/97	06/09/97	3,918,000	5.340	1,743.51
Sanwa Securities (USA) Co	06/06/97	06/09/97	16,000,000	5.370	7,160.00
Yamaichi Intl (America)	06/06/97	06/09/97	18,275,000	5.350	8,147.60

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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>
Nomura Securities Intl	06/06/97	06/09/97	\$ 30,624,000	5.340%	\$ 13,627.68
Yamaichi Intl (America)	06/06/97	06/09/97	31,725,000	5.350	14,144.06
Paribas Corporation	06/06/97	06/09/97	46,998,000	5.350	20,953.28
Eastbridge Capital	06/06/97	06/09/97	50,000,000	5.350	22,291.67
Lehman Brothers	06/09/97	06/30/97	18,350,000 *	5.380	57,751.53
Yamaichi Intl (America)	06/09/97	06/10/97	24,496,000	5.400	3,674.40
Yamaichi Intl (America)	06/09/97	06/10/97	25,504,000	5.400	3,825.60
Lehman Brothers	06/09/97	06/30/97	25,975,000 *	5.380	81,749.10
Sanwa Securities (USA) Co	06/09/97	06/10/97	33,515,000	5.400	5,027.25
Prudential Securities	06/09/97	06/10/97	35,000,000	5.400	5,250.00
Zions First National Bank	06/09/97	06/10/97	46,215,000	5.400	6,932.25

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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>
Eastbridge Capital	06/09/97	06/10/97	\$ 50,000,000	5.420%	\$ 7,527.78
Yamaichi Intl (America)	06/10/97	06/11/97	24,451,000	5.400	3,667.65
Yamaichi Intl (America)	06/10/97	06/11/97	25,549,000	5.400	3,832.35
Prudential Securities	06/10/97	06/11/97	33,520,000	5.380	5,009.38
Nomura Securities Intl	06/10/97	06/11/97	46,222,000	5.380	6,907.62
Zions First National Bank	06/10/97	06/11/97	47,000,000	5.380	7,023.89
Eastbridge Capital	06/10/97	06/11/97	50,000,000	5.390	7,486.11
Nomura Securities Intl	06/11/97	06/12/97	10,228,000	5.410	1,537.04
Yamaichi Intl (America)	06/11/97	06/12/97	24,710,000	5.430	3,727.09
Yamaichi Intl (America)	06/11/97	06/12/97	25,290,000	5.430	3,814.58
Zions First National Bank	06/11/97	06/12/97	33,249,000	5.410	4,996.59

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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 Intl	06/11/97	06/12/97	\$ 34,581,000	5.410%	\$ 5,196.76
Paribas Corporation	06/11/97	06/12/97	50,000,000	5.430	7,541.67
Eastbridge Capital	06/11/97	06/12/97	50,000,000	5.430	7,541.67
Paribas Corporation	06/12/97	06/13/97	1,030,000	5.450	155.93
Yamaichi Intl (America)	06/12/97	06/13/97	23,963,000	5.450	3,627.73
Dean Witter Reynolds	06/12/97	06/19/97	24,675,000 *	5.400	25,908.75
Yamaichi Intl (America)	06/12/97	06/13/97	26,037,000	5.450	3,941.71
Citicorp Securities Mkts	06/12/97	06/13/97	33,039,000	5.450	5,001.74
Fuji Securities	06/12/97	06/13/97	44,494,000	5.430	6,711.18
Paribas Corporation	06/12/97	06/13/97	48,970,000	5.450	7,413.51
Eastbridge Capital	06/12/97	06/13/97	50,000,000	5.440	7,555.56

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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>
Yamaichi Intl (America)	06/13/97	06/20/97	\$ 935,000	5.430%	\$ 987.20
Sanwa Securities (USA) Co	06/13/97	06/16/97	33,023,000	5.450	14,997.95
Fuji Securities	06/13/97	06/16/97	44,483,000	5.430	20,128.56
Yamaichi Intl (America)	06/13/97	06/20/97	49,065,000	5.430	51,804.46
Nomura Securities Intl	06/13/97	06/20/97	50,000,000	5.430	52,791.67
Eastbridge Capital	06/13/97	06/16/97	50,000,000	5.440	22,666.67
Paribas Corporation	06/16/97	06/17/97	15,950,000	5.730	2,538.71
Paribas Corporation	06/16/97	06/17/97	24,050,000	5.730	3,827.96
Smith Barney Inc	06/16/97	06/17/97	32,625,000	5.625	5,097.66
Eastbridge Capital	06/16/97	06/17/97	43,667,000	5.630	6,829.03
Sanwa Securities (USA) Co	06/17/97	06/18/97	16,000,000	5.470	2,431.11

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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	06/17/97	06/18/97	\$ 16,071,000	5.520%	\$ 2,464.22
Fuji Securities	06/17/97	06/18/97	27,679,000	5.520	4,244.11
Paribas Corporation	06/17/97	06/18/97	40,000,000	5.550	6,166.67
Prudential Securities	06/17/97	06/18/97	40,000,000	5.530	6,144.44
Eastbridge Capital	06/17/97	06/18/97	50,000,000	5.550	7,708.33
Zions First National Bank	06/17/97	06/18/97	50,000,000	5.530	7,680.56
Fuji Securities	06/18/97	06/19/97	11,084,000	5.430	1,671.84
Zions First National Bank	06/18/97	06/19/97	15,901,000	5.430	2,398.40
Sanwa Securities (USA) Co	06/18/97	06/19/97	19,000,000	5.430	2,865.83
Zions First National Bank	06/18/97	06/19/97	27,322,000	5.430	4,121.07
Fuji Securities	06/18/97	06/19/97	28,916,000	5.430	4,361.50

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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>
Prudential Securities	06/18/97	06/19/97	\$ 40,000,000	5.430%	\$ 6,033.33
Paribas Corporation	06/18/97	06/19/97	49,750,000	5.460	7,545.42
Eastbridge Capital	06/18/97	06/19/97	50,000,000	5.450	7,569.44
Citicorp Securities Mkts	06/19/97	06/23/97	1,225,491	5.350	728.49
Paribas Corporation	06/19/97	06/20/97	15,792,000	5.350	2,346.87
Zions First National Bank	06/19/97	06/20/97	22,000,000	5.330	3,257.22
Paribas Corporation	06/19/97	06/20/97	27,322,000	5.350	4,060.35
Eastbridge Capital	06/19/97	06/23/97	40,000,000	5.330	23,688.89
Daiwa Securities America	06/19/97	06/23/97	40,000,000	5.320	23,644.44
Citicorp Securities Mkts	06/19/97	06/23/97	48,774,509	5.350	28,993.74
Prudential Securities	06/19/97	06/23/97	50,000,000	5.330	29,611.11

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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	06/20/97	06/23/97	\$ 9,165,000	5.320%	\$ 4,063.15
Paribas Corporation	06/20/97	06/24/97	11,520,000	5.330	6,822.40
Fuji Securities	06/20/97	06/23/97	15,283,000	5.320	6,775.46
Fuji Securities	06/20/97	06/23/97	17,416,000	5.320	7,721.09
Yamaichi Intl (America)	06/20/97	06/24/97	24,798,000	5.350	14,741.03
Yamaichi Intl (America)	06/20/97	06/24/97	25,202,000	5.350	14,981.19
Paribas Corporation	06/20/97	06/24/97	38,480,000	5.330	22,788.71
Fuji Securities	06/23/97	06/24/97	12,242,000	5.400	1,836.30
Fuji Securities	06/23/97	06/24/97	13,877,000	5.400	2,081.55
Fuji Securities	06/23/97	06/24/97	14,027,000	5.400	2,104.05
Daiwa Securities America	06/23/97	06/26/97	15,276,000	5.400	6,874.20

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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>
Daiwa Securities America	06/23/97	06/26/97	\$ 24,724,000	5.400%	\$ 11,125.80
Citicorp Securities Mkts	06/23/97	06/26/97	40,000,000	5.400	18,000.00
Eastbridge Capital	06/23/97	06/26/97	50,000,000	5.400	22,500.00
The Nikko Securities Co	06/23/97	06/26/97	50,000,000	5.400	22,500.00
Paribas Corporation	06/24/97	06/25/97	11,000,000	5.300	1,619.44
Fuji Securities	06/24/97	06/25/97	12,489,000	5.320	1,845.60
Yamaichi Intl (America)	06/24/97	06/25/97	23,349,000	5.330	3,456.95
Fuji Securities	06/24/97	06/25/97	25,050,000	5.320	3,701.83
Yamaichi Intl (America)	06/24/97	06/25/97	26,651,000	5.330	3,945.83
Zions First National Bank	06/24/97	06/25/97	50,000,000	5.330	7,402.78
Nomura Securities Intl	06/25/97	06/26/97	11,185,000	5.320	1,652.89

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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	06/25/97	06/26/97	\$ 24,556,000	5.320%	\$ 3,628.83
Yamaichi Intl (America)	06/25/97	06/26/97	24,637,000	5.330	3,647.64
Greenwich Capital Mkts	06/25/97	06/26/97	24,725,000 *	5.250	3,605.73
Nomura Securities Intl	06/25/97	06/26/97	24,970,000	5.320	3,690.01
Yamaichi Intl (America)	06/25/97	06/26/97	25,363,000	5.330	3,755.13
Fuji Securities	06/25/97	06/26/97	25,444,000	5.320	3,760.06
Paribas Corporation	06/25/97	06/26/97	35,000,000	5.330	5,181.94
Citicorp Securities Mkts	06/26/97	06/27/97	122,600	5.340	18.19
Yamaichi Intl (America)	06/26/97	06/27/97	19,602,000	5.375	2,926.69
Sanwa Securities (USA) Co	06/26/97	06/27/97	20,512,000	5.330	3,036.92
Sanwa Securities (USA) Co	06/26/97	06/27/97	24,650,000	5.330	3,649.57

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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	06/26/97	07/03/97	\$ 24,862,000	5.430%	\$ 15,000.07	***
Fuji Securities	06/26/97	07/03/97	25,138,000	5.430	15,166.59	***
Greenwich Capital Mkts	06/26/97	06/27/97	27,000,000	5.350	4,012.50	
Paribas Corporation	06/26/97	07/03/97	30,000,000	5.440	18,133.33	***
Yamaichi Intl (America)	06/26/97	06/27/97	30,398,000	5.375	4,538.59	
The Nikko Securities Co	06/26/97	07/03/97	40,000,000	5.430	24,133.33	***
Citicorp Securities Mkts	06/26/97	06/27/97	49,877,000	5.340	7,398.42	
Eastbridge Capital	06/26/97	07/03/97	50,000,000	5.500	30,555.56	***
Zions First National Bank	06/27/97	06/30/97	6,000,000	5.375	2,687.50	
Yamaichi Intl (America)	06/27/97	06/30/97	17,916,000	5.400	8,062.20	
Nomura Securities Intl	06/27/97	06/30/97	20,460,000	5.370	9,155.85	

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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 Intl	06/27/97	06/30/97	\$ 24,600,000	5.370%	\$ 11,008.50
Greenwich Capital Mkts	06/27/97	Open	25,406,250 *	Variable **	15,243.75 ***
Yamaichi Intl (America)	06/27/97	06/30/97	32,084,000	5.400	14,437.80
Citicorp Securities Mkts	06/27/97	06/30/97	50,000,000	5.370	22,375.00
Zions First National Bank	06/30/97	Open	10,150,000 *	Variable **	1,656.42 ***
Citicorp Securities Mkts	06/30/97	07/01/97	20,390,000	5.950	3,370.01
Citicorp Securities Mkts	06/30/97	07/01/97	24,450,000	5.950	4,041.04
Yamaichi Intl (America)	06/30/97	07/01/97	24,600,000	6.000	4,100.00
Yamaichi Intl (America)	06/30/97	07/01/97	25,400,000	6.000	4,233.33
Daiwa Securities America	06/30/97	07/01/97	36,400,000	5.750	5,813.88

* 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 - 8/28/97)

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

Reverse Repurchase Transactions

<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	06/02/97	06/04/97	\$ 34,037,500 *	5.400%	\$ 10,163.98
Zions First National Bank	06/02/97	06/03/97	38,720,000 *	5.250	5,646.67
Dean Witter Reynolds	06/03/97	06/11/97	14,902,500 *	5.300	17,572.53
Lehman Brothers	06/04/97	06/06/97	44,289,000 *	5.300	12,917.63
Greenwich Capital Mkts	06/04/97	06/12/97	23,985,000 *	5.350	28,515.50
Greenwich Capital Mkts	06/05/97	06/06/97	24,312,500 *	5.300	3,579.34
Lehman Brothers	06/09/97	06/30/97	44,325,000 *	5.180	135,585.25
Dean Witter Reynolds	06/12/97	06/19/97	24,675,000 *	5.150	24,709.27
Greenwich Capital Mkts	06/25/97	06/26/97	24,725,000 *	5.000	3,434.03
Greenwich Capital Mkts	06/27/97	Open	25,406,250 *	Variable **	14,820.31 ***
Zions First National Bank	06/30/97	Open	10,150,000 *	Variable **	1,444.97 ***

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

** This rate subject to change daily.

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

(Board - 8/28/97)

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 June 1, 1997 through June 30, 1997, 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

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.

(Board - 8/28/97)

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 June 1, 1997 and June 30, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of June 30, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.00 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 June 1, 1997 and June 30, 1997 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 - 8/28/97)

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 April 1, 1997 through June 30, 1997 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 Hedge</u>
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No outstanding Hedge during the 2nd Quarter 1997.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period April 1, 1997 to June 30, 1997.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
John F. Kennedy International and LaGuardia Airports - 1997 Funding New York Airlines Liaison Office Flushing, NY	Negotiated	2) \$ 250,000
JFK-833 John F. Kennedy International Airport - Bulk Fuel Farm - Replacement of Filtering System at Pier 3 Atlantic & Pacific Mechanical Contractors Inc. Linden, NJ	8	1) \$ 942,000 2) 645,000 3) 39,000 4) 857,000
JFK-840 John F. Kennedy International Airport - Replacement of Existing Fibrous Concrete Overlay on Runway 13R-31L Grace Industries, Inc. Whitestone, NY	8	1) \$ 974,625 2) 618,000 3) 38,000 4) 680,000

(Board - 8/28/97)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
EWR-840 Newark International Airport - Operation and Maintenance of Loading Bridges - Terminal B - Supplemental Agreement Oxford Electronics, Incorporated Elmont, NY	Negotiated	3) \$ 193,000
EWR-174.053A Newark International Airport - International Terminal - Design and Construction of Existing Building Renovations - Phase 2 & Renovations of B2 & B3 Satellites & Connectors- Increase in Authorization V.R.H. Construction Corp./Silvester Tafuro Design, Inc./Nicholas M. Pacella, a Joint Venture	Negotiated	3) \$ 250,000
EWR-626 Newark International Airport - Vehicle Fueling Station and Underground Tank Systems Upgrade - Building Nos. 10, 49 and 79 Allstate Power Vac, Inc. Linden, NJ	19	1) \$ 1,244,000 2) 499,290 3) 30,000 4) 800,000
GWB-386 George Washington Bridge - Replacement of Lower Level Catwalks under the finger joints at the New York and New Jersey Towers - Supplemental Agreement No. 1 Vista Engineering Corporation	2	3) \$ 191,000

(Board - 8/28/97)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
GWB-398 George Washington Bridge - Modifications to Mechanized Flag Hoisting and Storage System Rothstein and Hoffman Electric Service, Inc. New York, NY	5	1) \$ 675,000 2) 367,000 3) 23,000 4) 380,000
AK-141 Staten Island Bridges - CCTV System - Cameras, Monitors and Lighting - Increase in Extra Work Yonkers Electric Contracting Corp. & Fire Systems, Inc., a Joint Venture	Negotiated	3) \$ 250,000
AK-147 Staten Island Bridges - Renovations of Toll Booths and Removal of Unused Toll Booths at Bayonne Bridge Ciprietti-Tolisano Assoc., Inc.	6	1) \$ 695,750 2) 399,000 3) 32,000 4) 405,000
PSE-626 Staten Island Bridges - General Cleaning Services - Extension Tucs Cleaning Services, Inc. Orange, NJ	11	2) \$ 111,073 3) 6,664
Port Authority Bus Terminal - Truss Pigeon Control System John F. Daly T/A Pigeons Away Farmingdale, NJ	2	1) \$ 93,330 2) 78,500 3) 5,000

(Board - 8/28/97)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
Industrial Park at Yonkers - Reimbursement for Certain Repairs Urban Textile Group, Inc.	Negotiated	2) \$ 175,000
PN-354.007 Port Newark - Corbin Street Lead Railroad Track Rehabilitation - Increase in Classified Work Railroad Construction Company, Inc.	Negotiated	3) \$ 250,000
Requisition #49668 Teleport - Operations and Maintenance of Electrical Systems and General Maintenance. Unalite Electric & Lighting, Corp. Long Island City, NY	5	1) \$ 971,798 2) 539,591 3) 32,375 4) 538,855
Requisition #49785 Teleport - Landscape Maintenance Rocco's Landscaping & Cleaning Staten Island, NY	6	1) \$ 635,246 2) 187,866 3) 11,272 4) 171,090
PSE-747 Holland Tunnel - General Cleaning United Services, Inc. Kearney, NJ	7	1) \$ 989,513 2) 423,892 3) 25,434 4) 553,000

(Board - 8/28/97)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LT-234.014 Lincoln Tunnel - New York River Ventilation Building - Sanitary Sewer Connections Prude Construction Corp. Whitestone, NY	10	1) \$ 1,143,000 2) 498,000 3) 30,000 4) 685,000
LT-234.076 Lincoln Tunnel - New York River Building - Grating System Spearin, Preston & Burrows, Inc.	4	1) \$ 186,000 2) 123,540 3) 6,000 4) 150,000
WT-3049-C The World Trade Center - Brokerage Agreement E.S. Gordon, Inc.	Negotiated	3) \$ 76,141
Requirements Contract for Rolba Runway Snow Blower Parts Stewart & Stevenson Power, Inc. Commerce City, CO	Sole Source	2) \$ 240,000
1997 Funding Council for Airport Opportunity Jamaica, NY	Negotiated	2) \$ 950,000

(Board - 8/28/97)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
Newark International Airport, Port Newark and Elizabeth Port Authority Marine Terminal - Contribution University of Medicine and Dentistry of New Jersey Newark, NJ	Negotiated	2) \$ 210,000
Tunnels, Bridges and Terminals - Contract Extension for Aerial Surveys Skycomp, Inc. Columbia, MD	Negotiated	3) \$ 182,250
Purchase of Trade Information Data The Journal of Commerce New York, NY	Sole Source	2) \$ 150,000
Requirements Contract for Trucking and Delivery Services Milea Truck Sales Corporation Bronx, NY	5	1) \$ 230,625 2) 200,695 4) 235,000
Increase in Authorization for Computer Supplies Contract Towne Office Supply, Inc. New York, NY	Negotiated	3) \$ 500,000

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period April 1, 1997 to June 30, 1997.

PART II.

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>
			<u>2) LOW BID</u>
			<u>3) STAFF ESTIMATE</u>
REQUISITION NO:	49489	4*	1)\$ 219,744.80
P.O. NO:	18912		2) 171,178.80
DESCRIPTION:	IN-EXCESS SLIDE SERVICES-THREE YEARS		3) 150,000.00
AWARDED TO:	COLOR BY PERGAMENT NEW YORK, NY		
REQUISITION NO:	49406	7*	1)\$ 539,250.00
P.O. NO:	19126		2) 200,700.00
DESCRIPTION:	PORT NEWARK PAVING CONTRACT		3) 213,000.00
AWARDED TO:	RAILROAD CONSTRUCTION PATERSON, NJ		
REQUISITION NO:	50046	7*	1)\$ 508,800.00
P.O. NO:	19350		2) 186,560.00
DESCRIPTION:	DEGREASING AT NEWARK INT'L AIRPORT		3) 175,000.00
AWARDED TO:	AERO SNOW REMOVAL CORP. PORT WASHINGTON, NY		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 50288 P.O. NO: 19609 DESCRIPTION: FIRE ALARM CABLE	12*	1)\$ 261,071.92 2) 142,692.68 3) 157,000.00
AWARDED TO: AEROSPACE WIRE & CABLE COLLEGE POINT, NY		
REQUISITION NO. 50298 P.O. NO. 19612 DESCRIPTION CEILING SYSTEM @ NEWARK INT'L AIRPORT	8*	1) 177,900.00 2) 98,038.00 3) 250,000.00
AWARDED TO: SIMPLEX CEILINGS MONTREAL, CANADA		
REQUISITION NO. 50846 19679 MID-SIZE SEDANS	1 NY CITY CONTRACT	1)\$ ----- 2) 431,980.80 3) 425,000.00
AWARDED TO: OZZIE'S FORD KEARNY, NJ		
REQUISITION NO. 50480 P.O. NO. 19702 DESCRIPTION WEEDKILLERS-1 YEAR CONTRACT	7*	1)\$ 253,378.00 2) 162,695.00 3) 170,000.00
AWARDED TO: A G CHEM SERVICES ROCHESTER, NY		

* ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO. 49474 P.O. NO. 19918 DESCRIPTION EMERGENCY CALL-IN ROOFING CONTRACT @ EWR	10*	1) 255,475.00 2) 115,700.00 3) 90,000.00
AWARDED TO: CHRIS ANDERSON MATERIALS PERTH AMBOY, NJ		
REQUISITION NO. 50926 P.O. NO. 19981 DESCRIPTION: HOLOPHANE LIGHTING	9* **MBE PREFERENCE	1) 210,805.00 2) 199,475.00 3) 200,000.00
AWARDED TO: HARRY BURWELL & ASSOCIATES GREAT NECK, NY	\$199,917.50	
REQUISITION NO: 50821 P.O. NOS. 20029 DESCRIPTION GUARD BOOTHS @ JFKIA	7*	1) 261,000.00 2) 91,500.00 3) 90,000.00
AWARDED TO: META-LITE, INC. MAYWOOD, NJ		
REQUISITION NO: 50477 P.O. NO: 20038 DESCRIPTION: OSHKOSH TRUCK PARTS	2*	1)\$ 234,429.76 2) 156,624.74 3) 150,000.00
AWARDED TO: OSHKOSH TRUCK EAST GRANBY, CT		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 51032	4*	1) \$ 92,294.17
P.O. NO: 20178		2) 78,199.25
DESCRIPTION: SOUTHERN YELLOW PINE TIMBER		3) 50,000.00
AWARDED TO: BROWNE & BRYAN LUMBER NEW CITY, NY		
REQUISITION NO: 51421	1	1) -----
P.O. NO: 20222	NY STATE CONTRACT	2) 500,000.00
DESCRIPTION: GATEWAY PC REQUIREMENTS CONTRACT-1 YEAR		3) 500,000.00
AWARDED TO: GOVERNMENT COMPUTER SALES, INC. ISSAQUAH, WA		
REQUISITION NO: 51422	1	1) -----
P.O. NOS: 20223	NY STATE CONTRACT	2) 500,000.00
DESCRIPTION: DELL PC REQUIREMENTS CONTRACT-1 YEAR		3) \$ 500,000.00
AWARDED TO: DELL MARKETING LP ROUND ROCK, TX		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 49585 P.O. NOS: 20308 DESCRIPTION: PROPANE FOR TRAINING @JFKIA	1*	1)\$ ----- 2) 174,000.00 3) 166,000.00
AWARDED TO: PARACO GAS PURCHASE, NY		
REQUISITION NO: 51400 P.O. NO: 20322 DESCRIPTION: TRAFFIC CONES-1 YEAR	1 NY STATE CONTRACT	1)\$ ----- 2) 133,574.00 3) 134,000.00
AWARDED TO: TRI-TIX DIVISION LAKESIDE PLASTIC OSHKOSH, WI		
REQUISITION NO: 51406 P.O. NO: 20342 DESCRIPTION: SUPER CLUB WAGONS	1 NY STATE CONTRACT	1)\$ ----- 2) 425,110.00 3) 315,000.00
AWARDED TO: METRO FORD SCHENECTADY, NY		
REQUISITION NO: 51538 P.O. NO: 20382 DESCRIPTION: CNG FORD PICK UP TRUCKS	1 NJ STATE CONTRACT	1)\$ ----- 2) 111,135.00 3) 120,000.00
AWARDED TO: MOTORS FLEET RED BANK, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 50726 P.O. NO: 20389 DESCRIPTION: CHRISTMAS LIGHTS-4 MONTHS	7*	1)\$ 107,883.00 2) 88,576.35 3) 88,500.00
AWARDED TO: MULTI-SOURCE ELECTRICAL CORP. GLEN HEAD, NY		
REQUISITION NO: 50493 P.O. NOS: 20467, 20474, 20470, 20475 & 20471	1* 8 PARTIALS	<u>SECTION I</u> 1) 294,190.57 2) ----- 3) 240,000.00
AWARDED TO: 20467-FORT LEE HARDWARE & SUPPLY FORT LEE, NJ	\$ 77,308.70	
20474-SHERWIN INDUSTRIES, INC. MIDLOTHIAN, VA	65,019.80	
20470-TRUIS INC. BOHEMIA, NY	58,233.50	
20475-VALK MANUFACTURING CO. CARLISLE, PA	7,002.00	
20471-SHWAYDER COMPANY BIRMINGHAM, MI	5,015.00	
TOTAL AWARD	<hr/> \$212,579.00	
REQUISITION NO: 51263 P.O. NO: 20526 DESCRIPTION: CATCH BASIN CLEANING	6*	1)\$ 451,200.00 2) 86,989.00 3) 115,001.00
AWARDED TO: FRED HEYRICH INC. LITTLE FALLS, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
EWR-174.120 Purchase of Carpeting for Terminal B at Newark International Airport U.S. Axminster, Inc. Greenville, MS	Sole Source	2) \$ 115,393 3) 114,000
Purchase and Installation of Roof Coating for Buildings 195 and 290 at Port Newark B.J. Kadell Roofing/ J.V. Astral Construction Corp. Bergenfield, NJ	3	1) \$ 740,000 2) 499,950 3) 800,000

(Board - 8/28/97)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period April 1, 1997 to June 30, 1997.

NAME	FACILITY	AMOUNT COLLECTED
CONSTRUCTION & MARINE EQ	Port Newark	\$ 15,000.00
SKY CHEFS INC.	Newark International Airport	26,400.00
ADIRONDACK TRAILWAYS	Port Authority Bus Terminal	110.00
AMERICAN BOAT CARRIERS	George Washington Bridge	1,023.40
AGRENBRIGHT INC.	John F. Kennedy International Airport	2,220.41
BILOUS TEODOR	Off Property	1,400.02
CASTRIANNI FOOD INC.	George Washington Bridge	552.70
FASS GARY	Holland Tunnel	82.81
GENERAL MOTORS CORP.	Holland Tunnel	500.00
HAROLD L. BENNETT	Off Property	1,493.97
KARL SCHROFF & ASSOC.	John F. Kennedy International Airport	1,008.45
MARRIOTT HOST	John F. Kennedy International Airport	5,100.00
RED & TAN TOURS	Newark International Airport	932.00
SENDELBACH SUSANNE	Off Property	1,737.50
WASTE MANAGEMENT INC.	World Trade Center	30,000.00
	TOTAL	\$ 87,561.26

PAYMENTS RECEIVED ON CLAIMS NOT YET CLOSED

NAME	FACILITY	AMOUNT COLLECTED
AVNE SYSTEMS	Bathgate Industrial Park	\$ 50,000.00
OWENS DAVID	World Trade Center	255.00
KTI	Howland Hook	32,000.00
PACHECO & LUGO	World Trade Center	22,413.54
MANZO ROBERT	World Trade Center	150.00
CUSTOM CRUISE	World Trade Center	250.00
ANTAO & CHUANG	World Trade Center	1,500.00
	TOTAL	\$ 106,568.54
	TOTAL COLLECTED	\$ 194,129.80

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
BOWE EDWARD	George Washington Bridge	\$ 457.81
BERNSTEIN MICHAEL S	George Washington Bridge	572.86
BONET PETER	Lincoln Tunnel	800.00
BRANDON DIANA	Off Property	2,470.00
DE CANDIA VITO	Lincoln Tunnel	1,822.82
DICKER NEIL	Lincoln Tunnel	350.00
EARL IESIA A	Off Property	450.00
ELSASSER THOMAS	Lincoln Tunnel	1,211.10
FELDMAN ARTHUR/USAA ASO	Lincoln Tunnel	1,600.00
GOMEZ WENDY	Lincoln Tunnel	2,153.86
GREYHOUND LINES INC.	Port Authority Bus Terminal	885.70
KINGS TOUCH POOLS	Holland Tunnel	1,321.52
KYMER RICHARD/USAA ASO	Holland Tunnel	4,750.00
MAFFIA/EIGHTY EIGHT RENT	LaGuardia Airport	655.50
MORALES PEDRO L	Off Property	490.00
NOLAN MICHAEL	Holland Tunnel	863.37
SCHWARZ CHARLES/HARTFORD	LaGuardia Airport	1,968.80
SPIEGEL TODD	Lincoln Tunnel	847.88
TAI HON KONG	Off Property	3,049.58
THOMPSON KAREN	Brooklyn Piers	7,500.00
WEINRAUB ANNICE	John F. Kennedy International Airport	181.37
BRADLEY JARRELL E	Off Property	15,00.00
SEALES GEMMA	John F. Kennedy International Airport	376.18
STOJANOV MONICA	Holland Tunnel	700.00
LUDWIG GILBERT	John F. Kennedy International Airport	85.00
AUCELLO ANTONIO	Off Property	10,000.00
DEFESI JOSEPH	World Trade Center	150,000.00
FORDE JOHN	John F. Kennedy International Airport	7,500.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
ROTHENBERG INA	LaGuardia Airport	15,000.00
VASQUEZ LUIS MARIA	George Washington Bridge	2,500.00
KING EDWARD	John F. Kennedy International Airport	3,000.00
CROFFIE FRANCIS K.	John F. Kennedy International Airport	177,500.00
ONODU BENJAMIN	Port Authority Bus Terminal	4,500.00
AIRBORNE EXPRESS	Holland Tunnel	1,084.27
ALBANESE JOSEPH/TRAVELERS	Goethals Bridge	1,149.60
ALCOTT MARY E	Newark International Airport	447.74
ALONZO MARYBELL	Port Authority Bus Terminal	273.33
BARUCH THELMA	Port Authority Bus Terminal	180.00
BLOOM BRANDON	George Washington Bridge	409.69
CHAFFIOTTE ROGER	Lincoln Tunnel	7,500.00
DAVIS GEORGE	Outerbridge Crossing	224.19
DE CAPUA FRANK	World Trade Center	54.00
EXECUTIVE JET SALES/USAU	LaGuardia Airport	23,531.03
FRIED RICHARD P	George Washington Bridge	307.40
LANGHORNE DOROTHY	George Washington Bridge	200.00
LIN LISA/FIRST TRENT ASO	Holland Tunnel	3,774.04
LIND GARY	George Washington Bridge	186.08
MASSARO ANTHONY	Lincoln Tunnel	360.40
NAMENDORF MICHAEL	John F. Kennedy International Airport	452.33
NARKIR JOANNE	John F. Kennedy International Airport	348.90
NESKOVIC MILORAD	Newark International Airport	66.25
NOEL ERIC	Holland Tunnel	75.00
PARKER JOSEPH	Bayonne Bridge	50.00
PLANTZ JOSEPH	Outerbridge Crossing	163.24
REID GARY	Port Authority Technical Center	250.00
REIDEL KEITH	Lincoln Tunnel	138.33

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
SERRANO EZEQUIEL	John F. Kennedy International Airport	600.11
SUNLAND DISTRIBUTION	Holland Tunnel	800.00
VACCARO DEBRA	Outerbridge Crossing	143.10
WRIGHT JAMES	George Washington Bridge	100.00
ZDROJESKI MARTIN/GEICO	World Trade Center	6,000.00
CANCLINI GRACIELA	John F. Kennedy International Airport	13,750.00
DIAMANTE GABRIEL	Newark International Airport	70,000.00
GRAHAM LORRAINE	Port Authority Bus Terminal	8,000.00
HOFFMAN MARION	Newark International Airport	2,500.00
WOOD PATRICIA M	John F. Kennedy International Airport	35,000.00
MC KATEN PETER B	Newark International Airport	45,000.00
TORRES CHRISTOPHER (INF)	Off Property	17,500.00
FEENEY DOROTHY	John F. Kennedy International Airport	95,000.00
CHADWICK EILEEN	Newark International Airport	174.90
HAHN PETER J	Newark International Airport	89.35
PIZZUTO-POMACO JULIA	Newark International Airport	44.65
PURNELL SCHOOL	Newark International Airport	58.00
TROY HILLS TRANS INC	Newark International Airport	70.56
VOLPE KENNETH	Newark International Airport	127.83
	TOTAL	\$ 757,205.06

**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 Service Contract were authorized or amended, during the period June 30, 1997 to July 31, 1997.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Deputy Executive Director to retain the services of: Francis X. Wood, CNE 1103 Maine Circle Downington, PA 19335	Review, evaluate and provide counsel on issues related to data center operations, telecommunications system networking and associated topics.	\$ 2,500

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, September 25, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, September 25, 1997, 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. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Bruce D. Bohlen, Treasurer
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Robert E. Catlin, Director, World Trade
 Richard Codd, Director, Community Relations
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Linda C. Handel, Staff Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Victoria Cross Kelly, Acting Deputy Director, Port Commerce
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Cherrie L. Nanninga, Deputy Director, Finance
 Roy S. Pleasant, Director, Information Services
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Peter B. Yunis, Executive Assistant to the Chairman
 Margaret R. Zoch, Director, Budget

Guests

Paul Cohn, New Jersey Department of Transportation
 Robert James, New Jersey Department of Transportation

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

The public meeting was called to order by Chairman Eisenberg at 2:09 p.m. and ended at 2:16 p.m. The Board also met in executive session prior to the public meeting. In addition to the meeting reflected in the Minutes for August 28, 1997, the Board had also held a planning meeting in executive session on that day.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of August 28, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on September 25, 1997, which included discussion of internal audit matters, and the report was received.

Report of Committee on Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on September 25, 1997, which included a discussion of contract matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom we deal, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, of action taken and matters discussed in executive session at its meeting on September 25, 1997, which included a discussion of contract matters and matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes, or other obligations, 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 Construction

The Committee on Construction reported, for information, on matters discussed in public session at its meeting on September 25, 1997, which included an update on the status of the Newark International Airport 4L-22R Runway extension project. Following the public session, the Committee met in executive session to discuss lease 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, for information, on matters discussed in executive session at its meeting on September 25, 1997, which included a discussion of lease and real property matters, and the report was received.

PORT AUTHORITY PARTICIPATION IN THE NORTH JERSEY CLEAN CITIES PROGRAM

The Clean Cities Program is a United States Department of Energy (US DOE) public/private initiative designed to expand the awareness and use of alternatives to gasoline and diesel fuel. US DOE's designation of eleven counties in northern New Jersey as a "Clean City" under the Clean Cities program will make it easier for employers in those counties to obtain federal grant monies to facilitate their use of alternative fueled vehicles as mandated by the provisions of the Energy Policy Act of 1992 and the 1990 amendments to the Clean Air Act.

As a result of regulations established pursuant to the Energy Policy Act and the Clean Air Act, states, municipalities, vehicular fleet owners (such as the Port Authority), and utilities will be required to include within their new vehicle purchases a certain percentage of alternative fueled vehicles.

The North Jersey Clean Cities Coalition will be composed of federal, state, municipal and private entities which will seek a "Clean City" designation and which are interested in further promoting the use of alternative fuel vehicles in order to improve air quality and encourage economic growth. Membership does not entail any financial commitments or contractual obligations to the other signatories.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 execute a Memorandum of Understanding with approximately 23 other public and private entities setting forth the terms of participation in the North Jersey Clean Cities Coalition; the form of the documents necessary to effectuate such shall be subject to the approval of General Counsel or his authorized representative.

**AUTHORIZATION FOR THE PORT AUTHORITY TO PROVIDE AIRPORT
ADVISORY SERVICES TO THE AIRIS DEVELOPMENT GROUP ON A
COMMERCIAL CARGO AIRPORT FEASIBILITY STUDY FOR THE
GOVERNMENT OF ST. PETERSBURG, RUSSIA**

Airis Development Group, Inc. (Airis), a United States developer of air cargo facilities, and a team of aviation consultants, have been requested by the Government of the St. Petersburg region (Leningrad Oblast) of Russia to conduct a study to determine the feasibility for the conversion of a former military airport to a commercial cargo airport, Veschevo International Airport (VICA). Airis and its team would like the Port Authority to participate because it believes that the Port Authority's knowledge, experience and reputation as a government entity that develops and operates international aviation and maritime transportation facilities would add a unique perspective to the feasibility study.

VICA would be the first major airport development in Russia since the economic and political reforms of 1991. As a result, it provides the regional government of St. Petersburg with the opportunity for change and adoption of new airport/aviation standards and procedures for commercial airport facilities. Under the current reform system, defunct military transportation facilities, such as airports, have been turned over to regional governments who are turning to the international private sector and government-sponsored development banks to fund, develop and operate these facilities. An essential element of attracting private investors to develop a commercial airport in a country such as Russia is the project's ability to successfully fulfill all requirements regarding international airport certification. It is in this area that Airis and its team is seeking Port Authority advisory assistance.

The Port Authority has a long history of providing advisory assistance on transportation infrastructure and organizational development projects to foreign governments and/or firms working on behalf of such governments. With respect to Russia particularly, business development advisory assistance has been provided in the past to Minsk Airport. In return for providing such assistance, the Port Authority is expected to reap several benefits, including contribution to the development of internationally accepted airport standards which opens the opportunity for New York/New Jersey aviation business; export opportunities for regional firms; the development of contacts for Port Authority business development; and staff exposure to transportation development in emerging markets.

Port Authority Aviation staff will provide advice and guidance with regard to work products, such as governmental and international agreements, proposed airport standards, airport planning issues and bilateral and market analysis, produced by Airis and its team. Port Authority staff participation will involve several review and discussion sessions with Airis, its team and the Government of St. Petersburg region. The total project is expected to take 26 weeks with Port Authority participation on an as-needed basis. The expected completion date of Port Authority participation is February 1998.

Under the proposed agreement between Airis and the Port Authority, Airis will compensate the Port Authority for personal services expenses, the cost of transportation, lodging, meals and other administrative expenses estimated at approximately \$25,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Airis Development Group, Inc., for the Port Authority to provide professional advisory services to Airis for a commercial cargo airport feasibility study for the Government of St. Petersburg, Russia at an estimated compensation of \$25,000; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

NEW YORK/NEW JERSEY AIRPORTS - AUTHORIZATION TO WAIVE FLIGHT FEES FOR ORGANIZATIONS PROVIDING NON-REVENUE, HUMANITARIAN OR CHARITABLE MEDICAL TRANSPORT

It was recommended that the Port Authority Schedule of Charges for Air Terminals be amended to authorize the Executive Director, under appropriate circumstances, to waive flight fees for not-for-profit, charitable organizations utilizing the Port Authority airports to provide free medical service, emergency medical transport of patients and/or organs to and from hospitals, and for other related humanitarian purposes.

The Port Authority periodically receives requests for waivers of flight fees and general terminal charges by charitable organizations (as certified by the Internal Revenue Service under section 501(c)(3) of the Internal Revenue Code) involved in the performance of non-revenue producing, charitable aircraft operations undertaken for a variety of reasons, including humanitarian purposes. These humanitarian flights include those arising out of aircraft operations for the transportation of patients conducted solely for the purpose of facilitating medical care. Such requests have typically been denied in the past because they do not meet the criteria for free use of air terminals as outlined in the Port Authority Schedule of Charges for Air Terminals, i.e. they are not directly related to Port Authority activities. Nonetheless, the Port Authority has, on occasion, made a charitable donation in lieu of waiving the fees.

Several other U.S. airports, including Boston Logan and Baltimore-Washington Airports, currently allow a waiver of fees for this type of aircraft operations. The sponsorship and assistance of the medical flights by eliminating payment of user charges for air terminals, at the discretion of the Executive Director, would benefit and enhance the quality of life in the communities served by the Port Authority while also enhancing the Port Authority's reputation within the community. Based on past experience, the number of qualifying flights is anticipated to be relatively small (less than twenty annually) and is estimated to have negligible revenue implications (less than \$30,000 per annum).

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the Port Authority Schedule of Charges for Air Terminals be and it hereby is amended to authorize the Executive Director, under appropriate circumstances, to waive flight fees for not-for-profit, charitable organizations utilizing the Port Authority airports to provide free medical service, emergency transport of patients and/or organs to and from hospitals, and for other related humanitarian purposes.

PORT NEWARK - HARBOR FREIGHT TRANSPORT CORP. - SURRENDER OF LEASE EP-160 AND NEW LEASE LPN-239; BANKS SHIP RIGGING CORP. - PARTIAL SURRENDER OF LEASE LNS-660

It was recommended that the Board authorize the Executive Director to enter into the following agreements: (1) surrender by Banks Ship Rigging Corp. of approximately 13,938 square feet of open area at Port Newark on or about November 1, 1997; (2) surrender by Harbor Freight Transport Corp. ("Harbor Freight") of Building No. 1330 and Section D and one-half of Section C of Building No. 1310 and open area at the Elizabeth-Port Authority Marine Terminal in four stages from November 1, 1997 through January 31, 1998; and (3) lease of Building No. 301 and open area at Port Newark by Harbor Freight for a term commencing on November 1, 1997 and expiring on October 31, 2007. The rent for Building No. 301 will phase in during the period from November 1, 1997 through January 31, 1998, will immediately escalate on February 1, 1998, and thereafter will escalate on a fixed schedule. Harbor Freight will pay an additional rent on throughput of oversized cargo above an annual exemption tonnage. Harbor Freight will have the right to terminate the lease effective on October 31, 2002 on one year's prior notice to the Port Authority. If Harbor Freight elects to demolish two unusable building annexes that are part of the premises, the Port Authority will reimburse Harbor Freight for up to \$150,000 of the cost of this work.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Banks Ship Rigging Corp. and Harbor Freight Transport Corp., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

(Board - 9/25/97)

**PORT NEWARK - ASA APPLE, INC. - SURRENDER OF ELIZABETH-PORT
AUTHORITY MARINE TERMINAL LEASEHOLD AND SUPPLEMENTAL
LEASE AGREEMENT LPN-242**

It was recommended that the Board authorize the Executive Director to (i) enter into an agreement with ASA Apple, Inc. ("ASA") to surrender its leasehold at Elizabeth-Port Authority Marine Terminal ("PAMT") and (ii) amend Lease Agreement LPN-242 (the "Lease") with ASA at Port Newark to provide additional space under the Lease for the relocation of ASA and extend the letting under the Lease for ten years through January 31, 2010.

The relocation of ASA from space at PAMT to Port Newark includes financial incentives in the form of additional warehouse space at reduced rentals and a one-time rental credit in the amount of \$83,850. The rentals, however, will be subject to escalation at prescribed intervals throughout the extension period of the Lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 surrender agreement and a supplemental lease agreement with ASA Apple, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

AUTO PROCESSOR'S INCENTIVE PROGRAM - LEASE MODIFICATIONS

It was recommended that the Board authorize the Executive Director to enter into supplemental agreements to the respective leases between the Port Authority and its vehicle processing tenants to provide an incentive program for additional vehicles waterborne to or from the Port. The processors are BMW of North America, Inc.; Carco, Inc.; Distribution and Auto Service, Inc.; FAPS, Inc.; and Toyota Motor Sales, U.S.A., Inc. The program will extend for three consecutive years from July 1, 1997 through June 30, 2000. The processor will be entitled to a rent credit in the amount of Three Dollars and No Cents (\$3.00) multiplied by the number of defined vehicles waterborne to or from its premises during each year of the program that are in excess of the greater of (1) the guarantee number of vehicles set forth in its lease for that year, or (2) the number of such defined vehicles waterborne to or from its premises during the preceding year. For the first incentive year, vehicles manufactured by a manufacturer which prior to July 1, 1997 did not import or export vehicles through Port Authority marine terminal facilities will count for the credit provided that the processor exceeds its guarantee number for that year.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 with its vehicle processing tenants, substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - EMPIRE BLUE CROSS BLUE SHIELD - LEASE AGREEMENT

It was recommended that the Board (1) authorize the Executive Director to enter into: (a) a lease agreement with Empire Blue Cross Blue Shield (Empire) covering the letting of approximately 500,000 rentable square feet of office space in One World Trade Center consisting of the entire 15th, 17th, 19th, 20th, 23rd, 24th, 27th, 28th, 29th, 30th and 31st floors for a term of approximately twenty-one (21) years; (b) a brokerage agreement with Insignia/Edward S. Gordon Co., Inc. in connection with the lease agreement providing for the payment of a commission not exceeding an amount calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977; (c) agreements with existing tenants on the 29th floor to provide for the relocation of their offices or for the surrender of their leases (if more economically feasible); (d) an agreement or agreements with Bank of America providing for (i) an approximate eight (8)-month acceleration of the effective date of Bank of America's earlier exercise of its right to surrender a portion of its 23rd floor space, without additional payment, (ii) the surrender, without payment by Bank of America, of approximately 23,000 rentable square feet of its 14th floor space and (iii) the waiver of a buy-out payment, in an amount not to exceed approximately \$217,000, required to be made by Bank of America in connection with its exercise of a right to surrender one floor of space effective after June 2005, and (e) other agreements as necessary to perform work in connection with the lease; and (2) delegate to the Committee on Operations the authority to approve the final terms of the aforesaid lease, brokerage and other agreements if they are not substantially in accordance with those set forth herein.

Empire will occupy its premises at The World Trade Center on a phased basis and will begin construction in January 1998 after completion of certain work to be performed in the space by the Port Authority.

The aggregate basic rental payable by Empire for the office space over the lease term is approximately \$240 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Empire Blue Cross Blue Shield, a brokerage agreement with Insignia/Edward S. Gordon Co., Inc. in connection with the lease agreement, relocation or surrender agreements with existing tenants on the 29th floor of One World Trade Center and an agreement or agreements with Bank of America providing for the acceleration of the effective date of an earlier exercise of its surrender right regarding a portion of its 23rd floor space without additional payment, for the surrender of a portion of Bank of America's 14th floor space, without payment, and for a waiver of a buy-out payment, in an amount not to exceed approximately \$217,000, required to be made by Bank of America in connection with its exercise of a right to

surrender one floor of space effective after June 2005, each of such agreements to be in accordance with the terms outlined above; and to take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems to be in the best interests of the Port Authority to meet the commitments undertaken by the Port Authority in the lease agreement, including entering into agreements for net cost work and additional work, entering into supplemental agreements and the award of contracts on a sole source basis; the form of the agreements in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the aforesaid lease, brokerage and other agreements in the event that such terms and conditions are not substantially in accordance with the terms and conditions outlined above.

THE WORLD TRADE CENTER - WMB HOLDINGS, INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with WMB Holdings, Inc. (WMB) covering approximately 22,000 square feet of space on the 87th Floor of Two World Trade Center and in connection therewith to enter into a brokerage agreement with CB Commercial Real Estate Group, Inc. substantially in accordance with the terms and conditions outlined below.

WMB is a privately-held corporation involved in the business of acting as agent for and providing legal and financial services to entities involved in world trade and commerce and to others.

WMB will pay an aggregate basic rental for the premises of approximately \$7.3 million over the approximate 15-year, 3-month term of the lease agreement which will commence on or about January 1, 1998. WMB will take the space in its "as-is" condition except that the Port Authority will perform code-required ADA modifications to the public area bathrooms, demise the premises and refurbish the public corridor. WMB will have the right to terminate the letting under the lease agreement on the day preceding the tenth anniversary of the term subject to the terms and conditions set forth in the lease agreement and will have subleasing and assignment rights as specified in the lease agreement.

The final terms of the lease and brokerage agreements will be subject to the approval of the Committee on Operations in the event that they differ substantially from the terms outlined herein.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 (1) a lease agreement with WMB Holdings, Inc. for a term of approximately 15 years and 3 months covering the letting of approximately 22,000 rentable square feet of office space consisting of a portion of the 87th Floor in Two World Trade Center, substantially in accordance with the terms and conditions outlined above; and (2) a brokerage agreement with CB Commercial Real Estate Group, Inc. in connection with such letting; the form of the agreements in each instance shall be subject to the approval of General Counsel or his authorized representative, and it is further

RESOLVED, that the Committee on Operations is hereby authorized to approve the final terms of the lease and brokerage agreements in the event that such final terms are not substantially in accordance with the terms and conditions outlined above.

**THE WORLD TRADE CENTER - NEW YORK STATE DEPARTMENT OF
TAXATION AND FINANCE - LEASE AGREEMENT**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with New York State (the State), for the use of the Department of Taxation and Finance, covering approximately 75,800 rentable square feet of space at the World Trade Center (WTC), consisting of approximately 70,500 rentable square feet of office space on the 86th and 87th floors of Two WTC, approximately 3,400 rentable square feet of space in the public lobby on the Plaza Level of Five WTC, and approximately 1,900 rentable square feet of subgrade storage space, for a term of approximately ten years from the commencement date of the letting which will occur on or about January 1, 1998.

The State will pay an aggregate basic rental for the premises under the Lease of approximately \$16.1 million. The State will pay its proportionate share of any increases in direct operating and maintenance costs over the actual costs and expenses for the 1998 base year and will pay increases in payments in lieu of taxes as provided in the Lease. The State will assume the first \$1.00 of the increase in real estate taxes resulting from any initial reassessment of the building resulting from a change in the ownership of Two WTC during the term of the letting under the Lease, and will pay its proportionate share of increases after such initial reassessment. The Port Authority will design and construct the office and Plaza level spaces based upon the State's requirements at a cost not to exceed \$1.7 million (\$22.50 per rentable square foot) and will also be required to perform ADA work in the public bathrooms, and to modify the public corridor on the 87th floor to create a multi-tenant floor, at a cost of approximately \$200,000. The Port Authority will grant the State assignment, subletting and renewal rights, as specified in the Lease, and will reserve the right to relocate the State from the Plaza Level space to comparable space at the WTC upon payment of all reasonable relocation costs. The final terms of the Lease will be subject to the approval of the Committee on Operations in the event that they are not substantially in accordance with the terms outlined herein.

The Port Authority will pay a brokerage commission to Insignia/Edward S. Gordon Co., Inc. (Gordon) the broker involved in the transaction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 (1) a lease agreement with New York State covering the letting of space at The World Trade Center for the use of the Department of Taxation and Finance, substantially in accordance with the terms and conditions outlined above; (2) a brokerage agreement with Insignia/Edward S. Gordon Co., Inc. in connection with such letting; and (3) to take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems to be in the best interest of the Port

Authority to meet the commitments undertaken by the Port Authority in the lease agreement, including entering into agreements for net cost work and additional work (if necessary), entering into supplemental agreements, and the award of contracts on a sole source basis; the form of the agreements in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Committee on Operations is hereby authorized to approve the final terms of the lease agreement with New York State in the event that such final terms are not substantially in accordance with the terms and conditions outlined above.

HOBOKEN SOUTH WATERFRONT DEVELOPMENT - FACILITY CERTIFICATION

Legislation authorizing Port Authority participation in certain mixed-use waterfront development projects was enacted by the States of New York and New Jersey and became law on August 2, 1984. The legislation authorizes the Port Authority to participate in conjunction with affected municipalities in effectuating certain mixed-use waterfront development projects in each of the States, including a site in the City of Hoboken, New Jersey, and a site in the Hunters Point section of Long Island City, Borough of Queens in New York City, New York. The Port Authority may undertake such mixed-use waterfront development projects, including site preparation and other work necessary for the effectuation of the overall development program and to facilitate private sector investment in connection therewith, consistent with agreements with the holders of Consolidated Bonds, including those pertaining to the financing of additional facilities.

The Port Authority and the City of Hoboken (the "City") entered into a Municipal Development Agreement with respect to the redevelopment of the former Hoboken-Port Authority Marine Terminal and certain adjacent areas which may include up to approximately 2.8 million square feet of mixed-use waterfront development in the City, and the Port Authority acquired and leased an approximately seven acre site (within such former marine terminal area) to the City for project purposes.

At its July 13, 1995, meeting the Board authorized land acquisition, infrastructure improvements and related expenditures in connection with a Hoboken South Waterfront Development project (the "Facility") at an estimated cost of approximately \$75 million in addition to developmental expenses and other expenditures already incurred plus an unallocated amount for total potential Port Authority allocations of \$125 million. (This Facility is different from prior authorizations.)

Certification as an additional facility of the Port Authority is required by covenants with the holders of Consolidated Bonds (which includes Consolidated Notes) at the time of issuance of the first Consolidated Bonds for purposes which include capital expenditures in connection with the additional facility. The Hoboken South Waterfront Development project is to be an additional facility of the Port Authority, and, therefore, certification is necessary if any portion of the proceeds of such Consolidated Bonds, the issuance of which in connection with this Facility is expected in the near future, is to be used for purposes of capital expenditures in connection with the Facility.

The Executive Director, Chief Financial Officer or Treasurer would be authorized to reaffirm the certification at the time of issuance of such Consolidated Bonds provided that there is no substantial change in the economic basis for the certification.

The Chief Financial Officer has reviewed the projected overall financial standing and condition of the Port Authority and the economics of the Facility on the basis of the issuance of Consolidated Bonds to provide for the total capital expenditures of or related to the Facility.

The Chief Financial Officer has also reviewed with the Commissioners his formal opinion to them consistent with Section 7 of the resolutions establishing outstanding series of Consolidated Bonds that, as of September 25, 1997, issuance of the first Consolidated Bonds for purposes which include capital expenditures for the Facility, at the time of issuance thereof and subject to further opinion of the Chief Financial Officer at such time, the application of any portion of the proceeds of such Consolidated Bonds in connection with the Facility will not, during the periods 1997 through 2032, reflecting the traditional 35-year term of long-term Consolidated Bonds, and 1997 through 2007, the immediately ensuing ten-year period associated with Consolidated Bonds (including Consolidated Notes) with a maturity of less than ten years, in the light of the Port Authority's estimated expenditures in connection with the Facility and the total anticipated revenues and expenses of the Port Authority during those periods, materially impair the sound credit standing of the Port Authority or the investment status of Consolidated Bonds or the ability of the Port Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds.

In reaching this conclusion, the Chief Financial Officer considered the covenants with holders of Consolidated Bonds including those providing for the Port Authority to establish charges in connection with the Port Authority's facilities to the end that at least sufficient net revenues may be produced therefrom to provide for the debt service on all Consolidated Bonds, including those issued for purposes of capital expenditures in connection with the Facility. This conclusion was also based, in part, on the Chief Financial Officer's consideration of the present financial condition of the Port Authority and its continued ability to conduct its business affairs, and the assumption set forth in the preceding sentence that the Port Authority will, at all times during the ensuing 30-year period, continue to maintain sufficient net revenues to pay such required debt service during such period.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; Commissioner Donovan abstaining; none against:

RESOLVED, that certification is hereby made as of September 25, 1997, that, in the opinion of the Port Authority, the issuance of Consolidated Bonds (which includes Consolidated Notes) for purposes which include capital expenditures in connection with the Hoboken South Waterfront Development project (the "Facility") will not, during the periods 1997 through 2032 and 1997 through 2007, in the light of the Port Authority's estimated expenditures in connection with the Facility, and the total anticipated revenues and expenses of the Port Authority during those periods, materially impair the sound credit standing of the Port Authority or the investment status of Consolidated Bonds or the ability of the Port Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and it is further

RESOLVED, that the Executive Director, Chief Financial Officer or Treasurer be and each hereby is authorized to reaffirm said certification on behalf of the Port Authority at the time of issuance of the first Consolidated Bonds (which includes Consolidated Notes) for purposes which include capital expenditures in connection with the Facility, provided that there is no substantial change in the economic basis for said certification, in which event said certification shall remain in effect as the opinion of the Port Authority at such time of issuance.

QUEENS WEST WATERFRONT DEVELOPMENT - FACILITY CERTIFICATION

Legislation authorizing Port Authority participation in certain mixed-use waterfront development projects was enacted by the States of New York and New Jersey and became law on August 2, 1984. The legislation authorizes the Port Authority to participate in conjunction with affected municipalities in effectuating certain mixed-use waterfront development projects in each of the States, including a site in the City of Hoboken, New Jersey, and a site in the Hunters Point section of Long Island City, Borough of Queens in New York City, New York. The Port Authority may undertake such mixed-use waterfront development projects, including site preparation and other work necessary for the effectuation of the overall development program and to facilitate private sector investment in connection therewith, consistent with agreements with the holders of Consolidated Bonds, including those pertaining to the financing of additional facilities.

The Port Authority, the Empire State Development Corporation ("ESDC", formally the New York State Urban Development Corporation), and the City of New York, through the New York City Economic Development Corporation ("EDC"), entered into a Municipal Agreement with respect to the development of this project in Hunters Point, effective October 5, 1992. The Port Authority, ESDC, and EDC participate equally on the Queens West Development Corporation ("QWDC") Board, an ESDC subsidiary, to manage the implementation and construction of the project.

At its January 7, 1992, meeting the Port Authority Board authorized land acquisition, infrastructure improvements and related expenditures in connection with the Queens West Waterfront Development project (the "Facility") at an estimated cost of approximately \$125 million. This Port Authority participation includes developmental and other expenditures already incurred.

Certification as an additional facility of the Port Authority is required by covenants with the holders of Consolidated

Bonds (which includes Consolidated Notes) at the time of issuance of the first Consolidated Bonds for purposes which include capital expenditures in connections with the additional facility. The Queens West Waterfront Development project is to be an additional facility of the Port Authority, and, therefore certification is necessary if any portion of the proceeds of such Consolidated Bonds, the issuance of which in connection with this Facility is expected in the near future, is to be used for purposes of capital expenditures in connection with the Facility.

The Executive Director, Chief Financial Officer or Treasurer would be authorized to reaffirm the certification at the time of issuance of such Consolidated Bonds provided there is no substantial change in the economic basis for the certification.

The Chief Financial Officer has reviewed that the projected overall financial standing and condition of the Port Authority and the economics of the Facility on the basis of the issuance of Consolidated Bonds to provide for the total capital expenditures of or related to the Facility.

The Chief Financial Officer has also reviewed with the Commissioners his formal opinion to them consistent with Section 7 of the resolutions establishing outstanding series of Consolidated Bonds that, as of September 25, 1997, issuance of the first Consolidated Bonds for purposes which include capital expenditures for the Facility, at the time of issuance thereof and subject to further opinion of the Chief Financial Officer at such time, the application of any portion of the proceeds of such Consolidated Bonds in connection with the Facility will not, during the periods 1997 through 2032, reflecting the traditional 35-year term of long-term Consolidated Bonds, and 1997 through 2007, the immediately ensuing ten-year period associated with Consolidated Bonds (including Consolidated Notes) with a maturity of less than ten years, in the light of the Port Authority's estimated expenditures in connection with the Facility and the total anticipated revenues and expenses of the Port Authority during those periods, materially impair the sound credit standing of the Port Authority or the investment status of Consolidated Bonds or the ability of the Port Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds.

In reaching this conclusion, the Chief Financial Officer considered the covenants with holders of Consolidated Bonds including those providing for the Port Authority to establish charges in connection with the Port Authority's facilities to the end that at least sufficient net revenues may be produced therefrom to provide for the debt service on all Consolidated Bonds, including those issued for purposes of capital expenditures in connection with the Facility. This conclusion was also based, in part, on the Chief Financial Officer's consideration of the present financial condition of the Port Authority and its continued ability to conduct its business affairs, and the assumption set forth in the preceding sentence, that the Port Authority will at all times during the ensuing 30-year period continue to maintain sufficient net revenues to pay such required debt service during such period.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that certification is hereby made as of September 25, 1997, that, in the opinion of the Port Authority, the issuance of Consolidated Bonds (which includes Consolidated Notes) for purposes which include capital expenditures in connection with the Queens West Waterfront Development project (the "Facility") will not, during the periods 1997 through 2032 and 1997 through 2007, in the light of the Port Authority's estimated expenditures in connection with the Facility, and the total anticipated revenues and expenses of the Port Authority during those periods, materially impair the sound credit standing of the Port Authority or the investment status of Consolidated Bonds or the ability of the Port Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and it is further

RESOLVED, that the Executive Director, Chief Financial Officer or Treasurer be, and each hereby is, authorized to reaffirm said certification

on behalf of the Port Authority at the time of issuance of the first Consolidated Bonds (which includes Consolidated Notes) for purposes which include capital expenditures in connection with the Facility, provided that there is no substantial change in the economic basis for said certification, in which event said certification shall remain in effect as the opinion of the Port Authority at such time of issuance.

**PORT AUTHORITY INDUSTRIAL PARK AT YONKERS - AUTHORIZATION TO
SELL LAND AND BUILDING NO. 1 TO THE CITY OF YONKERS**

It was recommended that the Board authorize the Executive Director to sell in its "as is" condition to the City of Yonkers a four-story and basement (partly at grade) building presently part of the Port Authority Industrial Park at Yonkers and referred to as "Building No. 1" located at the northwest corner of Dock and Atherton Streets in the City of Yonkers, New York together with land both underlying said building and adjacent on the west thereto at the southeast corner of River Street and Wells Avenue (collectively, "the property"), at a price of \$910,000 to be payable on an "all cash" basis. The Board declared this property surplus at its meeting of June 8, 1995.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, in his discretion, for and on behalf of the Port Authority, to sell and convey the property to the City of Yonkers for \$910,000 on an all-cash and "as is" basis and to do all other things necessary or appropriate in implementation or furtherance of the foregoing; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

MEMORIAL TO A. GERDES KUHBACK

We note with regret the recent passing of former Executive Director A. Gerdes Kuhbach.

WHEREAS, Gerdes Kuhbach's long and distinguished career with the Port Authority was highlighted by his years as Executive Director from 1973 to 1977, during which he guided the agency through the transition from Austin J. Tobin's 30-year tenure as Executive Director until the announcement of the appointment of Peter C. Goldmark; and

WHEREAS, Mr. Kuhbach, who came to the agency and the Port Authority Trans-Hudson Corporation as Director of Finance in 1962 and was serving in that capacity at the time of his appointment, brought to the position of Executive Director more than 30 years of experience in railroad operations and the administration of capital funds for major public construction projects; and

WHEREAS, he continued to serve the Port Authority and assist Mr. Goldmark and the Board as Senior Financial Advisor until his retirement in 1982; and

WHEREAS, following his retirement from the Port Authority, Mr. Kuhbach continued to serve the public in our region as a member of the Board of the Floating Hospital of New York, a trustee of the Stanley Congregational Church of Chatham and a volunteer at Overlook Hospital.

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Commissioners offers its most sincere condolences to the Kuhbach Family; and it is further

RESOLVED, that this memorial be suitably engraved and presented to the family of A. Gerdes Kuhbach in appreciation of his many years of service to The Port Authority of New York and New Jersey.

CONFIDENTIAL ITEM

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

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period July 1, 1997 to July 31, 1997.

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.

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>
07/01/97	\$ 25,000,000	US T-BILL	--	06/25/98	94.65	5.360%	5.663%	\$ 23,663,722.22	Dresdner Kleinwort Benson
07/01/97	25,000,000	GECC CP	--	08/18/97	99.26	5.550	5.669	24,815,000.00	General Electric Capital
07/02/97	5,000,000	US T-NOTE	6.250%	06/30/02	99.39	--	6.394	4,969,531.25	Goldman, Sachs & Co
07/02/97	10,000,000	US T-NOTE	6.000	06/30/99	99.95	--	6.029	9,994,531.25	Fuji Securities
07/07/97	30,000,000	US T-BILL	--	09/25/97	98.89	4.975	5.100	29,668,333.32	Sanwa Securities (USA) Co*
07/09/97	5,000,000	US T-NOTE	5.125	04/30/98	99.62	--	5.604	4,980,859.38	Prudential Securities*
07/14/97	40,000,000	FMCDN	--	07/31/97	99.75	5.370	5.458	39,898,566.68	Goldman, Sachs & Co
07/17/97	10,000,000	US T-BILL	--	01/08/98	97.52	5.100	5.302	9,752,083.33	Prudential Securities
07/17/97	15,000,000	US T-BILL	--	12/11/97	97.92	5.100	5.281	14,687,625.00	Nesbitt Burns Securities
07/17/97	25,000,000	US T-BILL	--	12/04/97	98.04	5.050	5.223	24,509,027.78	The Nikko Securities Co

(Board - 9/25/97)

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>
07/17/97	\$ 25,000,000	US T-BILL	--	01/15/98	97.43	5.090%	5.297%	\$ 24,356,680.55	Paine Webber Inc.
07/17/97	25,000,000	GECC CP	--	09/02/97	99.28	5.490	5.606	24,820,812.50	General Electric Capital
07/23/97	307,000	USTB (110DS)	--	12/26/97	97.82	5.030	5.213	300,308.42	Paine Webber Inc.
07/24/97	10,000,000	US T-BILL	--	07/23/98	94.66	5.282	5.580	9,465,880.56	Dresdner Kleinwort Benson
07/24/97	15,000,000	US T-BILL	--	07/23/98	94.66	5.282	5.580	14,198,820.84	Paine Webber Inc.
07/29/97	20,000,000	US T-BILL	--	02/05/98	97.26	5.160	5.373	19,452,466.66	Fuji Securities
07/29/97	25,000,000	US T-BILL	--	04/30/98	96.06	5.160	5.397	24,014,583.33	Dresdner Kleinwort Benson
07/30/97	50,000,000	FMCDN	--	08/26/97	99.59	5.420	5.518	49,796,750.00	Fuji Securities
07/31/97	10,000,000	US T-BILL	--	01/29/98	97.40	5.140	5.350	9,740,144.44	The Nikko Securities Co
07/31/97	25,000,000	FMCDN	--	08/26/97	99.61	5.430	5.527	24,901,958.33	Dresdner Kleinwort Benson

(Board - 9/25/97)

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>
07/31/97	\$ 25,000,000	FMCDN	--	09/25/97	99.16	5.400%	5.521%	\$ 24,790,000.00	Dresdner Kleinwort Benson
	<u>\$ 420,307,000</u>							<u>\$ 412,777,685.84</u>	

BEY - Bond Equivalent Yield

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

(Board - 9/25/97)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
07/02/97	\$ 5,000,000	US T-NOTE	6.250%	06/30/02	99.51	--	6.366%	43.02%	\$ 4,975,390.63	Goldman, Sachs
07/03/97	15,000,000	US T-NOTE	6.375	05/15/00	100.56	--	6.152	11.25	15,085,156.25	Paine Webber Inc.
07/07/97	30,000,000	US T-BILL	--	09/04/97	99.19	4.930%	5.039	5.57	29,757,608.34	Sanwa Securities (USA) Co*
07/07/97	10,000,000	US T-NOTE	6.000	06/30/99	100.06	--	5.965	11.66	10,006,250.00	Sanwa Securities (USA) Co
07/09/97	5,000,000	US T-NOTE	7.250	02/15/98	100.95	--	5.604	7.95	5,047,656.25	Prudential Securities*
07/10/97	15,000,000	US T-BILL	--	06/25/98	94.92	5.225	5.508	11.36	14,238,020.84	Paine Webber Inc.
07/16/97	10,000,000	US T-NOTE	6.000	06/30/99	99.95	--	6.028	5.95	9,994,531.25	Fuji Securities
07/24/97	15,000,000	US T-BILL	--	07/23/98	94.72	5.225	5.517	22.42	14,207,541.66	Paine Webber Inc.
07/30/97	<u>\$ 25,000,000</u>	US T-BILL	--	09/18/97	99.28	5.190	5.300	5.61	<u>\$ 24,819,791.68</u>	The Nikko Securities Co
	<u>\$ 130,000,000.00</u>								<u>\$ 128,131,946.90</u>	

BEY - Bond Equivalent Yield

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

(Board - 9/25/97)

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>
Dean Witter Reynolds	07/01/97	07/09/97	\$ 15,206,250 *	5.450%	\$ 18,479.82
Nomura Securities Intl	07/01/97	07/02/97	20,000,000	5.580	3,100.00
Citicorp Securities Mkts	07/01/97	07/02/97	20,400,000	5.580	3,162.00
Lehman Brothers	07/01/97	07/15/97	24,000,000 *	5.430	50,500.00
Greenwich Capital Mkts	07/01/97	07/25/97	24,100,000 *	5.450	87,797.64
Citicorp Securities Mkts	07/01/97	07/02/97	24,230,000	5.580	3,755.65
Yamaichi Intl (America)	07/01/97	07/02/97	40,000,000	5.580	6,200.00
Sanwa Securities (USA) Co	07/02/97	07/03/97	15,000,000	5.625	2,343.75
Yamaichi Intl (America)	07/02/97	07/03/97	19,189,000	5.630	3,000.95
Nomura Securities Intl	07/02/97	07/03/97	19,570,000	5.600	3,044.22
Yamaichi Intl (America)	07/02/97	07/03/97	20,811,000	5.630	3,254.61

(Board - 9/25/97)

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 Intl	07/02/97	07/03/97	\$ 23,880,000	5.600%	\$ 3,714.67
Lehman Brothers	07/02/97	07/15/97	24,656,250 *	5.430	48,079.69
Smith Barney Inc	07/03/97	07/07/97	6,040,000	5.400	3,624.00
Smith Barney Inc	07/03/97	07/07/97	17,300,000	5.400	10,380.00
Smith Barney Inc	07/03/97	07/07/97	19,580,000	5.400	11,748.00
Daiwa Securities America	07/03/97	07/07/97	21,091,000	5.420	12,701.47
Fuji Securities	07/03/97	07/07/97	24,586,000	5.420	14,806.24
Yamaichi Intl (America)	07/03/97	07/07/97	25,000,000	5.400	15,000.00
Fuji Securities	07/03/97	07/07/97	25,414,000	5.420	15,304.88
Daiwa Securities America	07/03/97	07/07/97	28,909,000	5.420	17,409.64
Citicorp Securities Mkts	07/03/97	07/07/97	30,000,000	5.400	18,000.00

(Board - 9/25/97)

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>
Eastbridge Capital	07/03/97	07/07/97	\$ 40,000,000	5.420%	\$ 24,088.89
Paribas Corporation	07/03/97	07/07/97	50,000,000	5.430	30,166.67
Eastbridge Capital	07/07/97	07/08/97	14,500,000	5.440	2,191.11
Nomura Securities Intl	07/07/97	07/08/97	15,690,000	5.430	2,366.58
Yamaichi Intl (America)	07/07/97	07/08/97	19,079,000	5.450	2,888.35
Eastbridge Capital	07/07/97	07/08/97	23,300,000	5.440	3,520.89
Yamaichi Intl (America)	07/07/97	07/08/97	30,921,000	5.450	4,681.10
Nomura Securities Intl	07/07/97	07/08/97	34,310,000	5.430	5,175.09
Daiwa Securities America	07/07/97	07/08/97	35,000,000	5.430	5,279.17
Citicorp Securities Mkts	07/07/97	07/08/97	37,000,000	5.430	5,580.83
Fuji Securities	07/07/97	07/08/97	40,000,000	5.440	6,044.44

(Board - 9/25/97)

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	07/07/97	07/08/97	\$ 50,000,000	5.440%	\$ 7,555.56
Nomura Securities Intl	07/08/97	07/09/97	985,000	5.420	148.30
Citicorp Securities Mkts	07/08/97	07/15/97	1,776,961	5.400	1,865.81
The Nikko Securities Co	07/08/97	07/15/97	9,650,000	5.400	10,132.50
Zions First National Bank	07/08/97	07/09/97	13,300,000	5.420	2,002.39
Yamaichi Intl (America)	07/08/97	07/15/97	16,229,000	5.420	17,103.56
Zions First National Bank	07/08/97	07/09/97	19,480,000	5.420	2,932.82
Dean Witter Reynolds	07/08/97	07/24/97	24,781,250 *	5.400	59,578.26
SBC Capital Markets, Inc.	07/08/97	07/15/97	30,000,000	5.380	31,383.33
Yamaichi Intl (America)	07/08/97	07/15/97	33,771,000	5.420	35,590.88
Eastbridge Capital	07/08/97	07/09/97	39,000,000	5.420	5,871.67

(Board - 9/25/97)

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>
The Nikko Securities Co	07/08/97	07/15/97	\$ 40,350,000	5.400%	\$ 42,367.50
Citicorp Securities Mkts	07/08/97	07/15/97	48,223,039	5.400	50,634.19
Nomura Securities Intl	07/08/97	07/09/97	49,015,000	5.420	7,379.48
Nomura Securities Intl	07/09/97	07/10/97	740,000	5.380	110.59
Zions First National Bank	07/09/97	07/10/97	9,970,000	5.380	1,489.96
Zions First National Bank	07/09/97	07/10/97	16,890,000	5.380	2,524.12
Dean Witter Reynolds	07/09/97	07/21/97	24,250,000 *	5.350	43,683.68
Nomura Securities Intl	07/09/97	07/10/97	49,260,000	5.380	7,361.63
Paribas Corporation	07/09/97	07/10/97	50,000,000	5.410	7,513.89
Prudential Securities	07/10/97	07/11/97	10,300,000	5.380	1,539.28
Prudential Securities	07/10/97	07/11/97	16,090,000	5.380	2,404.56

(Board - 9/25/97)

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>
Sanwa Securities (USA) Co	07/10/97	07/11/97	\$ 17,000,000	5.400%	\$ 2,550.00
Paribas Corporation	07/10/97	07/11/97	50,000,000	5.400	7,500.00
Eastbridge Capital	07/10/97	07/11/97	50,000,000	5.390	7,486.11
Zions First National Bank	07/11/97	07/14/97	9,840,000	5.330	4,370.60
Nesbitt Burns Securities	07/11/97	07/14/97	15,000,000	5.300	6,625.00
Zions First National Bank	07/11/97	07/14/97	15,900,000	5.330	7,062.25
Fuji Securities	07/11/97	07/14/97	24,403,000	5.330	10,839.00
Fuji Securities	07/11/97	07/14/97	25,597,000	5.330	11,369.33
Eastbridge Capital	07/11/97	07/14/97	50,000,000	5.330	22,208.33
Zions First National Bank	07/14/97	07/15/97	9,700,000	5.410	1,457.69
Prudential Securities	07/14/97	07/15/97	15,700,000	5.400	2,355.00

(Board - 9/25/97)

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>
Prudential Securities	07/14/97	07/15/97	\$ 30,000,000	5.400%	\$ 4,500.00
Zions First National Bank	07/14/97	07/15/97	40,000,000	5.410	6,011.11
Eastbridge Capital	07/14/97	07/15/97	40,000,000	5.420	6,022.22
Nomura Securities Intl	07/15/97	07/16/97	675,000	5.500	103.13
Daiwa Securities America	07/15/97	07/16/97	15,923,000	5.500	2,432.68
Lehman Brothers	07/15/97	07/23/97	16,930,000 *	5.400	20,405.35
Fuji Securities	07/15/97	07/16/97	19,800,000	5.500	3,025.00
Fuji Securities	07/15/97	07/16/97	30,000,000	5.500	4,583.33
Lehman Brothers	07/15/97	07/23/97	32,570,000 *	5.400	39,255.90
Daiwa Securities America	07/15/97	07/16/97	34,077,000	5.500	5,206.21
Yamaichi Intl (America)	07/15/97	07/16/97	35,000,000	5.520	5,366.67

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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>
Prudential Securities	07/15/97	07/16/97	\$ 45,750,000	5.500%	\$ 6,989.58
Nomura Securities Intl	07/15/97	07/16/97	49,325,000	5.500	7,535.76
Eastbridge Capital	07/15/97	07/16/97	50,000,000	5.520	7,666.67
Nomura Securities Intl	07/16/97	07/17/97	16,626,000	5.520	2,549.32
Daiwa Securities America	07/16/97	07/17/97	16,671,000	5.520	2,556.22
Smith Barney Inc	07/16/97	07/17/97	20,000,000	5.530	3,072.22
Fuji Securities	07/16/97	07/17/97	23,000,000	5.520	3,526.67
The Nikko Securities Co	07/16/97	07/25/97	24,730,000 *	5.420	33,461.06
Yamaichi Intl (America)	07/16/97	07/17/97	24,990,000	5.550	3,852.63
Yamaichi Intl (America)	07/16/97	07/17/97	25,010,000	5.550	3,855.71
Fuji Securities	07/16/97	07/17/97	26,700,000	5.520	4,094.00

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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>
Daiwa Securities America	07/16/97	07/17/97	\$ 28,729,000	5.520%	\$ 4,405.11
Smith Barney Inc	07/16/97	07/17/97	30,000,000	5.530	4,608.33
Nomura Securities Intl	07/16/97	07/17/97	33,374,000	5.520	5,117.35
Eastbridge Capital	07/16/97	07/17/97	50,000,000	5.530	7,680.56
Smith Barney Inc	07/17/97	07/18/97	11,300,000	5.430	1,704.42
Fuji Securities	07/17/97	07/18/97	20,842,000	5.420	3,137.88
Yamaichi Intl (America)	07/17/97	07/18/97	23,149,000	5.450	3,504.50
Fuji Securities	07/17/97	07/18/97	24,158,000	5.420	3,637.12
Yamaichi Intl (America)	07/17/97	07/18/97	26,851,000	5.450	4,064.94
Eastbridge Capital	07/17/97	07/18/97	30,000,000	5.470	4,558.33
Smith Barney Inc	07/17/97	07/18/97	38,700,000	5.430	5,837.25

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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	07/17/97	07/18/97	\$ 45,000,000	5.450%	\$ 6,812.50
Fuji Securities	07/18/97	07/21/97	9,600,000	5.375	4,300.00
Yamaichi Intl (America)	07/18/97	07/21/97	24,284,000	5.370	10,867.09
Yamaichi Intl (America)	07/18/97	07/21/97	25,716,000	5.370	11,507.91
Eastbridge Capital	07/18/97	07/21/97	30,000,000	5.370	13,425.00
Fuji Securities	07/18/97	07/21/97	40,000,000	5.375	17,916.67
Citicorp Securities Mkts	07/18/97	07/21/97	44,900,000	5.370	20,092.75
Zions First National Bank	07/18/97	07/21/97	45,000,000	5.370	20,137.50
Nomura Securities Intl	07/21/97	07/22/97	12,000,000	5.410	1,803.33
Yamaichi Intl (America)	07/21/97	07/22/97	19,429,000	5.430	2,930.54
Yamaichi Intl (America)	07/21/97	07/22/97	30,571,000	5.430	4,611.13

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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>
Sanwa Securities (USA) Co	07/21/97	07/22/97	\$ 33,000,000	5.430%	\$ 4,977.50
Nomura Securities Intl	07/21/97	07/22/97	38,000,000	5.410	5,710.56
Eastbridge Capital	07/21/97	07/22/97	40,000,000	5.430	6,033.33
Paribas Corporation	07/21/97	07/22/97	44,200,000	5.440	6,679.11
Yamaichi Intl (America)	07/22/97	07/23/97	7,452,000	5.400	1,117.80
Fuji Securities	07/22/97	07/23/97	10,000,000	5.400	1,500.00
Yamaichi Intl (America)	07/22/97	07/23/97	12,000,000	5.400	1,800.00
Yamaichi Intl (America)	07/22/97	07/23/97	30,548,000	5.400	4,582.20
Zions First National Bank	07/22/97	07/23/97	32,000,000	5.400	4,800.00
Fuji Securities	07/22/97	07/23/97	40,000,000	5.400	6,000.00
Nomura Securities Intl	07/22/97	07/23/97	44,250,000	5.400	6,637.50

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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>
Eastbridge Capital	07/22/97	07/23/97	\$ 50,000,000	5.400%	\$ 7,500.00
Lehman Brothers	07/23/97	07/31/97	322,500 *	5.680	391.93
Zions First National Bank	07/23/97	07/28/97	10,000,000	5.380	7,472.22
Smith Barney Inc	07/23/97	07/24/97	14,022,000	5.380	2,095.51
Fuji Securities	07/23/97	07/24/97	14,788,000	5.380	2,209.98
Yamaichi Intl (America)	07/23/97	07/24/97	24,776,000	5.400	3,716.40
Yamaichi Intl (America)	07/23/97	07/24/97	25,224,000	5.400	3,783.60
Smith Barney Inc	07/23/97	07/24/97	27,478,000	5.380	4,106.43
Fuji Securities	07/23/97	07/24/97	28,343,000	5.380	4,235.70
Zions First National Bank	07/23/97	07/24/97	36,000,000	5.380	5,380.00
Nomura Securities Intl	07/23/97	07/28/97	45,000,000	5.400	33,750.00

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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>
Eastbridge Capital	07/23/97	07/24/97	\$ 48,700,000	5.400%	\$ 7,305.00
Lehman Brothers	07/23/97	07/31/97	49,240,000 *	5.680	59,840.28
Paribas Corporation	07/23/97	07/24/97	50,000,000	5.410	7,513.89
Paribas Corporation	07/24/97	07/25/97	5,170,000	5.450	782.68
Yamaichi Intl (America)	07/24/97	07/25/97	22,388,000	5.450	3,389.29
Dean Witter Reynolds	07/24/97	Open	24,782,500 *	Variable **	34,351.30 ***
Yamaichi Intl (America)	07/24/97	07/25/97	26,042,000	5.450	3,942.47
Zions First National Bank	07/24/97	07/25/97	27,000,000	5.450	4,087.50
Prudential Securities	07/24/97	07/25/97	41,510,000	5.430	6,261.09
Citicorp Securities Mkts	07/24/97	07/25/97	43,130,000	5.430	6,505.44
Paribas Corporation	07/24/97	07/25/97	44,830,000	5.450	6,786.76

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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>
Eastbridge Capital	07/24/97	07/25/97	\$ 50,000,000	5.450%	\$ 7,569.44
Eastbridge Capital	07/25/97	07/28/97	150,000	5.410	67.63
Fuji Securities	07/25/97	07/28/97	18,531,000	5.400	8,338.95
Dean Witter Reynolds	07/25/97	Open	19,775,000 *	Variable **	24,444.10 ***
Zions First National Bank	07/25/97	07/28/97	20,000,000	5.400	9,000.00
Fuji Securities	07/25/97	07/28/97	21,798,000	5.400	9,809.10
Greenwich Capital Mkts	07/25/97	Open	24,382,500 *	Variable **	26,245.05 ***
The Nikko Securities Co	07/25/97	Open	24,718,750 *	Variable **	30,465.86 ***
Prudential Securities	07/25/97	07/28/97	42,950,000	5.400	19,327.50
Paribas Corporation	07/25/97	07/28/97	47,395,000	5.410	21,367.25
Eastbridge Capital	07/25/97	07/28/97	49,850,000	5.410	22,474.04

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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>
Citicorp Securities Mkts	07/25/97	07/28/97	\$ 50,000,000	5.400%	\$ 22,500.00
Paribas Corporation	07/28/97	07/29/97	8,080,000	5.520	1,238.93
Nomura Securities Intl	07/28/97	07/29/97	12,000,000	5.530	1,843.33
Yamaichi Intl (America)	07/28/97	07/29/97	19,238,000	5.530	2,955.17
Yamaichi Intl (America)	07/28/97	07/29/97	25,762,000	5.530	3,957.33
Paribas Corporation	07/28/97	07/29/97	36,920,000	5.520	5,661.07
Smith Barney Inc	07/28/97	07/29/97	40,314,000	5.500	6,159.08
Zions First National Bank	07/28/97	07/29/97	42,450,000	5.500	6,485.42
Eastbridge Capital	07/28/97	07/29/97	45,000,000	5.520	6,900.00
Fuji Securities	07/28/97	07/29/97	46,150,000	5.500	7,050.69
Yamaichi Intl (America)	07/29/97	07/30/97	19,456,000	5.570	3,010.28

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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>
Nesbitt Burns Securities	07/29/97	07/30/97	\$ 20,000,000	5.570%	\$ 3,094.44
Yamaichi Intl (America)	07/29/97	07/30/97	26,544,000	5.570	4,106.95
Prudential Securities	07/29/97	07/30/97	39,930,000	5.550	6,155.88
Nomura Securities Intl	07/29/97	07/30/97	42,425,000	5.580	6,575.88
Paribas Corporation	07/29/97	07/30/97	45,000,000	5.560	6,950.00
Eastbridge Capital	07/29/97	07/30/97	50,000,000	5.570	7,736.11
Fuji Securities	07/30/97	07/31/97	17,580,000	5.680	2,773.73
Yamaichi Intl (America)	07/30/97	07/31/97	23,725,000	5.700	3,756.46
Fuji Securities	07/30/97	07/31/97	24,770,000	5.680	3,908.16
Zions First National Bank	07/30/97	08/01/97	24,819,792	5.580	7,694.14
Nomura Securities Intl	07/30/97	07/31/97	25,000,000	5.650	3,923.61

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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>
Yamaichi Intl (America)	07/30/97	07/31/97	\$ 26,275,000	5.700%	\$ 4,160.21
Citicorp Securities Mkts	07/30/97	07/31/97	39,840,000	5.680	6,285.87
Paribas Corporation	07/30/97	07/31/97	45,000,000	5.710	7,137.50
Eastbridge Capital	07/30/97	07/31/97	45,920,000	5.720	7,296.18
Fuji Securities	07/31/97	08/01/97	9,836,000	5.750	1,571.03
Eastbridge Capital	07/31/97	08/01/97	19,500,000	5.780	3,130.83
Yamaichi Intl (America)	07/31/97	08/01/97	20,084,000	5.770	3,219.02
The Nikko Securities Co	07/31/97	Open	24,812,500 *	Variable **	7,822.83 ***
Zions First National Bank	07/31/97	Open	24,812,500 *	Variable **	7,822.83 ***
Fuji Securities	07/31/97	08/01/97	29,864,000	5.750	4,769.94
Yamaichi Intl (America)	07/31/97	08/01/97	29,916,000	5.770	4,794.87

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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>
Smith Barney Inc	07/31/97	08/01/97	\$ 41,830,000	5.750%	\$ 6,681.18
Paribas Corporation	07/31/97	08/01/97	45,000,000	5.760	7,200.00
Citicorp Securities Mkts	07/31/97	08/01/97	45,680,000	5.750	7,296.11

* 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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Dean Witter Reynolds	07/01/97	07/09/97	\$ 15,206,250 *	5.400%	\$ 18,078.54
Lehman Brothers	07/01/97	07/15/97	24,000,000 *	5.330	49,666.67
Greenwich Capital Mkts	07/01/97	07/25/97	24,100,000 *	5.300	85,387.64
Lehman Brothers	07/02/97	07/15/97	24,656,250 *	5.330	46,826.33
Dean Witter Reynolds	07/08/97	07/24/97	24,781,250 *	5.350	58,270.36
Dean Witter Reynolds	07/09/97	07/21/97	24,250,000 *	5.250	42,504.86
Lehman Brothers	07/15/97	07/23/97	49,500,000 *	5.300	58,410.00
The Nikko Securities Co	07/16/97	07/25/97	24,730,000 *	5.270	32,389.43
Lehman Brothers	07/23/97	07/31/97	49,562,500 *	5.330	58,029.43
Dean Witter Reynolds	07/24/97	Open	24,782,500 *	Variable **	29,119.44 ***
Greenwich Capital Mkts	07/25/97	Open	24,382,500 *	Variable **	25,195.25 ***

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

Reverse Repurchase Transactions (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>
The Nikko Securities Co	07/25/97	Open	\$ 24,718,750 *	Variable **	\$ 25,731.53 ***
Dean Witter Reynolds	07/25/97	Open	19,775,000 *	Variable **	20,791.22 ***
The Nikko Securities Co	07/31/97	Open	24,812,500 *	Variable **	3,618.49 ***
Zions First National Bank	07/31/97	Open	24,812,500 *	Variable **	3,687.41 ***

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

** This rate subject to change daily.

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

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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 July 1, 1997 through July 31, 1997, 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

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>
07/01/97	\$ 10,000,000	OTC European Call on US Treasury Notes 6.00% due 6/30/99	3 1/4/32	99.30 1/4/32	07/15/97 for 07/16/97	Fuji Securities	\$ 10,156.25

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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 July 1, 1997 and July 31, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of July 31, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.00 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 July 1, 1997 and July 31, 1997 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.

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 July 1, 1997 to July 31, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK133015	IAB INTERIM PROGRAM MULTI-LINGUAL AND INFORMATION SIGNAGE JOHN F. KENNEDY INTERNATIONAL AIRPORT PLATT & WHITE ASSOCIATES, INC.	348,000(A) 35,000(D) 383,000	348,000(A) 14,697(D) 362,697
JFK594004	JFK REDEVELOPMENT - CENTRAL TERMINAL AREA DISPOSAL OF CONSTRUCTION MANAGEMENT TRAILER COMPLEX JOHN F. KENNEDY INTERNATIONAL AIRPORT INDUS GENERAL CONSTRUCTION, INC.	139,800(A) 30,000(C) 7,000(D) 8,000(J) 184,800	139,800(A) 16,073(C) 7,000(D) 5,806(J) 168,679
JFK739	PUBLIC ROADWAY IMPROVEMENTS JOHN F. KENNEDY INTERNATIONAL AIRPORT NEW YORK PAVING, INC.	88,290(A) 607,370(B) 90,000(C) 35,000(D) 803(H) 821,463	87,829(A)(K) 607,370(B) 56,533(C) 14,875(D) 803(H) 767,410
JFK759	WIDENING OF RESTRICTED SERVICE ROAD RAMP JOHN F. KENNEDY INTERNATIONAL AIRPORT AJW CONSTRUCTION, INC.	96,120(A) 53,581(B) 11,000(C) 12,000(D) 21,419(Q) 194,120	96,120(A) 53,581(B) 15,416(C) 9,800(D) 20,993(Q) 195,910
JFK839	INTERNATIONAL ARRIVALS BUILDING REROOFING JOHN F. KENNEDY INTERNATIONAL AIRPORT TIRANA ROOFING CORP.	65,230(A) 65,230	65,230(A) 65,230
JFK930143	AIRCRAFT HIJACK SITE JOHN F. KENNEDY INTERNATIONAL AIRPORT FRANCIS A. LEE, INC.	164,000(A) 13,000(D) 177,000	162,000(A)(V) --0--(D) 162,000

JFK940103	REHABILITATION OF RUNWAY "K" JOHN F. KENNEDY INTERNATIONAL AIRPORT NEW YORK PAVING, INC.	1,993,080(A) 1,406,920(B) 340,000(D) 448,000(L) 10,000(M) 45,000(N) 4,243,000	1,992,527(A)(O) 1,352,584(B) 323,048(D) 448,000(L) 30,588(M) --0--(N) 4,146,747
JFK940202	EAST HANGAR ROAD DEVELOPMENT JOHN F. KENNEDY INTERNATIONAL AIRPORT CHATTERJEE INTERNATIONAL CONTRACTING CORP.	440,000(A) 75,000(D) 515,000	440,000(A) 57,000(D) 497,000
EWR215930	ASBESTOS REMOVAL VIA WORK ORDER NEWARK INTERNATIONAL AIRPORT CATI, INC.	2,000,000(C) 100,000(E) 750,000(F) 2,850,000	2,000,000(C) 100,000(E) 446,694(F) 2,546,694
EWR614	CLEANING DRAINAGE SYSTEM VIA WORK ORDERS NEWARK INTERNATIONAL AIRPORT E&B INDUSTRIAL CLEANING CORP.	181,000(B) 35,000(C) 6,000(D) 30,000(P) 252,000	135,148(B) --0--(C) 6,000(D) 22,032(P) 163,180
HT110055A	ENTRANCE PLAZA REDEVELOPMENT POST 20 - POLICE BOOTH HOLLAND TUNNEL RAINBOW CONSTRUCTION COMPANY, INC.	155,000(A) 30,000(C) 16,000(D) 201,000	153,800(A)(W) --0--(C) 3,345(D) 157,145
AK136	CLEANING DRAINAGE SYSTEM VIA WORK ORDER GOETHALS AND BAYONNE BRIDGES AND OUTERBRIDGE CROSSING E&B INDUSTRIAL CLEANING CORP.	57,950(B) 35,000(C) 6,000(D) 5,795(H) --0--(R) 104,745	57,950(B) 3,152(C) --0--(D) 5,795(H) 655(R) 67,522
AK146	REPLACEMENT OF LOUVERS AND DAMPERS GOETHALS BRIDGE AND BAYONNE BRIDGE KLAIRGAR, INC.	33,500(A) 3,350(D) 36,850	33,500(A) 990(D) 34,490
BP110020	PIER 1 BULKHEAD REHABILITATION BROOKLYN - PORT AUTHORITY MARINE TERMINAL WEEKS MARINE, INC.	2,675,100(A) 574,000(B) 400,000(C) 325,000(D) 126,000(S) 675,000(T) 4,775,100	2,675,100(A) 574,000(B) 748,436(C) 314,045(D) 96,308(S) --0--(T) 4,407,889

(Board - 9/25/97)

BP172	PIER #8 SANITARY SYSTEM	228,000(A)	228,000(A)
	REHABILITATION	22,000(D)	21,867(D)
	BROOKLYN - PORT AUTHORITY MARINE TERMINAL		
	ATTRI ENTERPRISES, INC.	250,000	249,867
EP132	BUILDING NO. 2250 REROOFING	477,000(A)	477,000(A)
	ELIZABETH - PORT AUTHORITY MARINE TERMINAL	30,000(C)	135,000(C)
		24,000(D)	--0--(D)
	GT & JT CONSTRUCTION CORP.	14,310(U)	14,310(U)
		545,310	626,310
PN230	PAVEMENT REHABILITATION	130,210(A)	128,590(A)(I)
	BERTHS 7 AND 9	79,500(B)	79,500(B)
	PORT NEWARK	11,000(D)	--0--(D)
	MARSELLIS WARNER CORP.	41,000(G)	41,000(G)
		15(H)	15(H)
		261,725	249,105
BT322	REPLACE STAIRWAY DOORS AND INTERIOR DOORS	359,000(A)	359,000(A)
		36,000(D)	20,718(D)
	PORT AUTHORITY BUS TERMINAL	6,385(U)	6,385(U)
	CAPIZZI CONSTRUCTION CORP.	401,385	386,103

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Memorandum of Authorization dated 03/25/96, authorizing a Supplemental Agreement in the amount of \$100,000.
- (F) Memorandum of Justification dated 06/17/96, authorizing a Supplemental Agreement in the amount of \$750,000.
- (G) Memorandum of Authorization dated 02/10/97, increasing classified work in the amount of \$41,000.
- (H) Per AP 45-1.01.5, classified work may exceed authorized amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$1,620 for a reduction in the scope of work.
- (J) Memorandum of Authorization dated 05/21/96, increasing extra work in the amount of \$8,000.00.
- (K) The difference between "Total Authorized" and "Total Payment" represents a deduction for deficiencies in asphalt pavement in the amount of \$460.82.
- (L) Memorandum of Justification dated 03/23/95, authorizing Supplemental Agreement in the amount of \$448,000.
- (M) Memorandum of Justification dated 03/23/95, authorizing net cost work in the amount of \$10,000.
- (N) Memorandum of Justification dated 03/23/95, increasing extra work in the amount of \$45,000.

(Board - 9/25/97)

- (O) The difference between "Total Authorized" and "Total Payment" represents a deduction for deficiencies in asphalt pavement in the amount of \$553.
- (P) Memorandum of Authorization dated 12/09/96, increasing extra work in the amount of \$30,000.
- (Q) Memorandum of Authorization dated 09/05/96, increasing classified work in the amount of \$21,419.
- (R) AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional costs in classified work not covered under (H).
- (S) Memorandum of Justification dated 03/20/95, authorizing a Supplemental Agreement in the amount of \$126,000.
- (T) Memorandum of Justification dated 03/20/95, authorizing a Supplemental Agreement in the amount of \$675,000.
- (U) Premium for furnishing performance and payment bond as provided for in the Contract.
- (V) The difference between "Total Authorized" and "Total Payment" represents liquidated damages for Delay in Time for Completion per Contract in the amount of \$2,000.
- (W) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$1,200 for deleted work.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, October 30, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, October 30, 1997, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Linda C. Handel, Staff Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Kenneth P. Philmus, General Manager, Port Authority Bus Terminal
 Roy S. Pleasant, Director, Information Services
 Laura L. Radin, Manager, Customer Relations, Tunnels, Bridges and Terminals
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Robert E. Van Etten, Inspector General
 Christopher O. Ward, Director, Port Redevelopment Program, Port Commerce
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Peter B. Yunis, Executive Assistant to the Chairman
 Margaret R. Zoch, Director, Budget

Guest

Kevin Corbett, Empire State Development Corporation

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

(Board - 10/30/97)

The public meeting was called to order by Chairman Eisenberg at 2:31 p.m. and ended at 2:48 p.m. The Board also met in executive session on October 16, 1997 and prior to the public meeting. In addition, the Board also held a planning meeting in executive session on October 16, 1997.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of September 25, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on October 30, 1997, which included discussion of internal audit matters, and the report was received.

Report of Committee on Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on October 30, 1997, which included a discussion of lease matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom we deal, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, of action taken and matters discussed in executive session at its meeting on October 30, 1997, which included a discussion of contract matters and matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes, or other obligations, 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 Construction

The Committee on Construction reported, for information, on matters discussed in public session at its meeting on October 30, 1997, which included a discussion of customer service and amenity improvements at John F. Kennedy International Airport. Following the public session, the Committee met in executive session to discuss contract matters, in addition

(Board - 10/30/97)

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, for information, on matters discussed in executive session at its meeting on October 30, 1997, which included a discussion of lease matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom we deal, and the report was received.

Staff Report

A presentation was made by staff on the results of a customer survey at the Port Authority Bus Terminal.

(Board - 10/30/97)

CONFIDENTIAL ITEM

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

(Board - 10/30/97)

JOHN F. KENNEDY INTERNATIONAL AIRPORT - PRIORITY CUSTOMER SERVICE AND AMENITY IMPROVEMENTS - PROJECT AUTHORIZATION

Various physical improvements at and around John F. Kennedy International Airport (JFK) have been identified by staff and by members of the JFK Service Improvement Task Force as a step towards creating positive customer perception. The proposed improvements include: refurbishing of key public areas of the Howard Beach subway station including a general clean-up and brightening and the installation of JFK signage and graphics; replacement of the airport's perimeter fence in certain areas with a blue vinyl-clad chain link fence, and curb-side edge treatment; landscaping improvements along public thoroughfares through and adjacent to the airport including the route between Federal Circle and Long Term Parking and various airport entrances such as the Van Wyck Expressway, JFK Expressway and Rockaway Boulevard entrances, various areas in the Central Terminal Area and the route from the JFK Expressway to the car rental facilities; refurbishment of the JFK Expressway median with asphalt block pavers; and improvements to other customer amenities.

The project would require agreement with New York State's Metropolitan Transportation Authority covering work to be performed at the Howard Beach subway station and with the City of New York covering work to be performed on City property along Rockaway Boulevard.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project to implement priority customer service and amenity improvements in visually prominent areas at and around John F. Kennedy International Airport at an estimated total project cost of \$6 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative and financial expenses and a project contingency (if necessary), be and the same is hereby authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Contract JFK-971.903 at an estimated cost of \$4.5 million to provide for all phases of net cost work for the project, and any other contracts required to complete the project, to the lowest bidder(s) qualified by reason of responsibility, experience and capacity at a bid price the Executive Director deems reasonable, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other 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 to enter into such other agreements as may be necessary to effectuate the project; the

(Board - 10/30/97)

)
form of the contracts and agreements shall be subject to the approval of
General Counsel or his authorized representative.

LAGUARDIA AIRPORT - ASBESTOS ABATEMENT IN STAIRWELLS, LOADING DOCK AND ACCESS RAMP - CONTRACT LGA-215.405 - SETTLEMENT OF CLAIM

At its meeting on April 9, 1992, the Board authorized a project for the Center Section Modernization of the Central Terminal Building at LaGuardia Airport.

On December 5, 1994, the Executive Director authorized the award of publicly advertised Contract LGA-215.405 to Project Development Group, Inc. (PDG), the low bidder, at its bid price in the estimated total amount of \$637,000, an authorization for extra work in the amount of \$64,000 and an allowance for net cost work roughly estimated at \$43,000.

The Work performed under Contract LGA-215.405, one part of a multi-phase asbestos abatement program, is part of the LaGuardia Airport Central Terminal Building Modernization Program. Asbestos abatement in the center section and non-tenant areas was completed under Contract LGA-110.107. The present total authorized amount for Contract LGA-215.405 is \$744,000.

PDG has submitted a claim against the Port Authority in the amount of \$1,066,938 in connection with Contract LGA-215.405. This claim is for additional costs alleged to have been incurred primarily because of denials by the Port Authority of site access to PDG to perform the work as contemplated in the contract documents.

Thorough staff review of the claim followed and various discussions, reviews and negotiations ensued with PDG. In August 1997, it was tentatively agreed that PDG would be paid the sum of \$380,000 in settlement of the claim, subject to approval of the Board.

Total payments to PDG for all contract work, extra work and net cost work (excluding the proposed claim settlement of \$380,000) is estimated at \$723,400.

Although the Law Department has advised that there are legal defenses to this claim, the settlement nevertheless appears equitable under the circumstances.

PDG will sign a release of all claims under the contract prior to receiving the \$380,000 payment.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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) make a payment of \$380,000 to Project Development Corp., Inc. in full settlement of all claims against the Port Authority in connection with Contract LGA-215.405; and 2) enter into an appropriate agreement to effectuate such settlement; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 10/30/97)

PORT AUTHORITY BUS TERMINAL - RAINBOW USA, INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Rainbow USA, Inc. (Rainbow) covering approximately 2,611 rentable square feet of space at the corner of Eighth Avenue and 40th Street at the Port Authority Bus Terminal (PABT) for the operation of a retail clothing store selling women's, junior, plus sizes and children's clothing, as well as shoes, handbags and related accessories.

Rainbow has been a tenant at the PABT since 1974. They currently occupy 3,140 square feet at the corner of Eighth Avenue and 40th Street as a holdover tenant under a lease which expired in June, 1993. Part of the space which they occupy is required for the new 40th Street entrance to the PABT. Rainbow has agreed to vacate its existing space upon one month's notice, which is anticipated to be given on or about January 1, 1998, and to enter into a new lease agreement covering the construction and operation of a new store upon completion of the 40th Street PABT entrance. The projected completion date of the new entrance project is April, 1999.

The lease agreement would be for a term of approximately eight years and eight months commencing on or about April 1, 1999 and expiring on the day preceding the eighth anniversary of the date payment of rental commences under the lease agreement. The proposed lease agreement provides that payment of rental will commence on the earlier of the commencement of business operations or eight months after the commencement date. Rainbow will pay a graduated basic rental for the premises plus a percentage rental. Rainbow will pay for its electricity consumption and for other required utilities and services. Rainbow will construct a new bathroom, HVAC unit and perform other base building work for the Port Authority and will be reimbursed by the Port Authority in an amount not to exceed \$200,000. Rainbow will be responsible for finishing work in the premises. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, upon 30 days' notice, in which event Rainbow will be reimbursed for the unamortized portion of its initial capital investment in the premises, to the extent specified in the lease agreement. Rainbow will have the right to terminate the lease agreement in the event gross sales are below \$1.5 million during any annual period occurring during the term of the letting, upon 180 days' notice to the Port Authority given during the immediately following annual period, and upon payment of an amount specified in the lease agreement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Rainbow USA, Inc., substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

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 August 1, 1997 to August 31, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFKFAB	DESIGN AND CONSTRUCTION OF FOAM ARRESTOR BED JOHN F. KENNEDY INTERNATIONAL AIRPORT ARRESTOR BED JOINT VENTURE	2,549,000 (A) ---0--- (C) 2,549,000	2,549,000 (A) 22,775 (C) 2,571,775
MFA119	UPGRADE OR CLOSURE OF UNDERGROUND STORAGE TANK SYSTEMS VIA WORK ORDERS JOHN F. KENNEDY INTERNATIONAL AIRPORT AND 30TH STREET HELIPORT UNICO SERVICE CORPORATION	750,000 (C) 750,000	746,983 (C) 746,983
HT386	MODIFICATION OF EXISTING KIRK KEY INTERLOCKING SYSTEM HOLLAND TUNNEL ABB SERVICE, INC.	52,313 (A) 3,138 (D) 55,451	52,313 (A) 3,130 (D) 55,443
PN110068	EXPORT STREET PAVEMENT AND UTILITIES REHABILITATION PORT NEWARK MARSELLIS-WARNER CORP.	1,491,930 (A) 599,860 (B) 400,000 (C) 210,000 (D) 2,701,790	1,491,930 (A) 570,970 (B) 555,387 (C) 74,004 (D) 2,692,291
WTC188	EMERGENCY GENERATORS FUEL QUALITY TREATMENT SYSTEM THE WORLD TRADE CENTER WITTMANN PLUMBING ASSOCIATES, INC.	42,403 (A) 3,392 (D) 9,000 (E) 54,795	42,403 (A) 3,392 (D) 7,365 (E) 53,160

(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 Payment" column is the authorized net cost amount.

(D) Extra Work

(E) Memorandum of Authorization dated 06/18/96, increasing extra work in the amount of \$9,000.

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period August 1, 1997 to August 31, 1997.

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>
08/01/97	\$ 25,000,000	US T-BILL	-	09/18/97	99.29	5.330%	5.443%	\$ 24,822,333.33	Prudential Securities*
08/01/97	25,000,000	US T-BILL	-	09/18/97	99.30	5.280	5.391	24,824,000.00	The Nikko Securities Co
08/04/97	5,000,000	US T-NOTE	6.000%	07/31/02	99.67	--	6.077	4,983,593.75	Paine Webber Inc.
08/04/97	5,000,000	US T-NOTE	6.000	07/31/02	99.91	--	6.022	4,995,312.50	Dresdner Kleinwort Benson
08/04/97	10,000,000	US T-NOTE	6.375	05/15/00	101.20	--	5.895	10,120,312.50	The Nikko Securities Co
08/04/97	10,000,000	US T-BILL	-	07/23/98	94.95	5.155	5.434	9,494,523.61	Paribas Corporation
08/04/97	15,000,000	US T-BILL(109S)	-	09/18/97	99.34	5.315	5.425	14,900,343.75	Paribas Corporation
08/04/97	20,000,000	US T-BILL(110S)	-	09/18/97	99.34	5.315	5.425	19,867,125.00	Prudential Securities
08/04/97	25,000,000	US T-BILL(108S)	-	09/18/97	99.34	5.310	5.420	24,834,062.50	Citicorp Securities Mkts
08/06/97	10,000,000	US T-NOTE	6.375	05/15/00	100.94	--	5.999	10,093,750.00	Paine Webber Inc.

(Board - 10/30/97)

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>
08/08/97	\$ 5,000,000	US T-NOTE	6.000%	07/31/02	99.45	--	6.131%	\$ 4,972,265.63	The Nikko Securities Co
08/15/97	10,000,000	US T-NOTE	6.000	08/15/00	99.72	--	6.104	9,971,875.00	Paine Webber Inc.
08/15/97	10,000,000	US T-NOTE	6.000	08/15/00	99.58	--	6.156	9,957,812.50	Paribas Corporation
08/18/97	25,000,000	GECC CP	--	10/07/97	99.24	5.500%	5.619	24,809,027.78	General Electric Capital
08/22/97	5,000,000	US T-NOTE	6.000	07/31/02	99.41	--	6.140	4,970,312.50	Paine Webber Inc.
08/22/97	10,000,000	US T-NOTE	6.000	08/15/00	99.92	--	6.028	9,992,187.50	Paribas Corporation
08/22/97	10,000,000	US T-NOTE	6.000	08/15/00	100.02	--	5.994	10,001,562.50	Paine Webber Inc.
08/25/97	5,000,000	US T-NOTE	6.000	07/31/02	99.11	--	6.211	4,955,468.75	Goldman, Sachs & Co
08/26/97	5,000,000	US T-NOTE	6.000	08/15/00	99.72	--	6.104	4,985,937.50	The Nikko Securities Co
08/26/97	25,000,000	FMCDN	--	10/07/97	99.37	5.420	5.530	24,841,916.67	First Boston
08/26/97	25,000,000	FMCDN	--	10/07/97	99.37	5.410	5.520	24,842,208.33	Dresdner Kleinwort Benson

(Board - 10/30/97)

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>
08/26/97	\$ 25,000,000	FMCDN	--	10/01/97	99.46	5.410%	5.515%	\$ 24,864,750.00	Prudential Securities
08/27/97	10,000,000	US T-BILL	--	08/20/98	94.74	5.290	5.585	9,473,938.89	Paine Webber Inc.
08/28/97	10,000,000	US T-BILL	--	08/20/98	94.75	5.295	5.590	9,474,912.50	Paine Webber Inc.
08/28/97	30,000,000	US T-BILL	--	10/16/97	99.30	5.120	5.228	29,790,933.33	Paribas Corporation*
08/29/97	<u>25,000,000</u>	US T-BILL	--	10/09/97	99.42	5.050	5.150	<u>24,856,215.28</u>	The Nikko Securities Co*
	<u>\$ 385,000,000</u>							<u>\$ 381,696,681.60</u>	

BEY - Bond Equivalent Yield

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

(Board - 10/30/97)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
08/01/97	\$ 25,000,000	US T-BILL	--	09/11/97	99.42	5.090%	5.191%	5.48%	\$ 24,855,076.40	Prudential Securities*
08/04/97	10,000,000	US T-BILL	--	07/23/98	94.96	5.140	5.417	5.65	9,495,994.44	Paribas Corporation
08/11/97	25,000,000	US T-BILL	--	09/25/97	99.37	5.050	5.153	5.53	24,842,187.50	Prudential Securities
08/15/97	10,000,000	US T-NOTE	6.000%	08/15/00	99.88	--	6.046	57.19	9,987,500.00	Paine Webber Inc.
08/15/97	10,000,000	US T-NOTE	6.000	08/15/00	99.77	--	6.087	68.73	9,976,562.50	Paribas Corporation
08/20/97	25,000,000	US T-BILL	--	09/25/97	99.51	4.900	4.993	5.52	24,877,500.00	Dresdner Kleinwort Benson
08/22/97	25,000,000	US T-BILL	--	09/18/97	99.61	5.200	5.293	5.50	24,902,500.00	Prudential Securities
08/22/97	20,000,000	US T-BILL(110S)	--	09/18/97	99.61	5.200	5.293	5.60	19,922,000.00	Prudential Securities
08/22/97	15,000,000	US T-BILL(109S)	--	09/18/97	99.61	5.200	5.293	5.60	14,941,500.00	Prudential Securities
08/22/97	25,000,000	US T-BILL(108S)	--	09/18/97	99.61	5.200	5.293	5.59	24,902,500.00	Prudential Securities
08/26/97	25,000,000	US T-BILL	--	09/25/97	99.59	4.950	5.040	5.12	24,896,875.00	Paribas Corporation

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

Sale of Securities (Cont.)

<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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
08/28/97	\$ 30,000,000	US T-BILL	--	10/09/97	99.41	5.070%	5.171%	5.47%	\$ 29,822,550.00	Paribas Corporation*
08/29/97	<u>25,000,000</u>	US T-BILL	--	10/02/97	99.53	4.995	5.088	5.63	<u>24,882,062.50</u>	The Nikko Securities Co*
	<u>\$ 270,000,000</u>								<u>\$ 268,304,808.34</u>	

BEY - Bond Equivalent Yield

*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>
Fuji Securities	08/01/97	08/04/97	\$ 19,987,000	5.620%	\$ 9,360.58
Fuji Securities	08/01/97	08/04/97	21,113,000	5.620	9,887.92
Lehman Brothers	08/01/97	08/12/97	24,137,500 *	5.500	40,664.98
Lehman Brothers	08/01/97	08/12/97	24,781,250 *	5.500	41,832.13
Paribas Corporation	08/01/97	08/04/97	38,860,000	5.630	18,231.82
Yamaichi Intl (America)	08/01/97	08/04/97	45,000,000	5.620	21,075.00
Smith Barney Inc	08/01/97	08/04/97	45,640,000	5.600	21,298.67
Eastbridge Capital	08/01/97	08/04/97	50,000,000	5.650	23,541.67
Smith Barney Inc	08/04/97	08/11/97	9,487,500 *	5.400	10,040.94
Yamaichi Intl (America)	08/04/97	08/05/97	20,800,000	5.550	3,206.67
Fuji Securities	08/04/97	08/05/97	21,270,000	5.550	3,279.13

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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>
Fuji Securities	08/04/97	08/05/97	\$ 23,980,000	5.550%	\$ 3,696.92
The Nikko Securities Co	08/04/97	08/06/97	24,232,500 *	5.460	7,411.11
Smith Barney Inc	08/04/97	08/11/97	24,821,250 *	5.400	26,303.63
Yamaichi Intl (America)	08/04/97	08/05/97	26,000,000	5.550	4,008.33
Paribas Corporation	08/04/97	08/05/97	45,000,000	5.550	6,937.50
Nomura Securities Intl	08/05/97	08/06/97	430,000	5.450	65.10
Paribas Corporation	08/05/97	08/06/97	20,250,000	5.450	3,065.63
Paribas Corporation	08/05/97	08/06/97	20,650,000	5.450	3,126.18
Zions First National Bank	08/05/97	08/06/97	23,540,000	5.450	3,563.69
Citicorp Securities Mkts	08/05/97	08/06/97	45,000,000	5.450	6,812.50
Nomura Securities Intl	08/05/97	08/06/97	49,570,000	5.450	7,504.35

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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	08/06/97	08/15/97	\$ 9,950,000 *	5.550%	\$ 13,642.56
Daiwa Securities America	08/06/97	08/07/97	16,072,000	5.460	2,437.59
Nomura Securities Intl	08/06/97	08/07/97	20,260,000	5.460	3,072.77
Eastbridge Capital	08/06/97	08/07/97	20,640,000	5.470	3,136.13
Nomura Securities Intl	08/06/97	08/07/97	23,530,000	5.460	3,568.72
Greenwich Capital Mkts	08/06/97	08/08/97	25,500,000 *	5.450	7,720.83
Daiwa Securities America	08/06/97	08/07/97	28,928,000	5.460	4,387.41
Eastbridge Capital	08/06/97	08/07/97	29,000,000	5.470	4,406.39
Paribas Corporation	08/06/97	08/15/97	39,450,000 *	5.550	54,090.33
Sanwa Securities (USA) Co	08/06/97	08/07/97	48,000,000	5.460	7,280.00
Fuji Securities	08/07/97	08/08/97	20,260,000	5.450	3,067.14

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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	08/07/97	08/08/97	\$ 20,380,000	5.450%	\$ 3,085.31
Greenwich Capital Mkts	08/07/97	08/27/97	20,486,000 *	5.450	62,328.66
Nomura Securities Intl	08/07/97	08/08/97	23,510,000	5.450	3,559.15
Prudential Securities	08/07/97	08/08/97	30,000,000	5.450	4,541.67
Eastbridge Capital	08/07/97	08/08/97	45,000,000	5.450	6,812.50
Prudential Securities	08/08/97	08/11/97	19,690,000	5.400	8,860.50
Zions First National Bank	08/08/97	08/11/97	20,000,000	5.400	9,000.00
Zions First National Bank	08/08/97	08/11/97	20,260,000	5.400	9,117.00
Prudential Securities	08/08/97	08/11/97	23,050,000	5.400	10,372.50
Eastbridge Capital	08/08/97	08/11/97	45,000,000	5.420	20,325.00
Yamaichi Intl (America)	08/11/97	08/12/97	7,701,000	5.510	1,178.68

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

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>
Yamaichi Intl (America)	08/11/97	08/12/97	\$ 14,228,000	5.510%	\$ 2,177.67
Daiwa Securities America	08/11/97	08/12/97	19,600,000	5.480	2,983.56
Daiwa Securities America	08/11/97	08/12/97	20,100,000	5.480	3,059.67
Fuji Securities	08/11/97	08/12/97	22,900,000	5.470	3,479.53
Yamaichi Intl (America)	08/11/97	08/12/97	23,071,000	5.510	3,531.14
Eastbridge Capital	08/11/97	08/12/97	38,000,000	5.500	5,805.56
The Nikko Securities Co	08/12/97	08/25/97	4,975,000 *	5.400	9,839.44
Fuji Securities	08/12/97	08/13/97	19,260,000	5.480	2,931.80
Fuji Securities	08/12/97	08/13/97	19,520,000	5.480	2,971.38
Zions First National Bank	08/12/97	08/13/97	22,830,000	5.480	3,475.23
Greenwich Capital Mkts	08/12/97	08/13/97	24,250,000 *	5.450	3,671.18

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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>
Lehman Brothers	08/12/97	08/14/97	\$ 24,795,000 *	5.650%	\$ 7,679.56
Lehman Brothers	08/12/97	08/14/97	24,845,000 *	5.650	7,695.05
Citicorp Securities Mkts	08/12/97	08/13/97	45,000,000	5.480	6,850.00
Eastbridge Capital	08/12/97	08/13/97	50,000,000	5.490	7,625.00
Greenwich Capital Mkts	08/13/97	08/15/97	9,540,000 *	5.550	2,954.75
Yamaichi Intl (America)	08/13/97	08/14/97	19,190,000	5.650	3,011.76
Greenwich Capital Mkts	08/13/97	08/22/97	19,408,000 *	5.400	26,659.04
Eastbridge Capital	08/13/97	08/14/97	19,503,000	5.650	3,060.89
Eastbridge Capital	08/13/97	08/14/97	22,000,000	5.650	3,452.78
Yamaichi Intl (America)	08/13/97	08/14/97	22,700,000	5.650	3,562.64
Prudential Securities	08/13/97	08/14/97	36,000,000	5.620	5,620.00

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	08/13/97	08/14/97	\$ 45,000,000	5.630%	\$ 7,037.50
Daiwa Securities America	08/14/97	08/15/97	19,160,000	5.550	2,953.83
Fuji Securities	08/14/97	08/15/97	19,486,000	5.550	3,004.09
Daiwa Securities America	08/14/97	08/15/97	22,530,000	5.550	3,473.38
Smith Barney Inc	08/14/97	08/20/97	24,852,500 *	5.400	23,071.40
Fuji Securities	08/14/97	08/15/97	30,000,000	5.550	4,625.00
Eastbridge Capital	08/14/97	08/15/97	30,000,000	5.560	4,633.33
Prudential Securities	08/14/97	08/15/97	45,000,000	5.550	6,937.50
Yamaichi Intl (America)	08/15/97	08/18/97	7,376,000	5.700	3,503.60
Paribas Corporation	08/15/97	Open	9,975,000 *	Variable **	25,954.40 ***
Yamaichi Intl (America)	08/15/97	08/18/97	12,064,000	5.700	5,730.40

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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>
Citicorp Securities Mkts	08/15/97	08/18/97	\$ 18,740,000	5.670%	\$ 8,854.65
Yamaichi Intl (America)	08/15/97	08/18/97	22,070,000	5.700	10,483.25
Paribas Corporation	08/15/97	08/29/97	24,843,750 *	5.520	53,151.82
Citicorp Securities Mkts	08/15/97	08/18/97	30,000,000	5.670	14,175.00
The Nikko Securities Co	08/15/97	08/18/97	31,840,000 *	5.600	14,858.67
Sanwa Securities (USA) Co	08/15/97	08/18/97	35,000,000	5.660	16,508.33
Eastbridge Capital	08/15/97	08/18/97	45,000,000	5.680	21,300.00
Yamaichi Intl (America)	08/18/97	08/19/97	3,862,000	5.480	587.88
Fuji Securities	08/18/97	08/19/97	18,410,000	5.450	2,787.07
Eastbridge Capital	08/18/97	08/19/97	19,465,000	5.480	2,963.01
Eastbridge Capital	08/18/97	08/19/97	21,925,000	5.480	3,337.47

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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>
Smith Barney Harris Upham	08/18/97	08/22/97	\$ 24,865,000 *	5.450%	\$ 14,981.16
Fuji Securities	08/18/97	08/19/97	30,000,000	5.450	4,541.67
Yamaichi Intl (America)	08/18/97	08/19/97	31,138,000	5.480	4,739.90
Citicorp Securities Mkts	08/18/97	08/19/97	45,000,000	5.450	6,812.50
Citicorp Securities Mkts	08/19/97	08/20/97	6,406,000	5.400	960.90
Daiwa Securities America	08/19/97	08/20/97	18,350,000	5.400	2,752.50
Fuji Securities	08/19/97	08/20/97	19,470,000	5.400	2,920.50
Fuji Securities	08/19/97	08/20/97	21,920,000	5.400	3,288.00
Daiwa Securities America	08/19/97	08/20/97	30,000,000	5.400	4,500.00
Citicorp Securities Mkts	08/19/97	08/20/97	38,594,000	5.400	5,789.10
Eastbridge Capital	08/19/97	08/20/97	40,500,000	5.410	6,086.25

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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>
Yamaichi Intl (America)	08/20/97	08/21/97	\$ 7,312,000	5.400%	\$ 1,096.80
Yamaichi Intl (America)	08/20/97	08/21/97	11,018,000	5.400	1,652.70
Nomura Securities Intl	08/20/97	08/21/97	18,593,000	5.380	2,778.62
Fuji Securities	08/20/97	08/21/97	19,090,000	5.380	2,852.89
Nomura Securities Intl	08/20/97	08/21/97	21,407,000	5.380	3,199.16
Fuji Securities	08/20/97	08/21/97	21,910,000	5.380	3,274.33
Yamaichi Intl (America)	08/20/97	08/21/97	30,000,000	5.400	4,500.00
Zions First National Bank	08/20/97	08/21/97	31,000,000	5.380	4,632.78
Citicorp Securities Mkts	08/20/97	08/21/97	45,000,000	5.380	6,725.00
Yamaichi Intl (America)	08/21/97	08/22/97	4,417,000	5.430	666.23
Zions First National Bank	08/21/97	08/22/97	17,265,000	5.420	2,599.34

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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>
Daiwa Securities America	08/21/97	08/22/97	\$ 17,750,000	5.420%	\$ 2,672.36
Daiwa Securities America	08/21/97	08/22/97	21,675,000	5.420	3,263.29
Dresdner Kleinwort Benson	08/21/97	08/29/97	24,900,000 *	5.600	30,246.58
Smith Barney Harris Upham	08/21/97	08/22/97	25,562,500 *	5.450	3,869.88
Yamaichi Intl (America)	08/21/97	08/22/97	25,583,000	5.430	3,858.77
Zions First National Bank	08/21/97	08/22/97	30,000,000	5.420	4,516.67
Citicorp Securities Mkts	08/21/97	08/22/97	45,000,000	5.420	6,775.00
Eastbridge Capital	08/21/97	08/22/97	45,000,000	5.430	6,787.50
Citicorp Securities Mkts	08/22/97	08/25/97	797,000	5.370	356.66
Zions First National Bank	08/22/97	08/25/97	10,000,000	5.370	4,475.00
Nesbitt Burns Securities	08/22/97	08/25/97	12,974,000	5.375	5,811.27

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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	08/22/97	08/25/97	\$ 18,061,000	5.370%	\$ 8,082.30
Daiwa Securities America	08/22/97	08/25/97	20,736,000	5.370	9,279.36
Nesbitt Burns Securities	08/22/97	08/25/97	23,758,000	5.375	10,641.60
Lehman Brothers	08/22/97	08/29/97	24,218,750 *	5.510	25,779.51
Fuji Securities	08/22/97	08/25/97	24,249,000	5.370	10,851.43
Daiwa Securities America	08/22/97	08/25/97	24,264,000	5.370	10,858.14
Zions First National Bank	08/22/97	08/25/97	33,780,000	5.370	15,116.55
Eastbridge Capital	08/22/97	08/25/97	45,000,000	5.380	20,175.00
Citicorp Securities Mkts	08/22/97	08/25/97	49,203,000	5.370	22,018.34
Fuji Securities	08/25/97	08/26/97	20,546,000	5.500	3,138.97
Fuji Securities	08/25/97	08/26/97	21,744,000	5.500	3,322.00

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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>
Zions First National Bank	08/25/97	08/26/97	\$ 30,700,000	5.500%	\$ 4,690.28
Nesbitt Burns Securities	08/25/97	08/26/97	36,760,000	5.500	5,616.11
Nomura Securities Intl	08/25/97	08/26/97	45,000,000	5.500	6,875.00
Citicorp Securities Mkts	08/25/97	08/26/97	47,000,000	5.500	7,180.56
Eastbridge Capital	08/25/97	08/26/97	50,000,000	5.520	7,666.67
Eastbridge Capital	08/26/97	08/27/97	5,000,000	5.500	763.89
Nomura Securities Intl	08/26/97	08/27/97	13,274,000	5.500	2,027.97
Paribas Corporation	08/26/97	Open	14,906,250 *	Variable **	13,796.56 ***
Nesbitt Burns Securities	08/26/97	08/27/97	29,000,000	5.480	4,414.44
Zions First National Bank	08/26/97	08/27/97	30,560,000	5.490	4,660.40
Nomura Securities Intl	08/26/97	08/27/97	36,726,000	5.500	5,610.92

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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>
Citicorp Securities Mkts	08/26/97	08/27/97	\$ 36,775,000	5.480%	\$ 5,597.97
Fuji Securities	08/26/97	08/27/97	40,890,000	5.480	6,224.37
Eastbridge Capital	08/26/97	08/27/97	45,000,000	5.500	6,875.00
Prudential Securities	08/26/97	08/27/97	50,000,000	5.500	7,638.89
Fuji Securities	08/27/97	08/28/97	18,000,000	5.550	2,775.00
Sanwa Securities (USA) Co	08/27/97	08/28/97	30,565,000	5.600	4,754.56
Zions First National Bank	08/27/97	08/28/97	36,245,000	5.600	5,638.11
Nomura Securities Intl	08/27/97	08/28/97	40,250,000	5.600	6,261.11
Nesbitt Burns Securities	08/27/97	08/28/97	45,000,000	5.600	7,000.00
Citicorp Securities Mkts	08/27/97	08/28/97	50,000,000	5.600	7,777.78
Eastbridge Capital	08/27/97	08/28/97	50,000,000	5.620	7,805.56

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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	08/28/97	08/29/97	\$ 17,447,000	5.520%	\$ 2,675.21
Zions First National Bank	08/28/97	08/29/97	20,000,000	5.520	3,066.67
Citicorp Securities Mkts	08/28/97	08/29/97	22,140,000	5.500	3,382.50
Fuji Securities	08/28/97	08/29/97	22,373,000	5.520	3,430.53
Citicorp Securities Mkts	08/28/97	08/29/97	23,860,000	5.500	3,645.28
Zions First National Bank	08/28/97	08/29/97	27,740,000	5.520	4,253.47
Nomura Securities Intl	08/28/97	08/29/97	36,200,000	5.520	5,550.67
Dean Witter Reynolds	08/28/97	Open	44,689,500 *	Variable **	27,372.32 ***
Nesbitt Burns Securities	08/28/97	08/29/97	45,000,000	5.520	6,900.00
Eastbridge Capital	08/28/97	08/29/97	50,000,000	5.540	7,694.44
Zions First National Bank	08/29/97	09/02/97	20,000,000	5.530	12,288.89

(Board - 10/30/97)

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	08/29/97	Open	\$ 20,550,000 *	Variable **	\$ 9,453.00 ***
Nesbitt Burns Securities	08/29/97	09/02/97	27,400,000	5.560%	16,927.11
Zions First National Bank	08/29/97	09/02/97	29,560,000	5.530	18,162.98
Nomura Securities Intl	08/29/97	09/02/97	36,200,000	5.530	22,242.89
Citicorp Securities Mkts	08/29/97	09/02/97	39,575,000	5.550	24,404.58
Fuji Securities	08/29/97	09/02/97	45,000,000	5.550	27,750.00
Eastbridge Capital	08/29/97	09/02/97	50,000,000	5.560	30,888.88

* 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 - 10/30/97)

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

Reverse Repurchase Transactions

<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	08/01/97	08/12/97	\$ 24,781,250 *	5.400%	\$ 40,675.67
Lehman Brothers	08/01/97	08/12/97	24,137,500 *	5.450	39,867.10
Smith Barney Inc	08/04/97	08/11/97	9,487,500 *	4.600	8,604.64
Smith Barney Inc	08/04/97	08/11/97	24,821,250 *	5.300	24,993.62
The Nikko Securities Co	08/04/97	08/06/97	24,232,500 *	5.350	7,236.09
Paribas Corporation	08/06/97	08/15/97	39,450,000 *	5.450	53,049.29
Greenwich Capital Mkts	08/06/97	08/08/97	25,500,000 *	5.350	7,579.17
Paribas Corporation	08/06/97	08/15/97	9,950,000 *	3.300	7,642.15
Greenwich Capital Mkts	08/07/97	08/27/97	20,486,000 *	5.350	58,584.27
Greenwich Capital Mkts	08/12/97	08/13/97	24,250,000 *	5.300	3,570.14
Lehman Brothers	08/12/97	08/14/97	24,795,000 *	5.500	7,300.75

(Board - 10/30/97)

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

Reverse Repurchase Transactions (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>
Lehman Brothers	08/12/97	08/14/97	\$ 24,845,000 *	5.500%	\$ 7,384.49
The Nikko Securities Co	08/12/97	08/25/97	4,975,000 *	5.000	6,944.27
Greenwich Capital Mkts	08/13/97	08/22/97	19,408,000 *	5.350	26,119.93
Greenwich Capital Mkts	08/13/97	08/15/97	9,540,000 *	5.350	2,835.50
Smith Barney Inc	08/14/97	08/20/97	24,852,500 *	5.300	22,519.13
Paribas Corporation	08/15/97	Open	9,975,000 *	Variable **	19,936.15 ***
Paribas Corporation	08/15/97	08/29/97	24,843,750 *	5.420	52,185.68
The Nikko Securities Co	08/15/97	08/18/97	31,840,000 *	5.450	14,460.67
Smith Barney Harris Upham	08/18/97	08/22/97	24,865,000 *	5.200	14,532.21
Dresdner Kleinwort Benson	08/21/97	08/29/97	24,900,000 *	5.350	28,967.00
Smith Barney Harris Upham	08/21/97	08/22/97	25,562,500 *	5.200	3,692.36

(Board - 10/30/97)

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

Reverse Repurchase Transactions (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>
Lehman Brothers	08/22/97	08/29/97	\$ 24,218,750 *	5.410%	\$ 25,005.86
Paribas Corporation	08/26/97	Open	14,906,250 *	Variable **	12,173.44 ***
Dean Witter Reynolds	08/28/97	Open	44,689,500 *	Variable **	26,813.70 ***
Paribas Corporation	08/29/97	Open	20,550,000 *	Variable **	8,990.63 ***

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

** This rate subject to change daily.

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

(Board - 10/30/97)

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 August 1, 1997 through August 31, 1997, 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

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>
08/07/97	\$ 5,000,000	OTC European Call on US Treasury Notes 6.00% due 07/31/02	11 1/2/32	99 22/32	09/08/97 for 09/09/97	Fuji Securities	\$ 17,968.75
08/14/97	\$ 5,000,000	OTC European Call on US Treasury Notes 6.00% due 07/31/02	11/32	99 16/32	09/15/97 for 09/16/97	Fuji Securities	\$ 17,187.50
08/28/97	\$ 5,000,000	OTC European Call on US Treasury Notes 5 7/8% due 8/31/99	4 1/4/32	99 28 1/4/32	09/29/97 for 09/30/97	Smith Barney	\$ 6,640.63

(Board - 10/30/97)

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 August 1, 1997 and August 31, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of August 31, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.00 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 August 1, 1997 and August 31, 1997 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.

*The Port Authority called and repaid Fidelity Investments, on August 7, 1997, Variable Rate Master Notes 1995-1 and 1995-2, which had an outstanding balance of \$16,900,000 and \$13,200,000, respectively. The Port Authority also repaid Fidelity Investments, on August 7, 1997, Variable Rate Master Notes 1992-3 and 1992-4, which had an outstanding balance of \$9,700,000 and \$9,600,000, respectively, and these Notes will be reissued in September, 1997 in the same total amount of \$19,300,000 with a substitute municipal money market fund at the request of Fidelity Investments. The outstanding balance as of August 31, 1997 under the Variable Rate Master Note Program is \$183,600,000.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, December 4, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, December 4, 1997, at the Port Authority Technical Center, City of Jersey City, County of Hudson, State of New Jersey.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. Kathleen A. Donovan
 Hon. John J. Haley, Jr.
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 James E. Blackmore, Director, EWR Monorail/NEC Connection Program, Office of Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port Commerce
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 George L. Cancro, Jr., Director, Office of Ferry Transportation
 Robert E. Catlin, Director, World Trade
 Anthony G. Cracchiolo, Program Director, New York Airport Access, Office of Chief Technology Officer
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Linda C. Handel, Staff Administrator, Office of the Secretary
 Thomas P. Hannan, Manager, Ferry Operations, Office of Ferry Transportation
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Charles F. McClafferty, Chief Financial Officer
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Peter B. Yunis, Executive Assistant to the Chairman

NEW YORK

Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

The meeting was called to order in executive session by Chairman Eisenberg at 9:55 a.m. and ended at 10:25 a.m.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of October 30, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Committee on Operations

The Committee on Operations reported, for information, on action taken and matters discussed in executive session at its meeting on December 4, 1997, 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 Commissioners 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, for information, on matters discussed in executive session at its meeting on December 4, 1997, which included a discussion of contract and lease 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 Finance

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

(Board - 12/4/97)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - SKYTELLER, L.L.C. -
AUTHORIZATION TO LEASE SPACE IN HANGAR NO. 15 AND RELATED
OUTSIDE AREA**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into an agreement of lease with Skyteller, L.L.C. (Skyteller) covering the letting of approximately 13,900 square feet of warehouse area in Hangar No. 15 and approximately 9,000 square feet of related outside area at John F. Kennedy International Airport.

The lease would be for a term of approximately seven years commencing on or about January 15, 1998. The rental rate would be fixed initially and subject to annual escalation after the second year of the term. Rentals would commence at the earlier of (i) five months from execution of the Lease, or (ii) upon substantial completion of construction, or (iii) upon commencement of operations in any part of the premises.

Skyteller will make certain leasehold improvements to suit its operation at its own expense. The lessee will be responsible for any remediation above the baseline condition of the premises, including without limitation, removal and disposition of debris and materials resulting from construction at the premises, except that the Port Authority shall be responsible for any required removal and disposition of asbestos and lead paint arising out of the lessee's initial construction.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 of lease with Skyteller, L.L.C. at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

JOHN F. KENNEDY INTERNATIONAL AIRPORT - TERMINAL ONE GROUP ASSOCIATION, L.P. ("TOGA") - SUPPLEMENT TO LEASE TO PROVIDE REIMBURSEMENT TO TOGA FOR CONSTRUCTION OF PASSENGER WALKWAY CANOPIES

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to the Terminal One Lease with Terminal One Group Association, L.P. at John F. Kennedy International Airport covering the design and construction by TOGA of two passenger walkway canopies, for which the Port Authority would reimburse TOGA at an estimated cost not to exceed \$1.4 million.

The two passenger canopies to be designed and constructed by TOGA will provide passengers with protection from the elements during inclement weather, and one would be located between the new Terminal One entrance and parking areas; the other would be located at the public transportation access point.

TOGA will also undertake certain maintenance obligations associated with these canopies.

The Port Authority would reimburse TOGA, subject to a cap of \$1.4 million, on a regular basis for completed design and construction.

Pursuant to the foregoing report the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill and Philibosian voting in favor; Commissioner Schweitzer abstaining; 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 Terminal One Group Association, L.P., amendatory and supplementary to its Terminal One lease at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; the form of said agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 12/4/97)

Confidential Item

This item shall be treated as confidential, and shall not be available for public inspection until the appropriate time.

**PORT NEWARK - VISY PAPER (NY), INC. - LEASE AMENDMENT -
REIMBURSEMENT FOR FIREPROOFING**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Visy Paper (NY), Inc. ("Visy") to provide for the fireproofing of columns of Buildings 291 and 292 leased by Visy at Port Newark. The Port Authority will reimburse Visy for the cost of the work by means of a rent credit not to exceed \$80,000.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Visy Paper (NY), Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - BROWN & WOOD LLP - LEASE RENEWAL AND EXPANSION

It was recommended that the Board authorize the Executive Director to enter into (1) a lease agreement with Brown & Wood LLP ("Brown & Wood") upon the terms set forth below and on such other terms as the Executive Director deems appropriate provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined, the final terms of the lease agreement will be subject to the approval of the Committee on Operations, and (2) a brokerage agreement with LaSalle Partners, the broker involved in the lease agreement.

The proposed lease agreement covers the letting of approximately 38,000 rentable square feet (rsf) of expansion office space on floors 54 and 56 of One World Trade Center for an approximate fifteen year term commencing on or about January 1, 1998 and also covers the early renewal of approximately 176,000 rsf of office space located on floors 56 through 59 of One WTC covered under Brown & Wood's current lease which expires on May 31, 2002. The proposed lease agreement will also cover the letting of approximately 20,000 rsf of subgrade storage space.

Brown & Wood will use the premises for its practice of law specializing in complex financial transactions covering a wide range of legal services to financial institutions, corporations and public entities. The aggregate basic rental over the term will be approximately \$95 million with payment of rent commencing on the existing portion of the premises and on the subgrade storage space on or about January 1, 1998 and on the expansion portion of the premises approximately one year after delivery, on or about April 1, 1998, of such portion of the premises. Brown & Wood will pay its proportionate share of increases in operating and maintenance costs over the actual costs for the 1998 base year for the office space and increases based upon increases in the Porters Wage rate over a 1998 base for the storage space; and will pay increases in payments in lieu of taxes as provided in the lease agreement. Brown & Wood will have subleasing, assignment, expansion, contraction and renewal rights as specified in the lease agreement. The Port Authority will provide a construction allowance for both the existing and the new portion of the office space in amounts specified in the lease agreement. The Port Authority will perform or reimburse Brown & Wood for performing specified demolition and base building work in the expansion office space and certain Americans with Disabilities Act ("ADA") and refurbishing work in corridors and bathrooms in all space at a cost estimated at \$1.5 million.

The Port Authority will pay a brokerage commission to LaSalle Partners in connection with this transaction calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Brown & Wood LLP and a brokerage agreement with LaSalle Partners substantially in accordance with the terms outlined above or on such other terms in the lease agreement as the Executive Director deems appropriate subject to the conditions set forth in the following delegation, the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

THE WORLD TRADE CENTER - CARR FUTURES, INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Carr Futures, Inc. ("Carr") upon the terms outlined below or on such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined, the terms of the lease agreement will be subject to the approval of the Committee on Operations.

The proposed agreement covers approximately 35,000 rentable square feet of office space on the ninety-second floor of One World Trade Center for a term of approximately sixteen years and two months commencing on or about December 15, 1997, at an aggregate basic rental over the full term of approximately \$17 million: Carr will pay its proportional share of increases in operating and maintenance costs over the actual costs for the 1998 base year and will pay increases in payments in lieu of taxes as provided in the lease agreement. Carr will have assignment, subleasing, expansion and renewal rights as set forth in the lease. A commission will be payable to Insignia/Edward S. Gordon Co., Inc. (Gordon), in connection with the lease agreement and in accordance with the terms of the agency agreement with Gordon dated as of March 3, 1995, which is applicable to the space covered by the proposed lease agreement.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Carr Futures, Inc., substantially in accordance with the terms outlined above, or on such other terms as the Executive Director deems appropriate subject to the conditions set forth in the following delegation; the form of the agreement shall be subject to the approval of the General Counsel or his authorized representative; and it is further

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

THE WORLD TRADE CENTER - KEEFE, BRUYETTE & WOODS, INC. - LEASE RENEWAL, EXPANSION AND RELOCATION

It was recommended that the Board authorize the Executive Director to: (a) enter into a lease agreement with Keefe, Bruyette & Woods, Inc. ("KBW") upon the terms outlined below or on such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined, the terms of the lease agreement will be subject to the approval of the Committee on Operations; (b) enter into a brokerage agreement with Insignia/Edward S. Gordon Co., Inc., in connection with the lease agreement; (c) enter into an agreement amending the Raytheon Engineers & Constructors, Inc., lease to provide for the early termination of its 88th floor premises in connection with the KBW lease agreement; and (d) take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems in the best interest of the Port Authority, including entering into supplemental agreements and agreements for net cost work and additional work and the award of contracts on a sole source basis if necessary to meet commitments in connection with the KBW lease agreement.

KBW has been a tenant of The World Trade Center since 1984, occupying approximately 35,000 rentable square feet (rsf) on the 85th floor of Two World Trade Center under a lease which expires on February 28, 1999. The proposed lease agreement will cover the letting of approximately 49,000 rsf of office space consisting of the entire ninety-third floor of Two World Trade Center for a term of approximately fifteen years. KBW will continue to pay rent on the existing premises as provided in its lease and will surrender its existing premises and the leasehold when it relocates to the new premises. The aggregate basic rental payable during the proposed term of the lease agreement is estimated to be in excess of \$25 million. The Port Authority will perform or reimburse KBW for performing specified demolition and base building work in its new premises as well as specified Americans with Disabilities Act work on the 93rd floor, all at an estimated cost of \$580,000. KBW will pay its proportional share of increases in operating and maintenance costs over the actual costs for the 1998 base year and will pay increases in payments in lieu of taxes as provided in the lease agreement. KBW will have termination, assignment, subleasing, expansion and renewal rights as set forth in the lease.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Keefe, Bruyette & Woods, Inc., a brokerage agreement with Insignia/Edward S. Gordon Co., Inc., and an amendment agreement with Raytheon Engineers & Constructors, Inc., each substantially in accordance with the terms outlined above or, in the case of the lease agreement, on such other terms as the Executive Director deems appropriate subject to the

conditions set forth in the following delegation; and to take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems in the best interest of the Port Authority; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

PORT AUTHORITY BUS TERMINAL - PERSONAL CELLULAR CO., INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into (1) a lease agreement with Personal Cellular Co., Inc. ("Omnipoint") covering approximately 1,480 square feet of space toward the rear of the main concourse of the South Wing at the Port Authority Bus Terminal for the operation of a store for the leasing, servicing and sale at retail of cellular phones and other telecommunication equipment, and (2) a brokerage agreement with Wayne H. Rose in connection with the lease agreement.

The principals of Omnipoint currently operate six telecommunication retail stores in the New York City area.

The lease agreement would be for a term commencing on or about November 1, 1998, and expiring approximately nine years and ten months following the close of a free rent period. Omnipoint will pay a graduated basic rental for the premises which will aggregate approximately \$700,000 over the term. Omnipoint will pay for its electricity consumption and for other required utilities and services. Omnipoint will be responsible for finishing work in the premises. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, upon 30 days' notice, in which event Omnipoint will be reimbursed for the unamortized portion of its initial capital investment in the premises, to the extent specified in the lease agreement. The Port Authority will remove and dispose of asbestos contaminated waste at an approximate cost of \$60,000.

The Port Authority will pay a brokerage commission to Wayne H. Rose in connection with the letting.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Personal Cellular Co., Inc. and a brokerage agreement with Wayne H. Rose, substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

PORT AUTHORITY BUS TERMINAL - VILLA PIZZA ENTERPRISES, INC. - LEASE AMENDMENT

It was recommended that the Board authorize the Executive Director to enter into an agreement with Villa Pizza Enterprises, Inc. ("Villa Pizza") amending its lease to allow Villa Pizza to reconfigure and increase the size of its premises located on the main concourse of the South Wing of the Port Authority Bus Terminal to approximately 2,800 square feet, and to reimburse Villa Pizza for performing certain base building work for the Port Authority in an amount not to exceed \$350,000.

Villa Pizza, a national Italian restaurant chain, operates over 100 fast food restaurants throughout the United States. Villa Pizza entered into a lease agreement with the Port Authority for space at the PABT as authorized by the Board at its meeting of July 11, 1996 and in accordance with a memorandum to the Board dated December 26, 1996. In reviewing Villa Pizza's proposed plans, Port Authority staff realized that the Villa Pizza premises had to be reconfigured in order to retain the line of sight to the commuter ticket windows. The reconfiguration of the premises agreed to by the Port Authority and Villa Pizza requires additional base building work to be performed in the premises.

The proposed lease amendment provides for a term commencing on or about November 1, 1997 and expiring on the day preceding the tenth anniversary of the Premises Availability Date, defined in the lease amendment as (i) the day following the expiration of a one year construction period, or (ii) the commencement of business operations in the premises, whichever occurs first. The term of the letting is subject to earlier termination by Villa Pizza during the fourth annual period measured from the date payment of rental commences if gross receipts do not exceed a designated amount in the third annual period, and in such event, the Port Authority would reimburse Villa Pizza for the unamortized portion of its initial capital investment in certain leasehold improvements installed in the premises to the extent that such initial capital investment does not exceed \$750,000. Villa Pizza will pay a graduated basic rental for the premises plus a percentage rental as provided in the lease amendment. Payment of rental will commence no later than ten months from the Premises Availability Date. Villa Pizza will, on behalf of the Port Authority, bring utilities to the premises, raise the ceiling adjacent to the premises, relocate all of the base building systems in and adjacent to the premises, and construct demising walls in the premises, and will be reimbursed by the Port Authority in an amount not to exceed \$350,000. Villa Pizza will also be responsible for finishing work required by it in the premises. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, upon 30 days' notice, in which event Villa Pizza will be reimbursed for the unamortized portion of its initial capital investment in the premises, to the extent specified in the lease amendment.

The brokerage agreement with First Allied Properties, the broker involved in the lease agreement, will also be amended to reflect the reconfigured space and the other changes but with no change in the amount of the commission payable.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Villa Pizza Enterprises, Inc. amending its lease and a brokerage agreement with First Allied Properties amending the brokerage agreement, substantially in accordance with the terms and conditions outlined above, the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative.

PUBLIC SAFETY DEPARTMENT - 800 MHz TRUNKED RADIO SYSTEM

In 1985, application was made to the Federal Communications Commission ("FCC") for additional radio frequencies, in the 800 MHz band. In 1991, the FCC allocated seven frequencies for police trunked radios and five frequencies for mutual aide conventional radios in the 800 MHz band. A Request for Proposals was issued, and the Port Authority purchased its 800 MHz Radio System (the "System") from Ericsson/G.E. Mobile Communications, Inc. An 800 MHz Radio System backbone was installed providing mobile radio communications to most outside locations throughout the Port District.

It is now proposed to enhance the System to provide reliable and secure radio communication capabilities to in-building, in-tunnel and low-lying topographical areas at John F. Kennedy International Airport, Newark International Airport, LaGuardia Airport, George Washington Bridge, Holland Tunnel, Lincoln Tunnel and PATH. The Port Authority's FCC licenses require construction and equipment installation at the GWB and JFK by November of 1998, and extension of time will not be granted. If installation of equipment is not made in a timely manner, the licenses will be lost and full utilization of the System may not be possible in the future. The proposed enhancement requires the purchase of certain proprietary radio components from the successor company, Ericsson, Inc.

This proposal will include the purchase and installation of 800 MHz radio base stations, radiating cable and antenna systems, simulcast equipment, uninterruptible power supplies, equipment shelters, climate control and communications equipment. To meet FCC deadlines, connections to the System and radio equipment installation work will be performed by Port Authority staff supervised by the manufacturer, as was done in the initial phase of the System installation.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the purchase and installation of 800 MHz Trunked Radio equipment into in-building, subterranean, and other areas which the Port Authority's current system does not service, and the performance of other related work, at an estimated total cost of \$12 million, including staff costs for installation, and allowances for net cost work, extra work (if necessary), and a contingency (if necessary), be and the same is hereby 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 negotiate and enter into a contract with Ericsson Inc. for the purchase of radio equipment necessary for the enhancement of the existing Port Authority 800 MHz Trunked Radio System; 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 such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services for the foregoing work as he deems in the best interest of the Port Authority including, without limitation, award to the proposer or contractor who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose low bid or proposal price the Executive Director deems reasonable, rejection of all bids or proposals, solicitation of new bids or proposals on revised or the same requirements from one or more contractors, or negotiation with one or more proposers or other contractors; b) execute contracts and supplemental agreements with such 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 and supplemental agreement; and c) enter into such other agreements as may be necessary to effectuate the installation; and it is further

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

SETTLEMENT OF CLAIM - THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY v. RACHEL BRIDGE CORP. AND RACHEL BRIDGE CORP. v. BEAVER CONCRETE BREAKING CO.

It was recommended that the Board authorize General Counsel to settle the action entitled The Port Authority of New York and New Jersey v. Rachel Bridge Corp. and Rachel Bridge Corp. v. Beaver Concrete Breaking Co., by accepting the sum of \$950,000 to settle the claim by The Port Authority of New York and New Jersey against Rachel Bridge and Beaver Concrete. In return the Port Authority will issue a General Release and Stipulation of Discontinuance with prejudice.

The Port Authority brought this lawsuit against Rachel Bridge Corporation seeking to recover the cost of making emergency repairs to a girder providing structural support to one of the apartment buildings over the George Washington Bridge Expressway. On or about March 4, 1989, at the George Washington Bridge Expressway, a crack was discovered on one of the girders supporting the apartment buildings over the expressway. In light of the perceived grave threat to public safety, the Port Authority made emergency repairs to the cracked girder and has sought compensation for the work done from the buildings' owner, Rachel Bridge Corp. Rachel Bridge then brought a third party claim against Beaver Concrete Breaking Co., the contractor performing work on the girder prior to discovery of the crack. American International Group, the Port Authority's comprehensive general liability insurer, has now offered to settle both the Port Authority's and Rachel Bridge's damage claims. The proposed settlement is fair and reasonable.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 The Port Authority of New York and New Jersey v. Rachel Bridge Corp. and Rachel Bridge Corp. v. Beaver Concrete Breaking Co. by accepting the sum of \$950,000 from American International Group, Inc. in return for issuing a General Release and Stipulation of Discontinuance with prejudice.

(Board - 12/4/97)

Confidential Item

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

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 September 1, 1997 to September 30, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK768	RUNWAY 4R-22L, FEEDERS REPLACEMENT JOHN F. KENNEDY INTERNATIONAL AIRPORT HELLMAN ELECTRIC CORP.	241,164(A) 50,000(C) 25,000(D) 316,164	241,164(A) 29,867(C) 0(D) 271,031
JFK801	REPLACEMENT OF ROOF DOORS AND RECESSED FLOORING FOR ENTRANCE MATS JOHN F. KENNEDY INTERNATIONAL AIRPORT BEL-AIR ELECTRIC CONSTRUCTION, INC.	196,429(A) 16,000(D) 19,000(E) 231,429	196,429(A) 16,000(D) 11,425(E) 223,854
JFK816	RUNWAY 4L-22R POWER AND COMMUNICATION FOR THE END-FIRE GLIDE SLOPE JOHN F. KENNEDY INTERNATIONAL AIRPORT SAINT VINCENT ELECTRIC & CONSTRUCTION, INC.	248,000(A) 15,000(D) 263,000	248,000(A) 5,350(D) 253,350
LGA605	FENCE BETWEEN MARINE AIR TERMINAL AND POLICE EMER- GENCY GARAGE LAGUARDIA AIRPORT JANCO CONTRACTING CORP.	312,101(B) 5,000(C) 25,000(D) 342,101	306,913(B) 0(C) 22,000(D) 328,913
HT367	INSTALL EMERGENCY LIGHTING IN POWER AND COMMUNICATION SUMP AND PUMP ROOMS HOLLAND TUNNEL LEWIS ELECTRIC	79,959(A) 6,395(D) 86,354	79,959(A) 4,000(D) 83,959

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
HT387A	STRUCTURAL ROOF REPAIRS SERVICE GARAGE #1 HOLLAND TUNNEL AUSTRAL CONSTRUCTION INC.	37,879(A) 3,788(D) 41,667	37,879(A) 0(D) 37,879
BT262	RECONFIGURATION OF THE TRASH COMPACTOR ROOM PORT AUTHORITY BUS TERMINAL ANDREW VELEZ CONSTRUCTION, INC.	402,606(A) 20,000(C) 41,000(D) 463,606	402,606(A) 182,302(C) 24,672(D) 609,580
GWB345	BUS STATION LOWER LEVEL ROOF AND PARABOLIC ROOF REROOFING GEORGE WASHINGTON BRIDGE ADVANCED CONSTRUCTION MANAGE- MENT CORP.	922,711(A) 30,000(C) 93,000(D) 1,045,711	922,711(A) 5,274(C) 23,509(D) 951,494
GWB406	MAIN TOLL HOUSE REPLACEMENT OF HVAC EQUIPMENT GEORGE WASHINGTON BRIDGE GENERAL MARINE SERVICE CORP.	105,839(A) 8,500(D) 114,339	105,839(A) 0(D) 105,839
WTC115266	ASBESTOS ABATEMENT 31ST FLOOR ONE WORLD TRADE CENTER ASBESTOS CONTAINMENT SERVICES, INC.	847,000(A) 5,000(C) 169,400(D) 1,021,400	813,863(A)(F) 0(C) 42,075(D) 855,938
WTC857086	REHABILITATION OF PUBLIC AREAS INSTALLATION OF SPRINKLER FIRE PROTECTION ON 17TH FLOOR ONE WORLD TRADE CENTER WORLD WIDE SPRINKLER CORP.	66,000(A) 5,280(D) 71,280	64,000(A)(G) 0(D) 64,000
WTC857087	REHABILITATION OF PUBLIC AREAS INSTALLATION OF SPRINKLER FIRE PROTECTION ON 33RD FLOOR ONE WORLD TRADE CENTER AEGIS ASSOCIATES, INC.	31,000(A) 2,480(D) 33,480	31,000(A) 0(D) 31,000

(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 Payment" column is the authorized net cost amount.

- (D) Extra Work
- (E) Memorandum of Authorization dated 01/27/97, increasing extra work in the amount of \$19,000.00.
- (F) The difference between the "Total Authorized" and the "Total Payment" represents backcharges in the amount of \$33,136.50 for the use of containers and elevator hoisting.
- (G) The difference between the "Total Authorized" and the "Total Payment" represents credit charge order in the amount of \$2,000.00 for a reduction in the scope of work.

(Board - 12/4/97)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period September 1, 1997 to September 30, 1997.

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.

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>
09/02/97	\$ 5,000,000	US T-NOTE	5.875%	08/31/99	99.79	--	5.988%	\$ 4,989,550.00	The Nikko Securities Co
09/02/97	5,000,000	US T-NOTE	5.875	08/31/99	99.77	--	6.000	4,988,400.00	The Nikko Securities Co
09/02/97	5,000,000	US T-NOTE	5.875	08/31/99	99.77	--	6.001	4,988,281.25	Dresdner Kleinwort Benson
09/02/97	25,000,000	GECC CP	--	10/06/97	99.48	5.530%	5.636	24,869,430.55	General Electric Capital
09/03/97	25,000,000	US T-BILL	--	09/15/97	99.82	5.435	5.520	24,954,708.33	Paribas Corporation*
09/05/97	25,000,000	US T-BILL	--	09/15/97	99.85	5.410	5.493	24,962,430.55	Nesbitt Burns Securities*
09/08/97	5,000,000	US T-NOTE	6.250	08/31/02	100.05	--	6.239	5,002,343.75	Paine Webber Inc.
09/11/97	5,000,000	US T-NOTE	6.250	08/31/02	99.98	--	6.253	4,999,218.75	Paine Webber Inc.
09/12/97	10,000,000	US T-BILL	--	08/20/98	94.96	5.303	5.589	9,496,262.50	Paribas Corporation
09/15/97	10,000,000	US T-NOTE	6.250	08/31/02	100.19	--	6.205	10,018,750.00	Paine Webber Inc.

(Board - 12/4/97)

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>
09/15/97	\$ 25,000,000	US T-BILL	--	03/12/98	97.48	5.100%	5.305%	\$ 24,369,583.33	The Nikko Securities Co
09/18/97	5,000,000	US T-NOTE	6.000%	07/31/02	100.08	--	5.979	5,003,906.25	Paine Webber Inc.
09/18/97	10,000,000	US T-BILL	--	09/17/98	94.65	5.288	5.586	9,465,375.00	Prudential Securities
09/19/97	10,000,000	US T-BILL	--	04/30/98	96.84	5.100	5.314	9,684,083.33	Paine Webber Inc.
09/19/97	10,000,000	US T-BILL	--	03/12/98	97.54	5.085	5.286	9,754,225.00	Paine Webber Inc.
09/19/97	20,000,000	US T-BILL	--	07/23/98	95.60	5.165	5.418	19,119,080.56	Paine Webber Inc.
09/19/97	25,000,000	US T-NOTE	5.250	07/31/98	99.72	--	5.579	24,929,687.50	Paribas Corporation
09/25/97	25,000,000	FHDN	--	10/22/97	99.59	5.450	5.548	24,897,812.50	Fuji Securities
09/30/97	10,000,000	US T-NOTE	5.125	04/30/98	99.81	--	5.454	9,980,859.38	Paribas Corporation
09/30/97	10,000,000	US T-NOTE	5.125	06/30/98	99.72	--	5.501	9,971,875.00	Dean Witter Reynolds
09/30/97	10,000,000	US T-NOTE	5.125	03/31/98	99.90	--	5.334	9,989,843.75	The Nikko Securities Co

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>
09/30/97	\$ 10,000,000	US T-NOTE	5.250%	07/31/98	99.74	--	5.561%	\$ 9,974,218.75	The Nikko Securities Co
09/30/97	25,000,000	US T-BILL	--	05/28/98	96.60	5.105%	5.324	24,149,166.68	Dresdner Kleinwort Benson
09/30/97	<u>25,000,000</u>	US T-BILL	--	06/25/98	96.19	5.120	5.351	<u>24,047,111.10</u>	Dean Witter Reynolds
	<u>\$ 340,000,000</u>							<u>\$ 334,606,203.80</u>	

BEY - Bond Equivalent Yield

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

(Board - 12/4/97)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
09/03/97	\$ 25,000,000	US T-BILL	--	10/09/97	99.50	4.990%	5.085%	5.59%	\$ 24,875,250.00	Dresdner Kleinwort Benson*
09/05/97	25,000,000	US T-BILL	--	10/16/97	99.43	5.010	5.109	5.68	24,857,354.17	Fuji Securities*
09/11/97	10,000,000	US T-NOTE	5.375%	11/30/97	100.00	--	5.295	5.37	10,000,000.00	Paribas Corporation
09/15/97	10,000,000	US T-NOTE	6.250	08/31/02	100.27	--	6.186	28.40	10,026,562.50	Paine Webber Inc.
09/15/97	10,000,000	US T-NOTE	6.250	08/31/02	100.28	--	6.183	23.89	10,028,125.00	Paine Webber Inc.
09/17/97	5,000,000	US T-NOTE	6.000	07/31/02	100.13	--	5.968	7.77	5,006,250.00	Paribas Corporation
09/17/97	10,000,000	US T-NOTE	6.000	08/15/00	100.13	--	5.947	7.59	10,013,281.25	Paribas Corporation
09/18/97	5,000,000	US T-NOTE	6.000	07/31/02	100.14	--	5.964	22.61	5,007,031.25	Paine Webber Inc.
09/18/97	10,000,000	US T-BILL	--	09/17/98	94.74	5.205%	5.495	32.17	9,473,716.67	Prudential Securities
09/30/97	<u>5,000,000</u>	US T-NOTE	5.875	08/31/99	99.88	--	5.938	7.44	<u>4,994,140.63</u>	Smith Barney Inc
	<u>\$ 115,000,000</u>								<u>\$ 114,281,711.48</u>	

BEY - Bond Equivalent Yield

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

(Board - 12/4/97)

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>
Fuji Securities	09/02/97	09/03/97	\$ 25,000,000	5.630%	\$ 3,909.72
Nomura Securities Intl	09/02/97	09/03/97	29,450,000	5.620	4,597.47
Daiwa Securities America	09/02/97	09/03/97	36,185,000	5.620	5,648.88
Zions First National Bank	09/02/97	09/03/97	39,350,000	5.610	6,132.04
Eastbridge Capital	09/02/97	09/03/97	40,000,000	5.630	6,255.56
Sanwa Securities (USA) Co	09/03/97	09/04/97	19,975,000	5.550	3,079.48
Sanwa Securities (USA) Co	09/03/97	09/04/97	20,025,000	5.550	3,087.19
Citicorp Securities Mkts	09/03/97	09/04/97	29,450,000	5.550	4,540.21
Fuji Securities	09/03/97	09/04/97	36,190,000	5.550	5,579.29
Nomura Securities Intl	09/03/97	09/04/97	39,360,000	5.550	6,068.00
Eastbridge Capital	09/03/97	09/04/97	40,000,000	5.550	6,166.67

(Board - 12/4/97)

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	09/04/97	09/05/97	\$ 8,321,000	5.450%	\$ 1,259.71
Paribas Corporation	09/04/97	09/10/97	24,662,500 *	5.430	22,168.85
Dresdner Kleinwort Benson	09/04/97	09/08/97	24,687,500 *	5.350	14,730.21
Smith Barney Inc	09/04/97	09/17/97	25,031,250 *	5.500	49,172.50
Prudential Securities	09/04/97	09/05/97	29,440,000	5.440	4,448.71
Fuji Securities	09/04/97	09/05/97	31,024,000	5.450	4,696.69
Zions First National Bank	09/04/97	09/05/97	36,100,000	5.440	5,455.11
Sanwa Securities (USA) Co	09/04/97	09/05/97	42,000,000	5.430	6,335.00
Eastbridge Capital	09/04/97	09/05/97	50,000,000	5.450	7,569.44
Nesbitt Burns Securities	09/05/97	09/08/97	29,440,000	5.350	13,125.33
Nomura Securities Intl	09/05/97	09/08/97	35,000,000	5.350	15,604.17

(Board - 12/4/97)

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	09/05/97	09/08/97	\$ 36,000,000	5.350%	\$ 16,050.00
Fuji Securities	09/05/97	09/08/97	38,120,000	5.350	16,995.17
Eastbridge Capital	09/05/97	09/08/97	50,000,000	5.370	22,375.00
Nomura Securities Intl	09/08/97	09/09/97	125,000	5.450	18.92
Fuji Securities	09/08/97	09/09/97	13,820,000	5.430	2,084.52
Fuji Securities	09/08/97	09/09/97	24,280,000	5.430	3,662.23
Dresdner Kleinwort Benson	09/08/97	09/12/97	24,675,000 *	5.400	14,907.81
Citicorp Securities Mkts	09/08/97	09/09/97	25,000,000	5.420	3,763.89
Zions First National Bank	09/08/97	09/09/97	29,270,000	5.430	4,414.89
Nesbitt Burns Securities	09/08/97	09/09/97	36,000,000	5.430	5,430.00
Nomura Securities Intl	09/08/97	09/09/97	49,875,000	5.450	7,550.52

(Board - 12/4/97)

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	09/09/97	09/10/97	\$ 14,848,000	5.420%	\$ 2,235.45
Greenwich Capital Mkts	09/09/97	09/18/97	20,550,000 *	5.420	27,879.50
Fuji Securities	09/09/97	09/10/97	23,212,000	5.420	3,494.70
Zions First National Bank	09/09/97	09/10/97	29,190,000	5.420	4,394.72
Nomura Securities Intl	09/09/97	09/10/97	34,000,000	5.450	5,147.22
Citicorp Securities Mkts	09/09/97	09/10/97	36,000,000	5.430	5,430.00
Eastbridge Capital	09/09/97	09/10/97	50,000,000	5.450	7,569.44
Lehman Brothers	09/10/97	09/12/97	24,281,250 *	5.430	7,372.06
Lehman Brothers	09/10/97	09/16/97	24,562,500 *	5.600	22,310.94
Lehman Brothers	09/10/97	09/16/97	24,687,500 *	5.600	22,424.48
Nomura Securities Intl	09/10/97	09/11/97	29,190,000	5.510	4,467.69

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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 Intl	09/10/97	09/11/97	\$ 35,820,000	5.510%	\$ 5,482.45
Zions First National Bank	09/10/97	09/11/97	38,070,000	5.510	5,826.83
Eastbridge Capital	09/10/97	09/11/97	46,700,000	5.530	7,173.64
Eastbridge Capital	09/10/97	09/11/97	49,300,000	5.530	7,573.03
Dresdner Kleinwort Benson	09/11/97	09/23/97	1,808,696 *	5.450	3,266.71
Eastbridge Capital	09/11/97	09/12/97	17,500,000	5.450	2,649.31
Paribas Corporation	09/11/97	09/12/97	29,135,000	5.450	4,410.72
Daiwa Securities America	09/11/97	09/12/97	35,650,000	5.450	5,397.01
Paribas Corporation	09/11/97	09/12/97	38,075,000	5.450	5,764.13
Daiwa Securities America	09/11/97	09/12/97	40,000,000	5.450	6,055.56
Dresdner Kleinwort Benson	09/11/97	09/23/97	48,129,229 *	5.450	86,926.73

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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>
Eastbridge Capital	09/11/97	09/12/97	\$ 49,500,000	5.450%	\$ 7,493.75
Citicorp Securities Mkts	09/12/97	09/15/97	20,657,000	5.380	9,261.22
Lehman Brothers	09/12/97	09/23/97	25,156,250 *	5.400	41,563.72
Citicorp Securities Mkts	09/12/97	09/15/97	28,343,000	5.380	12,707.11
Paribas Corporation	09/12/97	09/15/97	29,092,000	5.410	13,115.64
Eastbridge Capital	09/12/97	09/15/97	35,372,000	5.410	15,946.88
Paribas Corporation	09/12/97	09/15/97	37,881,000	5.410	17,078.02
Eastbridge Capital	09/12/97	09/15/97	48,000,000	5.410	21,640.00
Prudential Securities	09/15/97	09/16/97	2,375,000	5.600	369.44
Eastbridge Capital	09/15/97	09/16/97	24,475,000	5.625	3,824.22
Fuji Securities	09/15/97	09/16/97	26,709,000	5.600	4,154.73

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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	09/15/97	09/16/97	\$ 35,388,000	5.600%	\$ 5,504.80
Fuji Securities	09/15/97	09/16/97	37,798,000	5.600	5,879.69
Prudential Securities	09/15/97	09/16/97	49,625,000	5.600	7,719.44
Eastbridge Capital	09/15/97	09/16/97	50,525,000	5.625	7,894.53
Eastbridge Capital	09/16/97	09/17/97	19,300,000	5.500	2,948.61
Paribas Corporation	09/16/97	09/22/97	24,727,500 *	5.350	22,234.14
Nesbitt Burns Securities	09/16/97	09/17/97	24,768,000	5.470	3,763.36
Zions First National Bank	09/16/97	09/17/97	26,317,000	5.480	4,006.03
Eastbridge Capital	09/16/97	09/17/97	30,850,000	5.500	4,713.19
Nesbitt Burns Securities	09/16/97	09/17/97	33,232,000	5.470	5,049.42
Zions First National Bank	09/16/97	09/17/97	35,390,000	5.480	5,387.14

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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	09/16/97	09/17/97	\$ 36,165,000	5.480%	\$ 5,505.12
Eastbridge Capital	09/16/97	09/17/97	49,150,000	5.500	7,509.03
Nesbitt Burns Securities	09/17/97	09/18/97	11,728,000	5.420	1,765.72
Smith Barney Inc	09/17/97	Open	15,131,250 *	Variable **	34,530.77 ***
Daiwa Securities America	09/17/97	09/18/97	19,302,000	5.420	2,906.02
Paribas Corporation	09/17/97	09/29/97	20,175,000 *	5.410	36,348.63
Paribas Corporation	09/17/97	09/19/97	24,218,750 *	5.400	7,285.81
Nesbitt Burns Securities	09/17/97	09/18/97	25,104,000	5.420	3,779.55
Zions First National Bank	09/17/97	09/18/97	26,026,000	5.420	3,918.36
Zions First National Bank	09/17/97	09/18/97	35,346,000	5.420	5,321.54
Zions First National Bank	09/17/97	09/18/97	36,825,000	5.420	5,544.21

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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>
Daiwa Securities America	09/17/97	09/18/97	\$ 38,651,000	5.420%	\$ 5,819.12
Daiwa Securities America	09/17/97	09/18/97	41,349,000	5.420	6,225.32
Nesbitt Burns Securities	09/17/97	09/18/97	49,168,000	5.420	7,402.52
Lehman Brothers	09/18/97	Open	17,962,500 *	Variable **	34,412.34 ***
Eastbridge Capital	09/18/97	09/19/97	19,304,000	5.390	2,890.24
Greenwich Capital Mkts	09/18/97	09/26/97	20,700,000 *	5.450	24,978.00
Daiwa Securities America	09/18/97	09/19/97	22,300,000	5.390	3,338.81
Daiwa Securities America	09/18/97	09/19/97	22,700,000	5.390	3,398.69
Dean Witter Reynolds	09/18/97	Open	24,593,750 *	Variable **	44,542.01 ***
Lehman Brothers	09/18/97	09/25/97	24,718,750 *	5.500	25,927.22
Dresdner Kleinwort Benson	09/18/97	09/24/97	25,675,000 *	5.400	23,036.18

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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>
Zions First National Bank	09/18/97	09/19/97	\$ 25,939,000	5.400%	\$ 3,890.85
Eastbridge Capital	09/18/97	09/19/97	28,500,000	5.390	4,267.08
Lehman Brothers	09/18/97	Open	31,850,000 *	Variable **	54,471.55 ***
Nomura Securities Intl	09/18/97	09/19/97	35,323,000	5.380	5,278.83
Nomura Securities Intl	09/18/97	09/19/97	36,497,000	5.380	5,454.27
Dean Witter Reynolds	09/18/97	09/23/97	49,250,000 *	5.400	36,937.50
Zions First National Bank	09/18/97	09/19/97	50,000,000	5.400	7,500.00
Eastbridge Capital	09/18/97	09/19/97	51,500,000	5.390	7,710.69
Nesbitt Burns Securities	09/19/97	09/22/97	7,315,000	5.370	3,273.46
Nesbitt Burns Securities	09/19/97	09/22/97	9,480,000	5.370	4,242.30
Nesbitt Burns Securities	09/19/97	09/22/97	12,535,000	5.370	5,609.41

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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>
Nesbitt Burns Securities	09/19/97	09/22/97	\$ 19,306,000	5.370%	\$ 8,639.44
Dresdner Kleinwort Benson	09/19/97	Open	24,718,750 *	Variable **	41,026.26 ***
Zions First National Bank	09/19/97	09/22/97	25,943,000	5.370	11,609.49
Zions First National Bank	09/19/97	09/22/97	30,146,000	5.370	13,490.34
Zions First National Bank	09/19/97	09/22/97	32,963,000	5.370	14,750.94
Eastbridge Capital	09/19/97	09/22/97	41,500,000	5.370	18,571.25
Nesbitt Burns Securities	09/19/97	09/22/97	50,670,000	5.370	22,674.83
Eastbridge Capital	09/22/97	09/23/97	19,317,000	5.430	2,913.65
Fuji Securities	09/22/97	09/23/97	25,955,000	5.420	3,907.67
Eastbridge Capital	09/22/97	09/23/97	29,475,000	5.430	4,445.81
Fuji Securities	09/22/97	09/23/97	30,160,000	5.420	4,540.76

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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	09/22/97	09/23/97	\$ 32,978,000	5.420%	\$ 4,965.02
Zions First National Bank	09/22/97	09/23/97	35,000,000	5.430	5,279.17
Eastbridge Capital	09/22/97	09/23/97	50,525,000	5.430	7,620.85
Nesbitt Burns Securities	09/23/97	09/24/97	5,298,000	5.400	794.70
Zions First National Bank	09/23/97	09/24/97	19,320,000	5.390	2,892.63
Eastbridge Capital	09/23/97	09/24/97	19,950,000	5.400	2,992.50
Lehman Brothers	09/23/97	Open	24,531,250 *	Variable **	25,948.61 ***
Zions First National Bank	09/23/97	09/24/97	25,238,000	5.390	3,778.69
Eastbridge Capital	09/23/97	09/24/97	29,443,000	5.400	4,416.45
Zions First National Bank	09/23/97	09/24/97	32,351,000	5.390	4,843.66
Dean Witter Reynolds	09/23/97	Open	44,718,750 *	Variable **	62,357.81 ***

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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>
Nesbitt Burns Securities	09/23/97	09/24/97	\$ 49,702,000	5.400%	\$ 7,455.30
Eastbridge Capital	09/23/97	09/24/97	50,050,000	5.400	7,507.50
Zions First National Bank	09/24/97	09/25/97	19,323,000	5.510	2,957.49
Eastbridge Capital	09/24/97	09/25/97	23,818,000	5.510	3,645.48
Dresdner Kleinwort Benson	09/24/97	Open	24,531,250 *	Variable **	30,629.99 ***
Fuji Securities	09/24/97	09/25/97	26,256,000	5.500	4,011.33
Zions First National Bank	09/24/97	09/25/97	29,250,000	5.510	4,476.88
Eastbridge Capital	09/24/97	09/25/97	29,433,000	5.510	4,504.88
Eastbridge Capital	09/24/97	09/25/97	32,263,000	5.510	4,938.03
Fuji Securities	09/24/97	09/25/97	48,744,000	5.500	7,447.00
Zions First National Bank	09/24/97	09/25/97	50,750,000	5.510	7,767.57

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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>
Nesbitt Burns Securities	09/25/97	09/26/97	\$ 9,612,500 *	5.450%	\$ 1,455.23
Nomura Securities Intl	09/25/97	09/26/97	9,627,000	5.460	1,460.10
Eastbridge Capital	09/25/97	09/26/97	19,326,000	5.460	2,931.11
Eastbridge Capital	09/25/97	09/26/97	20,145,000	5.460	3,055.33
Nomura Securities Intl	09/25/97	09/26/97	23,704,000	5.460	3,595.11
Dresdner Kleinwort Benson	09/25/97	Open	24,343,750 *	Variable **	18,494.49 ***
Nesbitt Burns Securities	09/25/97	09/26/97	24,450,000 *	5.450	3,701.46
Lehman Brothers	09/25/97	Open	24,750,000 *	Variable **	18,700.00 ***
Dresdner Kleinwort Benson	09/25/97	09/29/97	24,781,250 *	5.450	15,006.42
Nomura Securities Intl	09/25/97	09/26/97	26,669,000	5.460	4,044.80
Eastbridge Capital	09/25/97	09/26/97	29,274,000	5.460	4,439.89

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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>
Eastbridge Capital	09/25/97	09/26/97	\$ 29,756,000	5.460%	\$ 4,512.99
Zions First National Bank	09/25/97	09/26/97	49,225,000	5.460	7,465.79
Zions First National Bank	09/25/97	09/26/97	50,775,000	5.460	7,700.88
Eastbridge Capital	09/26/97	09/29/97	1,800,000	5.420	813.00
Paribas Corporation	09/26/97	09/29/97	18,083,000	5.410	8,152.42
Zions First National Bank	09/26/97	09/29/97	19,235,000	5.410	8,671.78
Zions First National Bank	09/26/97	09/29/97	19,329,000	5.410	8,714.16
Zions First National Bank	09/26/97	09/29/97	29,023,000	5.410	13,084.54
Zions First National Bank	09/26/97	09/29/97	29,658,000	5.410	13,370.82
Paribas Corporation	09/26/97	09/29/97	46,917,000	5.410	21,151.75
Eastbridge Capital	09/26/97	09/29/97	49,100,000	5.420	22,176.83

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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>
Eastbridge Capital	09/26/97	09/29/97	\$ 49,100,000	5.420%	\$ 22,176.83
Nesbitt Burns Securities	09/29/97	09/30/97	10,881,000	5.600	1,692.60
Eastbridge Capital	09/29/97	09/30/97	19,087,000	5.580	2,958.49
Eastbridge Capital	09/29/97	09/30/97	19,337,000	5.580	2,997.24
Paribas Corporation	09/29/97	Open	20,190,000 *	Variable **	9,915.53 ***
Eastbridge Capital	09/29/97	09/30/97	28,995,000	5.580	4,494.23
Eastbridge Capital	09/29/97	09/30/97	29,645,000	5.580	4,594.98
Nesbitt Burns Securities	09/29/97	09/30/97	44,319,000	5.600	6,894.07
Fuji Securities	09/29/97	09/30/97	49,908,000	5.570	7,721.88
Fuji Securities	09/29/97	09/30/97	50,092,000	5.570	7,750.35
Eastbridge Capital	09/30/97	10/01/97	850,000	6.050	142.85

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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>
Zions First National Bank	09/30/97	10/01/97	\$ 2,470,000	6.050%	\$ 415.10
Zions First National Bank	09/30/97	10/01/97	18,732,000	6.050	3,148.02
Prudential Securities	09/30/97	10/01/97	19,125,000	6.050	3,214.06
Zions First National Bank	09/30/97	10/01/97	25,325,000	6.050	4,256.01
Zions First National Bank	09/30/97	10/01/97	29,508,000	6.050	4,958.98
Prudential Securities	09/30/97	Open	46,068,750 *	Variable **	16,380.00 ***
Eastbridge Capital	09/30/97	10/01/97	49,150,000	6.050	8,259.93
Prudential Securities	09/30/97	10/01/97	50,875,000	6.050	8,549.83

* 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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Reverse Repurchase Transactions

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Paribas Corporation	09/04/97	09/10/97	\$ 24,662,500 *	5.330%	\$ 21,757.81
Dresdner Kleinwort Benson	09/04/97	09/08/97	24,687,500 *	5.250	14,387.33
Smith Barney Inc	09/04/97	09/17/97	25,031,250 *	5.200	45,974.06
Dresdner Kleinwort Benson	09/08/97	09/12/97	24,675,000 *	5.250	14,599.38
Greenwich Capital Mkts	09/09/97	09/18/97	20,550,000 *	5.200	26,515.21
Lehman Brothers	09/10/97	09/16/97	24,687,500 *	5.550	22,150.17
Lehman Brothers	09/10/97	09/12/97	24,281,250 *	5.330	7,237.16
Lehman Brothers	09/10/97	09/16/97	24,562,500 *	5.550	22,038.02
Dresdner Kleinwort Benson	09/11/97	09/23/97	49,937,925 *	5.350	88,528.84
Lehman Brothers	09/12/97	09/23/97	25,156,250 *	5.300	40,445.66

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Reverse Repurchase Transactions (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>
Paribas Corporation	09/16/97	09/22/97	\$ 24,727,500 *	5.250%	\$ 21,822.02
Paribas Corporation	09/17/97	09/19/97	24,218,750 *	5.300	7,151.26
Paribas Corporation	09/17/97	09/29/97	20,175,000 *	5.150	31,565.47
Smith Barney Inc	09/17/97	Open	15,131,250 *	Variable **	30,390.70 ***
Dean Witter Reynolds	09/18/97	Open	24,593,750 *	Variable **	47,718.71 ***
Dean Witter Reynolds	09/18/97	09/23/97	49,250,000 *	5.350	36,253.47
Dresdner Kleinwort Benson	09/18/97	09/24/97	25,675,000 *	5.300	22,429.97
Greenwich Capital Mkts	09/18/97	09/26/97	20,700,000 *	5.350	24,362.75
Lehman Brothers	09/18/97	Open	49,812,500 *	Variable **	92,844.97 ***
Lehman Brothers	09/18/97	09/25/97	24,718,750 *	5.400	25,309.25
Dresdner Kleinwort Benson	09/19/97	Open	24,718,750 *	Variable **	44,116.10 ***
Lehman Brothers	09/23/97	Open	24,531,250 *	Variable **	29,457.94 ***
Dean Witter Reynolds	09/23/97	Open	44,718,750 *	Variable **	53,786.72 ***

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Reverse Repurchase Transactions (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>
Dresdner Kleinwort Benson	09/24/97	Open	\$ 24,531,250 *	Variable **	\$ 26,030.38 ***
Lehman Brothers	09/25/97	Open	24,750,000 *	Variable **	22,103.13 ***
Dresdner Kleinwort Benson	09/25/97	09/29/97	24,781,250 *	5.300	14,593.40
Dresdner Kleinwort Benson	09/25/97	Open	24,343,750 *	Variable **	21,774.13 ***
Nesbitt Burns Securities	09/25/97	09/26/97	9,612,500 *	5.300	1,415.17
Nesbitt Burns Securities	09/25/97	09/26/97	24,450,000 *	5.300	3,599.58
Paribas Corporation	09/29/97	Open	20,190,000 *	Variable **	5,818.65 ***
Prudential Securities	09/30/97	Open	46,068,750 *	Variable **	5,502.66 ***

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

** This rate subject to change daily.

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

(Board - 12/4/97)

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 September 1, 1997 through September 30, 1997, 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

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>
09/15/97	\$ 5,000,000	OTC European Call on US Treasury Notes 5.875% due 08/31/99	3 3/4/32	99 29/32	10/14/97 for 10/15/97	Goldman Sachs	\$ 5,859.37
09/17/97	\$ 5,000,000	OTC European Call on US Treasury Notes 6.00% due 07/31/02	9/32	99 28.5/32	10/07/97 for 10/08/97	Fuji Securities	\$ 14,062.50
09/18/97	\$ 5,000,000	OTC European Call on US Treasury Notes 6.00% due 07/31/02	11/32	100 5/32	10/17/97 for 10/20/97	Smith Barney	\$ 17,187.50

(Board - 12/4/97)

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 September 1, 1997 and September 30, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of September 30, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110.00 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 September 1, 1997 and September 30, 1997 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>
09/16/97	\$ 19,300,000	Fidelity Investments	25 Years*	The higher of an adjusted US Treasury Bill Rate or an adjusted "TENR" Rate published by Bankers Trust Company.

*Subject to prepayment in whole or in part at the option of the Port Authority or upon demand of the lender upon 30 days notice.

(Board - 12/4/97)

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 June 1, 1997 through September 30, 1997 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 Hedge</u>
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No outstanding Hedge during the 3rd Quarter 1997.

**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 Service Contract were authorized or amended, during the period July 31, 1997 to October 31, 1997.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director/General Manager, PATH to retain the services of: Hay/Huggins Company 101 Hudson Street Jersey City, NJ 07302	Conduct an actuarial valuation of the PATH Exempt Employee Supplemental Pension Program to ensure the reserve fund, established to provide for payment of future pension funds, is adequate.	\$ 9,900

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period July 1, 1997 to September 30, 1997.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
JFK-829 John F. Kennedy International Airport - Lefferts Boulevard - 5KV Power Distribution System IEA Electric Group, Inc. New York, NY	16	1) \$ 1,244,000 2) 524,092 3) 32,000 4) 523,000
LRS-074.001 John F. Kennedy International Airport - NY Airport Access Program - Early Action Contract - CTA Utility Verification and Relocation at LRS Alignment Tully Construction Company, Inc. Flushing, NY	5	2) \$ 1,000,000
EWR-658 Newark International Airport - Removal and Replacement of Existing Perimeter Fence, at Parking Lot D, with Steel Security Fence Consolidated Steel & Aluminum Fence Company, Inc. Kenilworth, NJ	11	1) \$ 488,535 2) 179,873 3) 11,000 4) 325,000

(Board - 12/4/97)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LGA-621 LaGuardia Airport - Fiber Optic Network for CCTV Linkage Walton Electrical Construction Jamaica, NY	12	1) \$ 1,321,000 2) 308,715 3) 19,000 4) 400,000
LGA-970.206 LaGuardia Airport - Removal of Asbestos-Containing Pipe Insulation and Replacement of Six High Temperature Hot Water Pumps Classic Fuel Oil Corp. Brooklyn, NY	14	1) \$ 330,000 2) 163,909 3) 10,000 4) 176,000
GWB-411 George Washington Bridge - Administration Building - Conference Room Relocation and Female Officers' Locker Room Facilities Ciprietti-Tolisano Associates, Inc. Tuckahoe, NY	17	1) \$ 522,400 2) 285,000 3) 23,000 4) 320,000
AK-140 Staten Island Bridges - Remotely Relampable Channel Markers Abcon Contracting, Inc. Fairfield, NJ	9	1) \$ 697,980 2) 272,640 3) 17,000 4) 328,000

(Board - 12/4/97)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
MFP-364.008 Brooklyn Port Authority Marine Terminal and Red Hook Container Terminal - Buildings 30, 31, 32, 56, 101, 102, 111,112 and 157 - Roof Replacement Advanced Construction Management Corp. Wayne, NJ	6	1) \$ 895,000 2) 532,000 3) 32,000 4) 640,000
HH-334.005 Howland Hook Marine Terminal - Paving and Utility Rehabilitation - Increase in Classified Work Authorization Crisdel Group, Inc.	Negotiated	3) \$ 81,000
PCD-101 Multi-Facilities - Maintenance and Repair Services for Port Commerce - New York Facilities - Renewal of Contract Laro Service Systems, Inc. Bay Shore, NY	3	1) \$ 448,000 2) 427,280 3) 32,000 4) 476,280
PCD-102 Multi-Facilities - Maintenance and Repair Services for Port Commerce - New Jersey Facilities - Renewal of Contract Laro Service Systems, Inc. Bay Shore, NY	6	1) \$ 427,280 2) 512,000 3) 32,000 4) 466,560

(Board - 12/4/97)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
Expert Professional Services for the Preparation of an Operations and Management Plan for the Disposal of Dredged Material at the Newark Bay Confined Disposal Facility Malcolm Pirnie, Inc. White Plains, NY	8	2) \$ 75,000*
LT-438 Lincoln Tunnel - Rehabilitation of West 37 th Street Bridge over Dyer Avenue Barron Organization, Inc. Bayside, NY	9	1) \$ 586,000 2) 242,403 3) 15,000 4) 316,000
Lincoln Tunnel - Installation of 13.2KV Feeders to New Jersey Ventilation Building Public Service Electric & Gas Company Secaucus, NJ	Sole Source	2) \$ 250,000

*RFP, award to highest rated proposer.

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period July 1, 1997 to September 30, 1997.

PART II.

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 50361 P.O. NO: 19579 DESCRIPTION: TRAFFIC PAINT-1 YR. BLANKET ORDER	4*	1)\$ 676,500.00 2) 185,500.00 3) 210,500.00
AWARDED TO: GOLD COAST COATING STONY POINT, NY		
REQUISITION NO: 50299 P.O. NO: 20494 DESCRIPTION: GENERAL MTCE., REPAIR & CONSTRUCTION SERVICES, NJ FACILITIES	5*	1)\$ 297,750.00 2) 243,000.00 3) 250,000.00
AWARDED TO: ATLANTIC & PACIFIC MECHANICAL LINDEN, NJ		
REQUISITION NO: 51263 P.O. NO: 20526 DESCRIPTION: CATCH BASIN CLEANING-1 YR.	6*	1)\$ 451,200.00 2) 86,989.00 3) 115,001.00
AWARDED TO: FRED HEYRICH INC. LITTLE FALLS, NJ		

*ADVERTISED

(Board - 12/4/97)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 51030 P.O. NO: 20559 DESCRIPTION: ELEVATOR MTCE @ NEWARK LEGAL CENTER		9*	1)\$ 504,213.00 2) 191,742.00 3) 222,750.00
AWARDED TO: MAINCO ELEVATOR SERVICE CO. EDISON, NJ			
REQUISITION NO. 50798 P.O. NO. 20571 DESCRIPTION APPLICATION OF THERMOPLASTIC REFLECTORIZED PAVEMENT MARKINGS-1 YR		4*	1) 637,500.00 2) 194,565.00 3) 300,000.00
AWARDED TO: DENVILLE LINE PAINTING CO. DENVILLE, NJ			
REQUISITION NO. 51566 20613 BLACK & WHITE PRINTS & PROCESSING-2 YR		4*	1)\$ 108,131.23 2) 89,894.55 3) 103,000.00
AWARDED TO: THE OPTIMUM GROUP NEW YORK, NY			
REQUISITION NO. 51033 P.O. NO. 20644 DESCRIPTION MONTHLY INSPECTION & TESTING OF FIRE & SPRINKLER SYSTEM @ LGA-2 YR.		6*	1)\$ 285,120.00 2) 96,048.00 3) 92,000.00
AWARDED TO: AFA PROTECTIVE SYSTEMS INC. NORTH BRUNSWICK, NJ			

* ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO.	50800	6*	1) 409,430.00
P.O. NO.	20770		2) 249,903.00
DESCRIPTION	CARPET & INSTALLATION @ NEWARK INT'L AIRPORT		3) 300,000.00
AWARDED TO:	TAUB'S FLOOR COVERING CO., INC. STATEN ISLAND, NY		
REQUISITION NO.	50925	1	1) -----
P.O. NO.	20858	NJ STATE CONTRACT	2) 210,178.45
DESCRIPTION:	VARIOUS AUTOMOTIVE ITEMS-1 YR		3) 180,000.00
AWARDED TO:	GOLDIE'S AUTOMOTIVE KEARNY, NJ		
REQUISITION NO:	51805	1	1) -----
P.O. NOS.	20866	NJ STATE CONTRACT	2) 200,000.00
DESCRIPTION	MICROSOFT SOFTWARE REQUIREMENTS-4 MOS.		3) 200,000.00
AWARDED TO:	SOFTWARE SPECTRUM LIBERTY LAKE, WA		
REQUISITION NO:	50447	1	1)\$ -----
P.O. NO:	20872	NY STATE CONTRACT	2) 108,192.25
DESCRIPTION:	VARIOUS BATTERIES-2 YR.		3) 114,997.00
AWARDED TO:	GOLDCREST ELECTRONICS SCHENECTADY, NY		

*ADVERTISED

(Board - 12/4/97)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 51402		4*	1) \$ 176,000.00
P.O. NO: 20906			2) 155,000.00
DESCRIPTION: GENUINE CHRYSLER PARTS-2 YR.			3) 140,000.00
AWARDED TO: WOODBRIDGE DODGE INC. WOODBRIDGE, NJ			
REQUISITION NO: 51403		3*	1) 211,500.00
P.O. NO: 20913			2) 156,275.00
DESCRIPTION: GENUINE GM PARTS-2 YR.			3) 150,000.00
AWARDED TO: MILEA TRUCK SALES CORP. BRONX, NY			
REQUISITION NO: 52147		1	1) -----
P.O. NOS: 20920		NY STATE CONTRACT	2) 130,020.00
DESCRIPTION: CARPET TILES FOR WTC			3) 130,020.00
AWARDED TO: BROCKPORT-SHAW CARPET, INC. ROCHESTER, NY			

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO:	52192	1	1)\$	-----	
P.O. NOS:	20938			2) 88,333.31	
DESCRIPTION:	DELCO ELECTRICAL PARTS-10 MOS.	NJ STATE CONTRACT		3) 75,000.00	
AWARDED TO:	GOLDIE'S AUTOMOTIVE KEARNY, NJ				
REQUISITION NO:	51596	6*	1)\$	180,000.00	
P.O. NO:	20966			2) 80,812.50	
DESCRIPTION:	MACHINE SWEEPING @ NEWARK AIRPORT-2 YR			3) 100,000.00	
AWARDED TO:	DEPENDABLE POWER SWEEPING HACKENSACK, NJ				
REQUISITION NO:	51804	3*	1)\$	281,860.00	
P.O. NO:	20970	10% MBE PREFERENCE		2) 245,600.00	
DESCRIPTION:	FIXED MOBILE TERMINALS			3) 225,000.00	
AWARDED TO:	AJ EQUIPMENT CORP. NEW YORK, NY				\$253,200.00
REQUISITION NO:	51748	4*	1)\$	130,000.00	
P.O. NO:	21001			2) 114,400.00	
DESCRIPTION:	GENUINE NAVISTAR PARTS-2 YR			3) 130,000.00	
AWARDED TO:	INTERNATIONAL TRUCK OF CENTRAL NJ HILLSIDE, NJ				

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52192 P.O. NOS: 20938 DESCRIPTION: DELCO ELECTRICAL PARTS-10 MOS.	1 NJ STATE CONTRACT	1)\$ ----- 2) 88,333.31 3) 75,000.00
AWARDED TO: GOLDIE'S AUTOMOTIVE KEARNY, NJ		
REQUISITION NO: 51596 P.O. NO: 20966 DESCRIPTION: MACHINE SWEEPING @ NEWARK AIRPORT-2 YR	6*	1)\$ 180,000.00 2) 80,812.50 3) 100,000.00
AWARDED TO: DEPENDABLE POWER SWEEPING HACKENSACK, NJ		
REQUISITION NO: 51804 P.O. NO: 20970 DESCRIPTION: FIXED MOBILE TERMINALS	3* 10% MBE PREFERENCE	1)\$ 281,860.00 2) 245,600.00 3) 225,000.00
AWARDED TO: AJ EQUIPMENT CORP. NEW YORK, NY	\$253,200.00	
REQUISITION NO: 51748 P.O. NO: 21001 DESCRIPTION: GENUINE NAVISTAR PARTS-2 YR	4*	1)\$ 130,000.00 2) 114,400.00 3) 130,000.00
AWARDED TO: INTERNATIONAL TRUCK OF CENTRAL NJ HILLSIDE, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52293 P.O. NO: 21027 DESCRIPTION: VARIOUS GE LAMPS-11 MOS.	1 NY STATE CONTRACT	1)\$ ----- 2) 250,000.00 3) 250,000.00
AWARDED TO: G.E. LIGHTING GLEN ALLEN, VA		
REQUISITION NO: 52330 P.O. NO: 21051 DESCRIPTION: GF WORKSTATION COMPONENTRY	1 GSA PRICING	1) ----- 2)\$ 447,044.00 3) 466,000.00
AWARDED TO: G.F. OFFICE FURNITURE LTD CANFIELD, OH		
REQUISITION NO: 51875 P.O. NO: 21057 DESCRIPTION: 15KV POWER CABLE	3*	1)\$ 105,060.00 2) 97,136.40 3) 103,400.00
AWARDED TO: OKONITE COMPANY LITTLE FALLS, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52099 P.O. NO: 21199 DESCRIPTION: WAITER/WAITRESS/BARTENDER SERVICE & UTILITY ENTRY SERVICE	3	1)\$ 222,400.00 2) 143,200.00 3) 165,000.00
AWARDED TO: EDEN CORPORATE DINING SERVICES NEW YORK, NY		
REQUISITION NO: 52199 P.O. NO: 21265 DESCRIPTION: SUPPLY LABOR & SUPPLEMENT PARTS FOR EXISTING GF WORKSTATIONS @ WTC	2*	1)\$ 469,226.25 2) 444,150.00 3) 475,000.00
AWARDED TO: C.F. RUTHERFORD & ASSOCIATES NEW YORK, NY		
REQUISITION NO: 51008 P.O. NO: 21297, 21298 & 21299 DESCRIPTION: VARIOUS SAFETY ITEMS-2 YR	1* 6 PARTIAL BIDS	1)\$ ----- 2) 398,844.55 3) 367,880.00
AWARDED TO: 21297 - EASTCO INDUSTRIAL SAFETY HUNTINGTON STATION, NY	\$ 64,742.50	
21298 - FREMONT INDUSTRIAL CORP. WESTBURY, NY	118,454.32	
21299 - FORT LEE HARDWARE & SUPPLY FORT LEE, NJ	170,414.30	
TOTAL AWARD	\$353,611.12	
*ADVERTISED		

(Board - 12/4/97)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52408	1	1)\$ -----
P.O. NO: 21452	NJ STATE CONTRACT	2) 81,361.32
DESCRIPTION: VARIOUS VALVES-2 YR		3) 95,000.00
AWARDED TO: GRANT SUPPLY CO. NORTH BRUNSWICK, NJ		
REQUISITION NO: 52477	1	1)\$ -----
P.O. NO: 21347	NY STATE CONTRACT	2) 250,000.00
DESCRIPTION: SIGN & TRAFFIC CONTROL MATERIALS-1 YR		3) 450,000.00
AWARDED TO: 3M COMPANY SAINT PAUL, MN		

*ADVERTISED

(Board - 12/4/97)

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
Purchase of Storage Silo for Solid Chemical at John F. Kennedy International Airport Reed Systems Inc. Ellenville, NY	Sole Source	2) \$ 85,000
PNM 35-95 Port Newark/Elizabeth-Port Authority Marine Terminal - Extension of Purchase Order Contract - Call-in Railroad Repair Contract Railroad Construction, Inc. Paterson, NJ	Existing Contract*	2) \$ 178,917 3) 10,735

*First of two one-year renewal options.

(Board - 12/4/97)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period July 1, 1997 to September 30, 1997.

NAME	FACILITY	AMOUNT COLLECTED
BORDERLINE COLLISION	John F. Kennedy International Airport	\$ 800.77
CONDOR AIR/SEA TRANS	LaGuardia Airport	2,089.13
DELTA AIRLINES	John F. Kennedy International Airport	561.95
EL AL AIRLINES	John F. Kennedy International Airport	1,367.00
FMDM INC.	LaGuardia Airport	49.29
FRIEDMAN LEONID	Holland Tunnel	9,573.75
MAHER TERMINAL	Port Elizabeth	237.21
POLANSKI JOHN R	Newark International Airport	484.00
REYES ALAN L	Off Property	1,022.03
VENUTO JOHN	Off Property	1,136.80
	TOTAL	\$ 17,321.93

(Board - 12/4/97)

PAYMENTS RECEIVED ON CLAIMS NOT YET CLOSED

NAME	FACILITY	AMOUNT COLLECTED
ACCESSORY PLACE	Bankruptcy Claim	\$ 2,986.79
ANTAO & CHUANG	World Trade Center	1,300.00
PACHECO & LUGO	World Trade Center	22,096.20
DAVID OWENS	World Trade Center	85.00
VIKING SEA FREIGHT	Bankruptcy Claim	6,000.00
STERLING OPTICAL	Bankruptcy Claim	867.98
AIRPORT BOOK SHOP	LaGuardia Airport	60,303.45
AVNE	Bathgate Industrial Park	36,887.50
	TOTAL	\$ 130,526.92
	TOTAL COLLECTED	\$ 147,848.85

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
APFEL SHEILA	George Washington Bridge	\$ 300.00
BENINATI SALVATORE	Bayonne Bridge	800.00
BRADLEY JARRELL/PRU	Off Property	7,077.03
CHUNG JAEHO	George Washington Bridge	1,172.57
FORD PATRICIA	John F. Kennedy International Airport	1,881.42
HEALY MAUREEN/PRUDENTIAL	Off Property	465.76
JORDON MARY GRACE	George Washington Bridge	940.86
KOGAN MIKHAIL	George Washington Bridge	634.00
LEWIS RENEE	Outerbridge Crossing	2,490.00
O'NEIL LEWIS	Brooklyn Piers	14,448.13
PERSAUD GANESH	Newark International Airport	980.00
PISCIOTTA COSIMO	Holland Tunnel	591.00
ROTH GIL	George Washington Bridge	466.73
BERLIN SALLY	Lincoln Tunnel	20,000.00
BRUNO JOHN J	John F. Kennedy International Airport	22,500.00
CAMPBELL EUPHRASINE	John F. Kennedy International Airport	2,500.00
LEACOCK JOYCE	John F. Kennedy International Airport	30,000.00
LEACOCK JUNEANN	John F. Kennedy International Airport	110,000.00
SAMUEL VARGESE	John F. Kennedy International Airport	25,000.00
SMITH WILLY	Brooklyn Piers	250,000.00
WILLIAMS MICHAEL	John F. Kennedy International Airport	100,000.00
IOANNOU GARY	George Washington Bridge	100.00
ESPOSITO RICHARD	Outerbridge Crossing	100.00
RALPH MARYANN	Bayonne Bridge	274.54
STONICK JOHN	George Washington Bridge	180.00
ANDERSON COURTNEY	World Trade Center	4,250.00
BATEMAN BARRY	World Trade Center	4,250.00
BURNETT HARTLYN	World Trade Center	4,250.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
FRANCO ANNA	World Trade Center	\$ 4,250.00
GOLD ROCHELLE	World Trade Center	4,250.00
HOLQUINN JENNY & LUIS	World Trade Center	4,250.00
MUNAFO JOSEPH & CAROLYN	World Trade Center	4,250.00
SCOTT A & HARRIS E	World Trade Center	4,250.00
BOUDEAU OLGA	Off Property	15,000.00
TORRES DOMINIQUE	World Trade Center	35,000.00
CROFFIE FRANCIS K	John F. Kennedy International Airport	2,277.93
RICHARDSON HARRY	George Washington Bridge Bus Station	7,500.00
SAGGINARIO BOB/P MESSINA	LaGuardia Airport	12,500.00
BROWN ROY B	John F. Kennedy International Airport	6,000.00
FANIZZA MARY	John F. Kennedy International Airport	260.00
FERGUSON SHEILA	Newark International Airport	60.00
HU YE XING	John F. Kennedy International Airport	15,000.00
IMPARATO MICHAEL	John F. Kennedy International Airport	320,000.00
LIN LISA/FIRST TRENTON	Holland Tunnel	117.22
SHLAU BELLA	Newark International Airport	65,000.00
BELGRAVE JOSEPH JR	George Washington Bridge	1,099.00
CAVALIERE BENEDICT	LaGuardia Airport	115.00
COMETA ANGELO	George Washington Bridge	450.00
DAVIS REBECCA	LaGuardia Airport	45.00
DRABICKI ROBERT	Newark International Airport	309.20
DREXLER SONIA	John F. Kennedy International Airport	202.00
ESTES GENE	Newark International Airport	479.00
EVANS WAYNE	Newark International Airport	120.31
GERSTEIN DAVID/USAA	Holland Tunnel	6,615.15
GODOY MOISES	Lincoln Tunnel	300.00
GREENSTEIN AARON	Lincoln Tunnel	463.75

(Board - 12/4/97)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
HLAVATY MICHAEL	Newark International Airport	\$ 142.00
INFINITY TOURS INC	George Washington Bridge	1,000.00
KHALIL SALAH	John F. Kennedy International Airport	400.00
LEIB WILLIAM	George Washington Bridge	344.50
MAYREDDY BALAJI	Newark International Airport	76.32
NORMAN VINCENT F	Newark International Airport	105.00
NORTH STEVEN	George Washington Bridge	244.82
PMB CONSTRUCTION	John F. Kennedy International Airport	275.00
PALAN SUSAN	Newark International Airport	300.00
PARKE LEIGHTON	Holland Tunnel	438.89
PHILLIPS JULIET	LaGuardia Airport	697.45
PICINICH MARYANN	George Washington Bridge	128.00
POLANSKI JOHN	Newark International Airport	363.00
REDSTONE MARYANN	George Washington Bridge	450.00
ROSENBERG JOEL	Newark International Airport	577.95
SMALLS DEBORAH	Bus Terminal	724.54
STORER PETER	LaGuardia Airport	263.38
STRAND JOHN	Outerbridge Crossing	350.00
US SECRET SERV	World Trade Center	125.00
VETTOSO JOHN	George Washington Bridge	300.00
YELARICH JOHN	Newark International Airport	136.50
GOODMAN SHEILA	Bus Terminal	750.00
LEIBOWITZ FRANCIS	George Washington Bridge Bus Station	250.00
CRUZ PERCIO	LaGuardia Airport	6,000.00
SINGH JASPAL	LaGuardia Airport	6,000.00
WINFIELD VIRGINIA	Newark International Airport	7,500.00
DWORSKY DOROTHY (EST)	Bus Terminal	32,500.00
JOHNSON MARIA	Bus Terminal	300,000.00

(Board - 12/4/97)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
SHACKELFORD NANCY SUE	Newark International Airport	\$ 40,000.00
BOVE ROBERT M	John F. Kennedy International Airport	47,500.00
SAHLI PATRICIA	Newark International Airport	3,750.00
FENNER EDNA	Newark International Airport	1,200.00
HAYNES SHERWIN	George Washington Bridge Bus Station	47,500.00
NEELY KEVIN & TONIA	World Trade Center	350,000.00
RUIZ MIGUEL	Bus Terminal	375,000.00
STILLMAN SUSAN & ANDREW	LaGuardia Airport	190,000.00
BAILEY TERRY	Newark International Airport	107.00
BRIGHT STEPHEN	Newark International Airport	167.74
KNAPP CAROL A	Newark International Airport	62.65
	TOTAL	\$ 2,531,545.34

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, December 18, 1997

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, December 18, 1997, 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. John J. Haley, Jr.
 Hon. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 George L. Cancro, Jr., Director, Office of Ferry Transportation
 Willaiam R. DeCota, Deputy Director, Aviation
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Linda C. Handel, Staff Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Gita Kalra, Attorney, Law
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Fred V. Morrone, Director, Public Safety
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Robert E. Van Etten, Inspector General
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Peter B. Yunis, Executive Assistant to the Chairman
 Margaret R. Zoch, Director, Budget

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

The public meeting was called to order by Chairman Eisenberg at 2:44 p.m. and ended at 2:56 p.m. The Board also met in executive session on December 4 and prior to the public meeting. In addition, the Board held a planning meeting in executive session on December 4, 1997.

Report of Committee on Operations

The Committee on Operations reported, for information, on action taken and matters discussed in executive session at its meeting on December 18, 1997, which included a discussion of personnel and lease matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom 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 December 18, 1997, which included a discussion of George Washington Bridge ramp rehabilitation and a supplemental lease agreement with British Airways at John F. Kennedy 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.

Report of Committee on Capital Programs and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on December 18, 1997, which included a discussion of matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom we deal, and the report was received.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on December 18, 1997, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, of action taken and matters discussed in executive session at its meeting on December 18, 1997, which included a 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.

Staff Report

A presentation was made by staff on the progress of various tunnel and bridge construction projects authorized by the Board in the past eighteen months.

Confidential Item

This item shall be treated as confidential, and shall not be available for public inspection until the appropriate time.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - CITY OF NEW YORK -
MODIFICATION OF RIGHTS IN CONNECTION WITH PROPERTY KNOWN
AS PARCEL 7**

It was recommended that the Board authorize the Executive Director to execute the Thirteenth Supplemental Agreement to the Municipal Air Terminals Agreement with the City of New York dated April 17, 1947. It would modify certain conditions and reservation of rights provided for in the Sixth Supplemental Agreement and thereby allow the City or a successor-in-interest to dispose of a portion of "Parcel 7" (originally part of the letting of John F. Kennedy International Airport but surrendered to the City in 1965) in order that a developer might develop it for the use of the Federal Aviation Administration or other user.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized in his discretion, for and on behalf of the Port Authority, to execute the Thirteenth Supplemental Agreement to the Municipal Air Terminals Agreement with the City of New York dated April 17, 1947 in accordance with the terms outlined or referred to above, and to do all other things necessary or appropriate in implementation furtherance thereof; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General counsel or his authorized representative.

**GEORGE WASHINGTON BRIDGE - NEW YORK RAMPS REHABILITATION - PROJECT
AUTHORIZATION AND AUTHORITY TO AWARD CONTRACT GWB-244.020**

The Henry Hudson ramps comprise the elevated and on-grade roadways on the New York side of the George Washington Bridge that connect the upper and lower levels of the bridge with the Henry Hudson Parkway, Riverside Drive and local city streets. Some of the existing ramps were constructed in the 1920s along with the original construction of the George Washington Bridge. As part of the George Washington Bridge lower level expansion project (1958-1962), the original alignment was changed and the remaining ramps were added which constitute the present configuration.

Deterioration to various elements of the ramp structures due to age and exposure to moisture and de-icing chemicals has reached the point where comprehensive rehabilitation and enhancement is needed to restore the roadway to full capacity and to meet current technical and safety standards. Routine structural inspections starting in 1990 revealed that a significant number of structural deficiencies required correction on a priority basis to ensure the integrity of the ramps. The importance of accomplishing the work quickly to meet established time limits prompted the decision to develop a separate contract to correct the structural deficiencies, Contract GWB-381, which was awarded in May 1996 and is scheduled for completion in May 1998. The bulk of the rehabilitation to be accomplished under this project includes civil, electrical, structural, and traffic related refurbishment that will extend the useful life of this interchange and bring it to current state of good repair standards. The work will be staged to minimize impact on facility operations and the traveling public. Work requiring lane closures will be performed during nighttime hours during the week and on weekends when traffic volumes are at reduced levels.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project for the rehabilitation of the New York elevated ramps at the George Washington Bridge at an estimated total project cost of \$38.4 million including payments to contractors, allowance for extra work (if necessary) and net cost work, engineering, administration and financial expenses and a project contingency, be and the same is hereby 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:

a) award Contract GWB-244.020 for the New York Elevated Ramps Rehabilitation at an estimated cost of \$24 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 the Executive Director deems reasonable, and to order extra work up to 6 percent of the bid accepted; and to order net cost work, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as he deems in the best interest of the Port Authority; and

b) take action with respect to purchase and other construction contracts and agreements for professional and advisory services related to the foregoing project as the Executive Director deems in the best interest of the Port Authority, including, without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or same requirement, or negotiation with one or more bidders or other contractors; and to 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 to obtain permits and licenses and to enter into such other agreements with Municipal and other entities as may be necessary to effectuate the project; and it is further

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

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - BRITISH AIRWAYS, PLC -
LEASE AYB-876 - REVISIONS TO BOARD AUTHORIZATION OF MARCH 20,
1997 FOR PAYMENT FOR ROADWAY/PARKING/TERMINAL
IMPROVEMENTS AND REVISION TO BOARD AUTHORIZATION OF
MAY 9, 1996 FOR LIGHT RAIL SYSTEM EXPENDITURES**

It was recommended that the Board authorize: 1) A revision to increase its May 9, 1996 Board Light Rail System (LRS) expenditure authorization of \$56 million by \$8 million to provide for early action items for project implementation and that said increase of \$8 million be expended for early action items consisting of portions of the LRS project to be designed and constructed by British Airways, PLC; and 2) the Executive Director to include in the previously authorized (March 20, 1997 Board) supplement to the lease agreement with British Airways, PLC (BA) at John F. Kennedy International Airport (JFK) provisions which would: (a) provide for Port Authority reimbursement to BA for the design and construction of various structural elements of the LRS which BA would construct for the Port Authority at an estimated amount not to exceed \$8 million; (b) increase the previously authorized acreage in the March 20, 1997 Board to be added to the BA leasehold from 1.5 acres to up to approximately 3 acres for BA's terminal expansion; and, (c) include the results of the environmental baseline study conducted to identify any pre-existing ground contamination in the additional acreage.

The LRS that is planned for Terminals 5, 6 and 7 is within the construction site limits of the BA project authorized by the Board at its March 20, 1997 meeting. BA's design and construction would also include the design and construction of certain portions of the LRS project within the construction site limits of the BA project, which LRS portions would consist generally of eighteen shared foundations and columns and ten independent LRS foundations and columns, and certain other related work. Since FAA approval of the LRS project is still pending, the Port Authority would reserve the right in the lease supplement to notify BA not to commence its work on the LRS portions or to suspend or discontinue such work.

The Port Authority would reimburse BA for the cost of the LRS portions of the LRS project which BA would design and construct, with such reimbursement to be in an amount not to exceed \$8 million. Such Port Authority reimbursement to BA will be made on a regular basis for completed work on the LRS portions after the same have been reviewed and approved by the Port Authority.

The terminal frontage area to be added to the BA leasehold under the lease supplement will now consist of up to approximately 3 acres. In addition, an area on the parking deck to be constructed by BA consisting of approximately .5 acres will be added to the BA leasehold upon completion of the parking deck. The lease supplement would set forth the additional ground rental applicable to the added new premises.

The lease supplement would include the results of the environmental baseline study conducted to identify any pre-existing ground contamination in the additional acreage of up to approximately 3 acres to be added to the BA leasehold under the supplement. BA would not be responsible for remediation of any such pre-existing ground contamination described in the lease supplement and not caused by BA. Incidental expenses of approximately \$25,000 for

the replacement of monitoring wells and removal of soil will be the responsibility of the Port Authority. The costs of the environmental baseline study, estimated at \$70,000, would be paid by the Port Authority as follows: one-half of such costs would be treated as an eligible expenditure under the \$43 million authorized by the Board for the BA project at its March 20, 1997 meeting, the other half of said costs would be paid separately by the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the resolution of the Board adopted at its meeting on May 9, 1996 covering the John F. Kennedy International Airport Access Project for the automated Light Rail Transit (LRS) system is hereby amended and supplemented to provide for an additional amount of \$8 million for the advancement of Port Authority funds for the LRS project (for a total Airport Access project budget of \$64 million) and to provide that said increase of \$8 million to be expended for early action items consisting of certain LRS work needed for those portions of the LRS project to be located in the CTA and which work is to be performed by British Airways, PLC under the supplemental lease agreement authorized by the Board by its resolution adopted at its meeting on March 20, 1997 as supplemented and amended by the resolution hereinbelow set forth; and it is further

RESOLVED, that the resolution of the Board adopted at its meeting on March 20, 1997 covering the proposed supplemental agreement to the lease agreement between the Port Authority and British Airways, PLC. at John F. Kennedy International Airport is hereby amended and supplemented so 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 British Airways, PLC, substantially in accordance with the terms and conditions of the March 20, 1997 resolution of the Board as hereby amended and supplemented; the form of said agreement shall be subject to the approval of General Counsel or his authorized representative.

**NEWARK INTERNATIONAL AIRPORT - AIRIS NEWARK, L.L.C. - LEASE
ANA-884 - SUPPLEMENTAL AGREEMENT**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a supplemental agreement to Lease ANA-884 with Airis Newark, L.L.C., at Newark International Airport (EWR), to add up to approximately 1.76 acres to the premises for the remainder of the Lease's 25-year term at an additional rental of up to \$123,504 per annum, subject to annual CPI and Airport Services adjustments, with the Lessee being solely responsible for any and all environmental conditions, damage, presence of hazardous substances, and remediation of the same.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Lease ANA-884 with Airis Newark, L.L.C., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**ARTHUR KILL CHANNEL - PRECONSTRUCTION ENGINEERING AND DESIGN
COST SHARING AGREEMENT WITH THE UNITED STATES ARMY CORPS
OF ENGINEERS**

The 1996 Federal Water Resources Development Act (WRDA) in Section 301 (b)(11) for a navigation project identified as the "Arthur Kill, New York and New Jersey" project has authorized the Secretary of the Army to carry out deepening to a depth not to exceed 45 feet. However, the conduct of a Preconstruction Engineering and Design (PED) study which in effect is a feasibility study is a prerequisite to the actual design of the project.

The United States Army Corps of Engineers (Corps) estimates the cost for the PED Study to be \$2 million. These costs are shared by the Corps (75 percent) and the Non-Federal Sponsor (25 percent). The standard agreement with the Corps contemplates that excess study costs may occur. In the event that the Government and the Non-Federal Sponsor (the Port Authority) are unable to agree on funding these additional costs, the cost-sharing agreement will be suspended for a period not to exceed six months. If upon the expiration of such period, the parties have not agreed to proceed, the cost-sharing agreement may be terminated by mutual consent.

Entry into this Arthur Kill PED agreement does not obligate any party to implement the 45 foot deepening project. The Study, however, must be completed before the Government can consider actually funding the deepening of Federal channel. The Corps' draft schedule anticipates completing this effort by December 1999. Additionally, Board authorization to sponsor the final design and construction would be sought as the feasibility study nears conclusion.

Deeper channels and associated berths within the Port of New York and New Jersey could result in the recapture of cargo from ports with greater depths (e.g., Nova Scotia and Virginia) as well as increased numbers of containers moving through Port Authority terminals. Deeper channels and berths are needed to enhance the Port's competitiveness and market share, and ensure the safety of vessels transiting the region's waterways.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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) enter into an agreement with Department of the Army and sign associated documents to allocate costs for a Preconstruction Engineering and Design (PED) Study for the "Arthur Kill, New York and New Jersey," Navigation Project authorized by the 1996 Water Resources Development Act involving deepening to a depth of not more than 45 feet, estimated to cost \$2 million, the Non-Federal Sponsor's Share, i.e., 25 percent, to be paid by the Port Authority; and (b) in order to fund the Non-Federal Sponsor's share of the Arthur Kill PED Study, pay an amount estimated at \$500,000; and it is further

RESOLVED, that the form of all agreements and documents necessary to effectuate the Arthur Kill PED Study shall be subject to approval of General Counsel or his authorized representative.

**PORT AUTHORITY INDUSTRIAL PARK AT YONKERS - BBA PROJECT, INC. -
SUPPLEMENTAL LEASE AGREEMENT - EXPANSION OF EXISTING SPACE**

It was recommended that the Board authorize the Executive Director to enter into a supplemental lease agreement with BBA Project, Inc. (BBA) covering the expansion of its current space in Building 7 at the Port Authority Industrial Park at Yonkers substantially in accordance with the terms and conditions outlined below or on such other terms as the Executive Director deems appropriate provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined below the final terms of the supplemental lease agreement will be subject to the approval of the Committee on Operations.

The proposed supplemental lease agreement will provide for the letting of approximately 9,200 additional rentable square feet for a period expiring on October 31, 2000. BBA will pay an aggregate basic rental for the expansion space over the approximate two-year, eleven-month term of the letting of approximately \$188,000. BBA will pay its pro rata share of common operating and maintenance expenses and will pay annual PILOT of approximately \$9,200.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 lease agreement with BBA Project, Inc. covering the letting of approximately 9,200 rentable square feet of expansion space in Building 7 at the Port Authority Industrial Park at Yonkers substantially in accordance with the terms outlined above or on such other terms as the Executive Director deems appropriate subject to the conditions set forth in the following delegation; the form of such supplemental lease agreement shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

THE WORLD TRADE CENTER - FRED ALGER MANAGEMENT, INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Fred Alger Management, Inc. (FAM) upon the terms outlined below or on such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined, the terms of the lease agreement will be subject to the approval of the Committee on Operations.

The proposed agreement covers approximately 35,000 rentable square feet of office space on the ninety-third floor of One World Trade Center for a term of approximately 16 years and two months commencing on or about March 1, 1998, at an aggregate basic rental over the full term of approximately \$17.3 million, with an option to lease the remainder of that floor upon the same terms and conditions as the original space provided said option is exercised within six months after commencement of the lease agreement. FAM will pay its proportional share of increases in operating and maintenance costs over the actual costs for the 1999 calendar year and will pay increases in payments in lieu of taxes as provided in the lease agreement. FAM will have assignment, subleasing, expansion and renewal rights as set forth in the lease. The lease may reserve a right to relocate FAM at Port Authority expense to similar premises within the top zone of One World Trade Center. A commission will be payable to Insignia/Edward S. Gordon Co., Inc., in connection with the lease agreement and in accordance with the terms of the agency agreement with Gordon dated as of March 3, 1995, which is applicable to the space covered by the proposed lease agreement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Fred Alger Management, Inc., substantially in accordance with the terms outlined above, or on such other terms as the Executive Director deems appropriate subject to the conditions set forth in the following delegation; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

**JONES LANG WOOTTON - BROKERAGE AGREEMENT - 199 WATER STREET -
SUBLEASE AGREEMENT**

It was recommended that the Board authorize the Executive Director to: 1) enter into an agreement(s) to sublet approximately 30,800 rentable square feet (rsf) of office space at 199 Water Street, New York, New York, and 2) enter into an exclusive brokerage agreement with Jones Lang Wootton (JLW) to act as the Port Authority's real estate broker in connection with the subleasing of such office space, substantially in accordance with the terms set forth below.

In connection with the execution of a lease for office space at The World Trade Center entered into in August 1997 with RMJ Holdings, Inc., a subsidiary of EXCO Plc. (EXCO), EXCO entered into an assignment agreement with the Port Authority under which the Port Authority agreed to assume EXCO's obligations under its lease at 199 Water Street, New York, New York, effective on or after January 1, 1998. The Water Street lease covers approximately 30,800 rsf of office space at an aggregate cost to the Port Authority of approximately \$11.8 million consisting of a fixed rent of approximately \$40 per rsf exclusive of increases in operating and maintenance expenses. In order to effectively market the Water Street space which has a remaining term of less than eight years, it is anticipated that the Port Authority will incur advertising and marketing expenses and will have to provide a subtenant with a work letter and a free rent period.

It is therefore recommended that the Executive Director be authorized to enter into a sublease agreement(s) covering the Water Street space at a gross effective rent of not less than \$11 per rsf including increases in operating and maintenance expenses and taxes.

It is also proposed to retain JLW to act as the Port Authority's exclusive real estate broker for the subleasing of the Water Street office space for a twelve-month period with the Port Authority having options to extend such period for two three-month periods at a commission rate calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977, if JLW or the Port Authority arrange for the sublease of the space. In the event the office space subleasing is arranged through the efforts of another broker, JLW will receive a total commission equal to 150 percent of the brokerage commission calculated at the said authorized rates and JLW would be responsible to pay such other broker.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 sublease agreement(s) covering approximately 30,800 rentable square feet of office space at 199 Water Street, New York, New York, and to enter into an exclusive brokerage agreement with Jones Lang Wootton in connection with the subleasing of this space on behalf of the Port Authority, substantially in accordance with the terms and conditions outlined above; the form of the agreement(s) in each instance shall be subject to the approval of General Counsel or his authorized representative.

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 October 1, 1997 to October 31, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK110134	INTERNATIONAL ARRIVALS BUILDING FIRE ALARM SYSTEM REPLACEMENT JOHN F. KENNEDY INTERNATIONAL AIRPORT FISCHBACK AND MOORE, INC.	2,990,000(A) 449,000(D) 3,439,000	2,990,000(A) 381,691(D) 3,371,691
JFK220083	REDEVELOPMENT OF AERONAUTICAL GUIDANCE SIGNING JOHN F. KENNEDY INTERNATIONAL AIRPORT JWP WELSBACH ELECTRIC CORP.	7,130,000(A) 25,000(C) 356,500(D) 250,000(E) 7,761,500	7,130,000(A) 210,177(C) 356,500(D) 235,223(E) 7,931,900
JFK727	REPLACEMENT OF ROOF DOORS AND RECESSED FLOORING FOR ENTRANCE MATS FOR THE END-FIRE GLIDE SLOPE JOHN F. KENNEDY INTERNATIONAL AIRPORT SHERIDAN INTERNATIONAL ENTERPRISES, INC.	96,484(A) 8,000(D) 104,484	95,784(A)(F) 6,505(D) 102,289
LGA560A	REPLACEMENT OF HEATING SYSTEMS UNDER COOLING TOWER LAGUARDIA AIRPORT JANCO CONTRACTING CORP.	184,000(A) 15,000(D) 20,000(G) 219,000	184,000(A) 15,000(D) 19,047(G) 218,047
LGA572	ROADWAY LIGHTING-PARKING LOTS 10W TO 10E ENTRANCE LAGUARDIA AIRPORT HI-AMP ELECTRICAL CONTRACTING CORP.	355,000(A) 9,000(D) 27,000(H) 391,000	355,000(A) 9,000(D) 15,750(H) 379,750
EWR184107	EWR REDEVELOPMENT PROGRAM LONG TERM PARKING LOTS REHABIL- ITATION AND MODIFICATIONS NEWARK INTERNATIONAL AIRPORT C.H. WINANS CO.	3,325,092(A) 1,192,405(B)(J) 150,000(C)(J) 1,144,000(D)(I)(J) 5,811,497	3,262,157(A)(K) 1,385,971(B)(J)(T) 124,187(C)(J) 961,655(D)(I)(J)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
EWR583	REHABILITATION OF BUILDING NO. 150 PARKING LOT NEWARK INTERNATIONAL AIRPORT JAB CONSTRUCTION, INC.	130,000(A) 7,800(D) 137,800	116,500(A)(L) 4,500(D) 121,000
EWR645	DISPOSAL OF NON-HAZARDOUS SOIL AND CONSTRUCTION DEBRIS NEWARK INTERNATIONAL AIRPORT PERFETTO CONTRACTING CO., INC.	60,000(A) 394,000(B)(M) 30,000(C) 122,168(D)(O) 193,832(N)(O) 800,000	60,000(A) 394,000(B)(M) 0 (C) 122,168(D)(O) 193,832(N)(O) 770,000
EWR657A	UTILITY CONNECTIONS TO BUDGET AND DOLLAR RENTAL FACILITIES NEWARK INTERNATIONAL AIRPORT DUMOR CONTRACTING, INC.	42,846(A) 3,428(D) 46,274	42,846(A) 0 (D) 42,846
EWR995602	36" DIAMETER COOLING WATER INTAKE PIPE CLEANING, INSPECTION AND REPAIR PHASE II NEWARK INTERNATIONAL AIRPORT MILLER PIPELINE, INC.	596,975(A) 138,905(B) 45,000(D) 780,880	596,975(A) 65,051(B) 37,632(D) 699,658
PST169A	REHABILITATION OF PIER GANGWAY SYSTEM PIERS 88, 90 AND 92 NEW YORK CITY PASSENGER SHIP TERMINAL UNIVERSAL FABRICATORS, INC.	1,075,000(A) 50,000(C) 86,000(D) 1,211,000	1,075,000(A) 141,624(C) 990(D) 1,217,614
GWB342A	NEW JERSEY APPROACHES REHABILITATION LIGHTING SYSTEM GEORGE WASHINGTON BRIDGE LIGHTNING SERVICE ELECTRIC CORP.	992,000(A) 20,000(C) 100,000(D) 18,556(P) 1,130,556	992,000(A) 3,680(C) 33,136(D) 18,556(P) 1,047,372
AK0145	DRAINAGE SYSTEM REHABILITATION OUTERBRIDGE CROSSING FRANCIOSI CONSTRUCTION CORPORATION	237,044(A) 10,000(C) 24,000(D) 271,044	237,044(A) 1,974(C) 6,210(D) 245,228
BT341	MASONRY REPAIRS AND REPOINTING PORT AUTHORITY BUS TERMINAL CAPPRY CONTRACTING MANAGEMENT CORP.	237,005(A) 149,995(B) 28,000(C) 31,000(D) 446,000	237,005(A) 113,963(B) 0 (C) 0 (D) 350,968

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
WTC115273	ASBESTOS ABATEMENT ONE WTC 30TH FLOOR THE WORLD TRADE CENTER ASBESTOS CONTAINMENT SERVICES, INC.	698,900(A) 10,000(C) 55,912(D) 764,812	673,345(A)(Q) 1,209(C) 0 (D) 674,554
WTC115274	ASBESTOS ABATEMENT ONE WTC 33RD FLOOR THE WORLD TRADE CENTER ASBESTOS CONTAINMENT SERVICES INC.	380,000(A) 10,000(C) 30,400(D) 420,400	362,657(A)(R) 1,215(C) 0 (D) 363,872
WTC115286	ASBESTOS ABATEMENT ONE AND TWO WORLD TRADE CENTER FLOORS 7, 41, AND 75 M.E.R. SETBACKS THE WORLD TRADE CENTER ASBESTOS CONTAINMENT SERVICES INC.	882,000(A) 65,000(C) 44,000(D) 991,000	882,000(A) 43,000(C) 30,000(D) 955,000
WTC191A	MECHANICAL EQUIPMENT ROOMS INSTALLATION OF CHILLED WATER SHUT-OFF VALVES 1, 2 & 4 WTC THE WORLD TRADE CENTER NOAH'S INDUSTRIAL MARINE & SHIP REPAIR, INC.	124,980(A) 10,000(D) 6,000(S) 140,980	124,980(A) 10,000(D) 4,875(S) 139,855
WTC194	REHABILITATION OF THE WORLD TRADE CENTER LOADING DOCK SLAB THE WORLD TRADE CENTER WMS CONSTRUCTION INC.	24,200(A) 238,300(B) 21,000(D) 5,425(P) 288,925	23,741(A)(U) 263,587(B)(T) 1,642(D) 5,425(P) 294,395
WTC206	PERIMETER SECURITY GATES THE WORLD TRADE CENTER GREENPOINT ASSOCIATES CORP.	147,750(A) 15,000(D) 162,750	134,550(A)(V) 8,500(D) 143,050
WTC59401	ELECTRICAL/HVAC UPGRADE PROGRAM RIVER WATERLINES SYSTEMS INTERIOR TO THE WTC THE WORLD TRADE CENTER H. SAND & CO., INC. AND SLATTERY ASSOCIATES INC. A JOINT VENTURE	4,550,000(A) 250,000(C) 455,000(D) 925,000(W) 6,180,000	4,550,000(A) 156,555(C) 408,809(D) 897,505(W) 6,012,869

- (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 Payment" column is the authorized net cost amount.
(D) Extra Work
(E) Memorandum of Authorization dated 11/02/95, increasing extra work in the amount of \$250,000.00

- (F) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$700.00 for liquidated damages for delay in time for completion.
- (G) Memorandum of Authorization dated 12/02/96, increasing extra work in the amount of \$20,000.00
- (H) Memorandum of Authorization dated 12/02/96, increasing extra work in the amount of \$27,000.00.
- (I) Memorandum of Authorization dated 02/14/96, increasing extra work in the amount of \$250,000.00.
- (J) Memorandum of Authorization dated 03/14/96, increasing extra work in the amount of \$550,000.00; an increase in classified work in the amount of \$220,000.00; and an increase in net cost work in the amount of \$80,000.00
- (K) The difference between "Total Authorized" and "Total Payment" represents a deduction for deficiencies in asphalt pavement density in the amount of \$62,934.40.
- (L) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$13,500.00 for deduction for deficiencies in asphalt pavement density.
- (M) Memorandum of Authorization dated 03/28/96, increasing classified work in the amount of \$77,400.00.
- (N) Memorandum of Justification dated 05/07/96, authorizing a supplemental agreement in the amount of \$270,000.00.
- (O) Memorandum of Authorization dated 02/11/97, reallocating monies for extra work in the amount of \$91,168.00; and a decrease in net cost work in the amount of \$15,000.00 and a decrease in Supplemental Work in the amount of \$76,168.00.
- (P) Premium for furnishing performance and payment bond as provided for in the contract.
- (Q) The difference between the "Total Authorized" column and the "Total Payment" column represents backcharges in the amount of \$25,555.50 for the use of containers and elevator hoisting.
- (R) The difference between the "Total Authorized" column and the "Total Payment" column represents backcharges in the amount of \$17,343.00 for the use of containers and elevator hoisting.
- (S) Memorandum of Authorization dated 02/28/97, increasing extra work in the amount of \$6,000.00.
- (T) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000.00 (whichever is less) without further authorization.
- (U) The difference between the "Total Authorized" column and the "Total Payment" column represents backcharges in the amount of \$459.00 for the use of containers.
- (V) The difference between the "Total Authorized" column and the "Total Payment" column represents a credit change order in the amount of \$13,200.00 for stainless steel work.
- (W) Memorandum of Authorization dated 03/28/94, authorizing Supplemental Agreement in the amount of \$925,000.00.

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period October 1, 1997 to October 31, 1997.

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.

(Board - 12/18/97)

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>
10/01/97	\$ 25,000,000	FMCDN	--	11/07/97	99.44	5.440%	5.550%	\$ 24,860,222.23	Prudential Securities
10/03/97	50,000,000	US T-BILL	--	12/26/97	98.86	4.905	5.031	49,427,750.00	The Nikko Securities Co*
10/06/97	25,000,000	GECC CP	--	11/19/97	99.33	5.480	5.594	24,832,555.55	General Electric Capital
10/07/97	25,000,000	FMCDN	--	11/13/97	99.44	5.405	5.511	24,861,121.53	First Chicago Capital Mkt
10/07/97	25,000,000	FMCDN	--	11/28/97	99.22	5.405	5.523	24,804,819.45	First Chicago Capital Mkt
10/07/97	25,000,000	GECC CP	--	11/10/97	99.48	5.480	5.585	24,870,611.10	General Electric Capital
10/08/97	15,000,000	US T-BILL	--	06/25/98	96.36	5.035	5.256	14,454,541.67	Nesbitt Burns Securities
10/08/97	20,000,000	US T-BILL	--	07/23/98	95.94	5.080	5.317	19,187,200.00	Fuji Securities
10/10/97	25,000,000	US T-BILL	--	12/11/97	99.17	4.800	4.907	24,793,333.33	Nesbitt Burns Securities*
10/20/97	5,000,000	US T-NOTE	5.875%	09/30/02	99.17	--	6.070	4,958,593.75	Goldman, Sachs & Co
10/21/97	10,000,000	US T-BILL	--	02/05/98	98.52	4.980	5.125	9,851,983.33	Prudential Securities*

(Board - 12/18/97)

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>
10/22/97	\$ 297,000	USTB (111DS)	--	03/26/98	97.89	4.890%	5.070%	\$ 290,746.91	Fuji Securities
10/22/97	25,000,000	FMCDN	--	12/05/97	99.33	5.450	5.563	24,833,472.23	Goldman, Sachs & Co
10/31/97	<u>25,000,000</u>	US T-BILL	--	01/29/98	98.75	5.020	5.154	<u>24,686,250.00</u>	Goldman, Sachs & Co
	<u>\$ 300,297,000</u>							<u>\$ 296,713,201.08</u>	

BEY - Bond Equivalent Yield

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

(Board - 12/18/97)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
10/01/97	\$ 50,000,000	US T-BILL	--	10/16/97	99.83	4.200%	4.266%	5.570%	\$ 49,912,500.00	Prudential Securities
10/03/97	50,000,000	US T-BILL	--	12/11/97	99.07	4.850	4.964	5.670	49,535,208.36	The Nikko Securities Co*
10/08/97	5,000,000	US T-NOTE	6.000%	07/31/02	99.89	--	6.024	7.200	4,994,531.25	Fuji Securities
10/10/97	25,000,000	US T-BILL	--	12/04/97	99.28	4.700	4.800	5.460	24,820,486.10	Nesbitt Burns Securities*
10/15/97	5,000,000	US T-NOTE	5.875	08/31/99	99.91	--	5.924	6.920	4,995,312.50	Goldman, Sachs & Co
10/21/97	<u>10,000,000</u>	US T-BILL	--	01/29/98	98.64	4.885	5.021	5.670	<u>9,864,305.56</u>	Prudential Securities*
	<u>\$ 145,000,000</u>								<u>\$ 144,122,343.77</u>	

BEY - Bond Equivalent Yield

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

(Board - 12/18/97)

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>
Eastbridge Capital	10/01/97	10/02/97	\$ 5,875,000	5.570%	\$ 908.99
Zions First National Bank	10/01/97	10/02/97	5,925,000	5.560	915.08
Fuji Securities	10/01/97	10/02/97	18,423,000	5.550	2,840.21
Lehman Brothers	10/01/97	10/02/97	24,762,500 *	5.550	3,817.55
Lehman Brothers	10/01/97	10/02/97	24,762,500 *	5.550	3,817.55
Zions First National Bank	10/01/97	10/02/97	25,325,000	5.560	3,911.31
Fuji Securities	10/01/97	10/02/97	27,789,000	5.550	4,284.14
Fuji Securities	10/01/97	10/02/97	29,483,000	5.550	4,545.30
Zions First National Bank	10/01/97	10/02/97	48,750,000	5.560	7,529.17
Eastbridge Capital	10/01/97	10/02/97	49,125,000	5.570	7,600.73
Citicorp Securities Mkts	10/02/97	10/03/97	1,184,000	5.500	180.89

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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>
Paribas Corporation	10/02/97	10/03/97	\$ 1,539,000	5.510%	\$ 235.55
Eastbridge Capital	10/02/97	10/03/97	14,350,000	5.510	2,196.35
Paribas Corporation	10/02/97	10/03/97	17,191,000	5.510	2,631.18
Lehman Brothers	10/02/97	10/09/97	24,005,000 *	5.500	25,371.95
Lehman Brothers	10/02/97	10/07/97	24,637,500 *	5.450	18,580.78
Citicorp Securities Mkts	10/02/97	10/03/97	24,816,000	5.500	3,791.33
Paribas Corporation	10/02/97	10/03/97	24,898,000	5.510	3,810.78
Lehman Brothers	10/02/97	10/09/97	25,320,000 *	5.500	26,761.83
Paribas Corporation	10/02/97	10/03/97	29,254,000	5.510	4,477.49
Citicorp Securities Mkts	10/02/97	10/03/97	49,000,000	5.500	7,486.11
Eastbridge Capital	10/02/97	10/03/97	50,650,000	5.510	7,752.26

(Board - 12/18/97)

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	10/03/97	10/06/97	\$ 17,172,000	5.420%	\$ 7,756.02
Zions First National Bank	10/03/97	10/06/97	19,700,000	5.420	8,897.83
Eastbridge Capital	10/03/97	10/06/97	23,850,000	5.420	10,772.25
Fuji Securities	10/03/97	10/06/97	26,431,000	5.420	11,938.00
Fuji Securities	10/03/97	10/06/97	29,245,000	5.420	13,208.99
Dresdner Kleinwort Benson	10/03/97	10/09/97	39,308,000 *	5.500	35,595.58
Eastbridge Capital	10/03/97	10/06/97	49,150,000	5.420	22,199.42
Zions First National Bank	10/03/97	10/06/97	50,300,000	5.420	22,718.83
Zions First National Bank	10/06/97	10/07/97	17,171,000	5.460	2,604.27
Eastbridge Capital	10/06/97	10/07/97	20,225,000	5.460	3,067.46
Nesbitt Burns Securities	10/06/97	10/07/97	24,687,000	5.460	3,744.20

(Board - 12/18/97)

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>
Dresdner Kleinwort Benson	10/06/97	10/10/97	\$ 24,812,500 *	5.400%	\$ 15,025.35
Zions First National Bank	10/06/97	10/07/97	26,436,000	5.460	4,009.46
Zions First National Bank	10/06/97	10/07/97	29,251,000	5.460	4,436.40
The Nikko Securities Co	10/06/97	10/14/97	33,993,750 *	5.320	40,660.30
Eastbridge Capital	10/06/97	10/07/97	49,775,000	5.460	7,549.21
Nesbitt Burns Securities	10/06/97	10/07/97	50,313,000	5.460	7,630.81
Nomura Securities Intl	10/07/97	10/08/97	17,052,000	5.420	2,567.27
Citicorp Securities Mkts	10/07/97	10/08/97	20,736,000	5.430	3,127.68
Nomura Securities Intl	10/07/97	10/08/97	26,355,000	5.420	3,967.89
Nomura Securities Intl	10/07/97	10/08/97	29,199,000	5.420	4,396.07
Eastbridge Capital	10/07/97	10/08/97	42,250,000	5.430	6,372.71

(Board - 12/18/97)

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>
Eastbridge Capital	10/07/97	10/08/97	\$ 47,750,000	5.430%	\$ 7,202.29
Citicorp Securities Mkts	10/07/97	10/08/97	49,264,000	5.430	7,430.65
Lehman Brothers	10/07/97	10/09/97	49,475,000 *	5.500	14,979.93
Smith Barney Harris Upham	10/08/97	10/31/97	15,255,000 *	5.550	52,968.75
Zions First National Bank	10/08/97	10/09/97	16,000,000	5.530	2,457.78
Nesbitt Burns Securities	10/08/97	10/09/97	16,787,000	5.530	2,578.67
Eastbridge Capital	10/08/97	10/09/97	20,438,000	5.530	3,139.50
Nesbitt Burns Securities	10/08/97	10/09/97	26,227,000	5.530	4,028.76
Nesbitt Burns Securities	10/08/97	10/09/97	29,179,000	5.530	4,482.22
Smith Barney Harris Upham	10/08/97	10/15/97	35,437,500 *	5.400	36,914.06
Eastbridge Capital	10/08/97	10/09/97	49,562,000	5.530	7,613.27

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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>
Zions First National Bank	10/08/97	10/09/97	\$ 50,500,000	5.530%	\$ 7,757.36
Fuji Securities	10/09/97	10/10/97	16,537,000	5.420	2,489.74
Fuji Securities	10/09/97	10/10/97	26,190,000	5.420	3,943.05
Fuji Securities	10/09/97	10/10/97	28,918,000	5.420	4,353.77
Zions First National Bank	10/09/97	10/10/97	40,200,000	5.430	6,063.50
Eastbridge Capital	10/09/97	10/10/97	48,000,000	5.430	7,240.00
Zions First National Bank	10/09/97	10/10/97	49,800,000	5.430	7,511.50
Fuji Securities	10/10/97	10/14/97	7,398,000	5.330	4,381.26
Zions First National Bank	10/10/97	10/14/97	16,335,000	5.330	9,673.95
Zions First National Bank	10/10/97	10/14/97	25,618,000	5.330	15,171.55
Zions First National Bank	10/10/97	10/14/97	28,880,000	5.330	17,103.38

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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>
Eastbridge Capital	10/10/97	10/14/97	\$ 32,275,000	5.340%	\$ 19,149.83
Dean Witter Reynolds	10/10/97	10/15/97	44,820,000 *	5.500	33,490.50
Eastbridge Capital	10/10/97	10/14/97	47,725,000	5.340	28,316.83
Fuji Securities	10/10/97	10/14/97	52,602,000	5.330	31,152.07
Citicorp Securities Mkts	10/14/97	10/15/97	7,165,000	5.480	1,090.67
Zions First National Bank	10/14/97	10/15/97	16,287,000	5.430	2,456.62
Zions First National Bank	10/14/97	10/15/97	25,599,000	5.430	3,861.18
Zions First National Bank	10/14/97	10/15/97	28,816,000	5.430	4,346.41
Eastbridge Capital	10/14/97	10/15/97	32,250,000	5.450	4,882.29
Eastbridge Capital	10/14/97	10/15/97	47,750,000	5.450	7,228.82
Citicorp Securities Mkts	10/14/97	10/15/97	48,835,000	5.480	7,433.77

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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>
Nesbitt Burns Securities	10/15/97	10/16/97	\$ 3,566,000	5.580%	\$ 552.73
Paribas Corporation	10/15/97	10/16/97	14,197,000	5.550	2,188.70
Eastbridge Capital	10/15/97	10/16/97	16,255,000	5.550	2,505.98
Dresdner Kleinwort Benson	10/15/97	10/17/97	24,687,500 *	5.450	7,543.40
Paribas Corporation	10/15/97	10/16/97	24,929,000	5.550	3,843.22
Eastbridge Capital	10/15/97	10/16/97	25,544,000	5.550	3,938.03
Eastbridge Capital	10/15/97	10/16/97	28,794,000	5.550	4,439.08
Paribas Corporation	10/15/97	10/16/97	30,874,000	5.550	4,759.74
Lehman Brothers	10/15/97	10/17/97	34,737,500 *	5.470	10,633.53
Nesbitt Burns Securities	10/15/97	10/16/97	51,434,000	5.580	7,972.27
Nesbitt Burns Securities	10/16/97	10/17/97	2,858,000	5.480	435.05

(Board - 12/18/97)

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	10/16/97	10/17/97	\$ 9,862,500 *	5.500%	\$ 1,506.77
Eastbridge Capital	10/16/97	10/17/97	10,575,000	5.480	1,609.75
Nesbitt Burns Securities	10/16/97	10/17/97	16,163,000	5.480	2,460.37
Zions First National Bank	10/16/97	10/17/97	18,200,000	5.480	2,770.44
Paribas Corporation	10/16/97	10/21/97	24,512,500 *	5.500	18,520.56
Dean Witter Reynolds	10/16/97	10/21/97	24,825,000 *	5.500	18,756.67
Nesbitt Burns Securities	10/16/97	10/17/97	25,539,000	5.480	3,887.60
Smith Barney Harris Upham	10/16/97	10/20/97	25,656,250 *	5.400	15,429.38
Nesbitt Burns Securities	10/16/97	10/17/97	25,880,000	5.480	3,939.51
Dean Witter Reynolds	10/16/97	10/24/97	44,842,500 *	5.500	54,558.38
Eastbridge Capital	10/16/97	10/17/97	49,425,000	5.480	7,523.58

(Board - 12/18/97)

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	10/16/97	10/17/97	\$ 51,800,000	5.480%	\$ 7,885.11
Eastbridge Capital	10/17/97	10/20/97	15,895,000	5.400	7,152.75
Daiwa Securities America	10/17/97	10/20/97	18,395,000	5.400	8,277.75
Nesbitt Burns Securities	10/17/97	10/20/97	19,994,000	5.400	8,997.30
Eastbridge Capital	10/17/97	10/20/97	25,403,000	5.400	11,431.35
Eastbridge Capital	10/17/97	10/20/97	27,704,000	5.400	12,466.80
Daiwa Securities America	10/17/97	10/20/97	38,605,000	5.400	17,372.25
Nesbitt Burns Securities	10/17/97	10/20/97	50,006,000	5.400	22,502.70
Eastbridge Capital	10/20/97	10/21/97	4,200,000	5.480	639.33
Fuji Securities	10/20/97	10/21/97	14,150,000	5.480	2,153.94
Zions First National Bank	10/20/97	10/21/97	20,125,000	5.490	3,069.06

(Board - 12/18/97)

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	10/20/97	10/21/97	\$ 25,336,000	5.480%	\$ 3,856.70
Fuji Securities	10/20/97	10/21/97	25,958,000	5.480	3,951.38
Eastbridge Capital	10/20/97	10/21/97	47,800,000	5.480	7,276.22
Zions First National Bank	10/20/97	10/21/97	49,875,000	5.490	7,605.94
Nesbitt Burns Securities	10/21/97	10/22/97	738,000	5.470	112.14
Zions First National Bank	10/21/97	10/22/97	9,600,000	5.470	1,458.67
Eastbridge Capital	10/21/97	10/22/97	14,108,000	5.470	2,143.63
Nesbitt Burns Securities	10/21/97	10/22/97	19,645,000	5.470	2,984.95
Lehman Brothers	10/21/97	10/27/97	24,718,750 *	5.446	22,576.46
Eastbridge Capital	10/21/97	10/22/97	25,205,000	5.470	3,829.76
Eastbridge Capital	10/21/97	10/22/97	25,756,000	5.470	3,913.48

(Board - 12/18/97)

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>
Nesbitt Burns Securities	10/21/97	10/22/97	\$ 49,617,000	5.470%	\$ 7,539.03
Zions First National Bank	10/21/97	10/22/97	52,400,000	5.470	7,961.89
Prudential Securities	10/22/97	10/23/97	4,625,000	5.580	716.88
Paribas Corporation	10/22/97	10/23/97	14,011,000	5.590	2,175.60
Paribas Corporation	10/22/97	10/23/97	25,158,000	5.590	3,906.48
Paribas Corporation	10/22/97	10/23/97	25,589,000	5.590	3,973.40
Eastbridge Capital	10/22/97	10/23/97	32,200,000	5.600	5,008.89
Zions First National Bank	10/22/97	10/23/97	44,694,000	5.590	6,939.99
Eastbridge Capital	10/22/97	10/23/97	47,800,000	5.600	7,435.56
Prudential Securities	10/22/97	10/23/97	50,375,000	5.580	7,808.13
Zions First National Bank	10/22/97	10/23/97	50,425,000	5.590	7,829.88

(Board - 12/18/97)

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>
Eastbridge Capital	10/23/97	10/24/97	\$ 13,972,000	5.000%	\$ 2,134.61
Eastbridge Capital	10/23/97	10/24/97	24,877,000	5.500	3,800.65
Eastbridge Capital	10/23/97	10/24/97	25,529,000	5.500	3,900.26
Nesbitt Burns Securities	10/23/97	10/24/97	39,806,000	5.500	6,081.47
Zions First National Bank	10/23/97	10/24/97	42,000,000	5.500	6,416.67
Nomura Securities Intl	10/23/97	10/24/97	44,020,000	5.510	6,737.51
Nesbitt Burns Securities	10/23/97	10/24/97	50,194,000	5.500	7,668.53
Nomura Securities Intl	10/23/97	10/24/97	50,364,000	5.510	7,708.49
Nesbitt Burns Securities	10/24/97	10/27/97	13,801,000	5.440	6,256.45
Nesbitt Burns Securities	10/24/97	10/27/97	24,408,000	5.440	11,064.96
Nesbitt Burns Securities	10/24/97	10/27/97	25,248,000	5.440	11,445.76

(Board - 12/18/97)

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	10/24/97	10/27/97	\$ 34,475,000	5.440%	\$ 15,628.67
Dean Witter Reynolds	10/24/97	10/27/97	44,887,500 *	5.400	20,199.38
Zions First National Bank	10/24/97	10/27/97	45,525,000	5.440	20,638.00
Eastbridge Capital	10/24/97	10/27/97	46,680,000	5.450	21,200.50
Eastbridge Capital	10/24/97	10/27/97	47,700,000	5.450	21,663.75
Paribas Corporation	10/24/97	10/27/97	49,000,000	5.450	22,254.17
Paribas Corporation	10/27/97	10/29/97	4,448,000	5.480	1,354.17
Citicorp Securities Mkts	10/27/97	10/29/97	13,709,000	5.490	4,181.25
Citicorp Securities Mkts	10/27/97	10/29/97	23,468,000	5.490	7,157.74
Citicorp Securities Mkts	10/27/97	10/29/97	23,871,000	5.490	7,280.66
Paribas Corporation	10/27/97	10/29/97	24,960,000	5.480	7,598.93

(Board - 12/18/97)

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>
Nesbitt Burns Securities	10/27/97	10/29/97	\$ 40,908,000	5.470%	\$ 12,431.49
Nomura Securities Intl	10/27/97	10/29/97	47,500,000	5.490	14,487.50
Paribas Corporation	10/27/97	10/29/97	50,592,000	5.480	15,402.45
Nesbitt Burns Securities	10/27/97	10/29/97	53,492,000	5.470	16,255.62
Eastbridge Capital	10/29/97	10/30/97	10,438,000	5.530	1,603.39
Paribas Corporation	10/29/97	10/30/97	10,883,000	5.520	1,668.73
Paribas Corporation	10/29/97	10/30/97	11,775,000	5.520	1,805.50
Paribas Corporation	10/29/97	10/30/97	13,239,000	5.520	2,029.98
Nesbitt Burns Securities	10/29/97	10/30/97	17,133,000	5.520	2,627.06
Nesbitt Burns Securities	10/29/97	10/30/97	23,175,000	5.520	3,553.50
Paribas Corporation	10/29/97	10/30/97	23,877,000	5.520	3,661.14

(Board - 12/18/97)

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	10/29/97	10/30/97	\$ 26,520,000	5.500%	\$ 4,051.67
Zions First National Bank	10/29/97	10/30/97	44,480,000	5.500	6,795.56
Eastbridge Capital	10/29/97	10/30/97	49,562,000	5.530	7,613.27
Nesbitt Burns Securities	10/29/97	10/30/97	53,553,000	5.520	8,211.46
Nesbitt Burns Securities	10/30/97	10/31/97	753,000	5.530	115.67
Zions First National Bank	10/30/97	10/31/97	13,072,000	5.530	2,008.00
Paribas Corporation	10/30/97	10/31/97	14,174,000	5.530	2,177.28
Paribas Corporation	10/30/97	10/31/97	17,076,000	5.530	2,623.06
Nesbitt Burns Securities	10/30/97	10/31/97	19,030,000	5.530	2,923.22
Zions First National Bank	10/30/97	10/31/97	19,051,000	5.530	2,926.45
Zions First National Bank	10/30/97	10/31/97	23,827,000	5.530	3,660.09

(Board - 12/18/97)

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	10/30/97	10/31/97	\$ 27,750,000	5.530%	\$ 4,262.71
Nomura Securities Intl	10/30/97	10/31/97	44,029,000	5.530	6,763.34
Nomura Securities Intl	10/30/97	10/31/97	49,385,000	5.530	7,586.08
Nesbitt Burns Securities	10/30/97	10/31/97	50,217,000	5.530	7,713.89
Fuji Securities	10/31/97	11/03/97	8,973,000	5.680	4,247.22
Nesbitt Burns Securities	10/31/97	11/03/97	12,021,000	5.670	5,679.92
Zions First National Bank	10/31/97	11/03/97	12,777,000	5.670	6,037.13
Fuji Securities	10/31/97	11/03/97	14,954,000	5.680	7,078.23
Zions First National Bank	10/31/97	11/03/97	18,855,000	5.670	8,908.99
Fuji Securities	10/31/97	11/03/97	19,620,000	5.680	9,286.80
Zions First National Bank	10/31/97	11/03/97	23,437,000	5.670	11,073.98

(Board - 12/18/97)

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>
Dresdner Kleinwort Benson	10/31/97	Open	\$ 24,862,500 *	Variable **	\$ 15,573.59 ***
Nomura Securities Intl	10/31/97	11/03/97	42,934,000	5.670	20,286.32
Lehman Brothers	10/31/97	Open	44,943,750	Variable **	27,965.00 ***
Fuji Securities	10/31/97	11/03/97	46,453,000	5.680	21,987.75
Nomura Securities Intl	10/31/97	11/03/97	50,490,000	5.670	23,856.53
Nesbitt Burns Securities	10/31/97	11/03/97	50,874,000	5.670	24,037.97

* 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 - 12/18/97)

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

Reverse Repurchase Transactions

<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	10/01/97	10/02/97	\$ 24,762,500 *	5.250%	\$ 3,611.20
Lehman Brothers	10/01/97	10/02/97	24,762,500 *	5.250	3,611.20
Lehman Brothers	10/02/97	10/07/97	24,637,500 *	5.350	18,101.72
Lehman Brothers	10/02/97	10/09/97	49,325,000 *	5.400	50,421.11
Dresdner Kleinwort Benson	10/03/97	10/09/97	39,308,000 *	5.300	34,285.31
Dresdner Kleinwort Benson	10/06/97	10/10/97	24,812,500 *	5.100	14,267.19
The Nikko Securities Co	10/06/97	10/14/97	33,993,750 *	5.120	38,960.61
Lehman Brothers	10/07/97	10/09/97	49,475,000 *	5.400	14,636.35
Smith Barney Harris Upham	10/08/97	10/31/97	15,255,000 *	5.400	48,582.94
Smith Barney Harris Upham	10/08/97	10/15/97	35,437,500 *	5.250	35,535.94

(Board - 12/18/97)

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

Reverse Repurchase Transactions (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>
Dean Witter Reynolds	10/10/97	10/15/97	\$ 44,820,000 *	5.250%	\$ 31,934.25
Dresdner Kleinwort Benson	10/15/97	10/17/97	24,687,500 *	5.200	7,166.23
Lehman Brothers	10/15/97	10/17/97	34,737,500 *	5.370	10,295.81
Dean Witter Reynolds	10/16/97	10/21/97	24,825,000 *	5.300	17,894.69
Dean Witter Reynolds	10/16/97	10/24/97	44,842,500 *	5.250	51,195.19
Paribas Corporation	10/16/97	10/17/97	9,862,500 *	4.750	1,301.30
Paribas Corporation	10/16/97	10/21/97	24,512,500 *	5.200	17,499.20
Smith Barney Harris Upham	10/16/97	10/20/97	25,656,250 *	5.200	14,467.27
Lehman Brothers	10/21/97	10/27/97	24,718,750 *	5.250	21,560.24

(Board - 12/18/97)

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

Reverse Repurchase Transactions (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>
Dean Witter Reynolds	10/24/97	10/27/97	\$ 44,887,500 *	5.200%	\$ 19,451.25
Dresdner Kleinwort Benson	10/31/97	Open	24,862,500 *	Variable **	3,694.84 ***
Lehman Brothers	10/31/97	Open	44,943,750 *	Variable **	6,117.34 ***

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

** This rate subject to change daily.

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

(Board - 12/18/97)

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 October 1, 1997 through October 31, 1997, 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

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>
10/17/97	\$ 5,000,000	OTC European Call on US Treasury Notes 5.875% due 09/30/02	8+/32	99 5+/32	10/31/97 for 11/03/97	Goldman, Sachs & Co.	\$ 13,281.25

(Board - 12/18/97)

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 October 1, 1997 and October 31, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of October 31, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110 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 October 1, 1997 and October 31, 1997 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.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, January 29, 1998

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, January 29, 1998, 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. John J. Haley, Jr.
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Robert E. Catlin, Director, World Trade
 Richard Codd, Director, Community Relations
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Linda C. Handel, Senior Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Howard Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Allen M. Morrison, Supervisor, Media Relations, Office of Corporate Communications
 Fred V. Morrone, Director, Public Safety
 Anne Marie C. Mulligan, Assistant Treasurer, Treasury
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Douglas L. Smith, Manager, Business Planning, Budget
 Joseph A. Tobia, Manager, Corporate Budget and Reporting, Budget
 Robert E. Van Etten, Inspector General
 Christopher O. Ward, Director, Port Redevelopment Program, Port Commerce
 Hugh H. Welsh, Deputy General Counsel
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Peter B. Yunis, Executive Assistant to the Chairman

Guest

Robert James, New Jersey Department of Transportation

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

(Board - 1/29/98)

The public meeting was called to order by Chairman Eisenberg at 3:55 p.m. and ended at 4:10 p.m. The Board also met in executive session prior to the public meeting. In addition, the Board held a planning meeting in executive session on January 15, 1998.

Action on Minutes

The Secretary submitted for approval Minutes of the meetings of December 4 and December 18, 1997. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on January 29, 1998, which included discussion of internal audit matters, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on action taken and matters discussed in executive session at its meeting on January 29, 1998, which included a discussion of personnel, lease and 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 Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on January 29, 1998, which included a discussion of year-end construction results and significant projects completed in 1997, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on January 29, 1998, which included a discussion of matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with whom we deal, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in executive session at its meeting on January 29, 1998, which included a discussion of matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, 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.

1998 BUDGET

The 1998 Budget for The Port Authority of New York and New Jersey, including the anticipated expenditures of subsidiary corporations, provides for capital and operating expenditures necessary to achieve the Port Authority's goals and objectives.

The Commissioners have established that the Port Authority's mission is to identify and meet the critical transportation infrastructure needs of the bistate region's businesses, residents and visitors by providing the highest quality, most efficient transportation and port commerce facilities and services that move people and goods within the region, provide access to the rest of the nation and to the world, and strengthen the economic competitiveness of the New York-New Jersey metropolitan region.

This mission is supported by goals and objectives that include: improving service quality, implementing new technologies, maintaining and enhancing infrastructure, improving management and delivery of capital programs, increasing agency cost effectiveness, enhancing safety and security, promoting entrepreneurial initiatives, pursuing improvements in regional mobility, and advancing regional economic competitiveness.

The Budget serves as a financial planning tool which outlines estimated expenditures for fulfilling these objectives through programs already authorized or to be considered.

The 1998 Budget, as reflected in the financial plan previously presented to the Commissioners, totals \$3,134 million. It consists of \$1,576 million for operating expenses, \$1,068 million for gross capital expenditures, \$424 million for debt service charged to operations, and \$66 million for other expenditures.

The 1998 Budget reflects continued implementation of a number of cost reduction and productivity measures. It also incorporates continued management delayering and process streamlining and reorganization measures following a significant restructuring effort. These steps serve to maintain the financial capacity needed to achieve the Port Authority's capital and operational objectives. At the same time, the 1998 Budget provides for continued implementation of customer service improvements affecting the Port Authority's aviation, tunnel, bridge, terminal, rail, Port Commerce and World Trade facilities.

1998 capital expenditures will be devoted primarily to projects related to the Port Authority's facilities. They support the agency's mission and contribute to achieving the agency's goals and objectives through significant projects that include improvements to runways and taxiways, landside access and terminal improvements at the airports; dredging and port development projects for the port facilities; ventilation and infrastructure improvements on PATH; and circulation and additional security improvements at the World Trade Center.

The Executive Director would be authorized to take action with respect to professional, technical, or advisory services; contracts for maintenance and services,

construction, commodities (materials, equipment, and supplies) purchases; the purchase of insurance; the settlement of employee and patron claims; and other actions including personnel benefit, classification, range and procedural adjustments, all as provided for in the 1998 Budget.

A provision of \$500,000 is also included to reimburse the States of New York and New Jersey for expenses incurred by both States, including staff costs, in reviewing the Port Authority's annual Budget and any amendments thereto.

Circumstances arose during the year 1997 that were not foreseeable or determinable when the 1997 Budget was prepared that have affected the 1997 Budget. Together with all other expenditures for the Port Authority and its subsidiary corporations for the year 1997, estimated 1997 expenditures will amount to \$162 million less than the total expenditures set forth in the 1997 Budget.

In connection with the effectuation of portions of the Port Authority's capital program from time to time and consistent with the 1998 Budget and capital program projections, it is desirable to establish a maximum amount for 1998 in connection with the Executive Director's authority to apply moneys in the Consolidated Bond Reserve Fund to the Capital Fund, subject to statutory, contractual, and other commitments and financial policies of the Port Authority, of up to \$350 million (after reimbursements for temporary applications) in addition to other capital funds carried into 1998 and the proceeds of Port Authority obligations to be issued.

The Executive Director's authority, pending final adoption and approval of the annual Budget, to make operating expenditures and undertake contractual commitments for continuing operations and services as contained in the financial plan presented to the Commissioners would also be confirmed.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that the 1998 Budget of The Port Authority of New York and New Jersey as set forth below be and the same hereby is approved and adopted, including authority for the Executive Director to (a) take action, in accordance with appropriate procedures, with respect to professional, technical, or advisory services as appropriate; contracts for maintenance and services, construction, and commodity purchases; purchase of insurance; settlement of claims; and other actions, including personnel benefit, classification, range, and procedural adjustments, all as provided for in the Budget; and (b) pending final adoption of the annual Budget, make operating expenditures and undertake contractual commitments for continuing operations and services:

THE PORT AUTHORITY OF NEW YORK & NEW JERSEY
including subsidiary corporations

1998 BUDGET

(In Thousands)

Item	Total Expenditures	Personal Services	Materials & Services
Audit Department	\$8,685	\$7,291	\$1,394
Aviation Department	409,259	82,837	326,422
Budget Department	3,926	2,610	1,316
Business / Job Opportunity	3,241	1,863	1,378
Chief Administrative Officer	445	337	108
Chief Financial Officer	4,554	755	3,799
Chief Operating Officer	1,104	789	315
Chief Technology Officer	527	427	100
Comptroller's Department	34,939	14,525	20,414
Corporate Communications	17,314	9,740	7,574 *
Corporate Policy & Planning	4,629	2,961	1,668
Dining Services	7,715	3,044	4,671
Engineering Department	202,366	64,064	138,302
Construction Contracts	407,298		407,298
Executive Offices	4,664	2,593	2,071
Facility Construction Support	19,054	16,150	2,904
Ferry Transportation Services	3,865	642	3,223
TransitCenter	4,412	1,580	2,832
Government & Community Relations	3,009	1,590	1,419
Human Resources Department	15,205	5,626	9,579
Medical Services	3,751	1,972	1,779
Information Services Department	7,478	15,952	(8,474) *
Law Department	21,462	14,468	6,994
Office of the Inspector General	2,146	1,151	995
PATH	140,903	102,434	38,469
Port Commerce Department	135,455	21,883	113,572
Priority Capital Projects	1,984	587	1,397
Procurement	31,705	20,444	11,261 *
Public Safety Department	186,371	171,276	15,095
Real Estate	34,383	5,889	28,494
Treasury Department	18,952	8,424	10,528
Tunnels, Bridges & Terminals	146,742	85,207	61,535
Transcom	11,037	1,413	9,624
World Trade Department	153,901	14,474	139,427
Other			
Airport Access Program	227,355	4,252	223,103
Amounts in Connection with Operating Asset Financings	35,762		35,762
Bad Debts	2,500		2,500
Debt Service	498,452		498,452
Bi-State Dredging Program	26,900		26,900
Insurance	84,788		84,788
Municipal Rents and Amounts In Lieu of Taxes	81,490		81,490
Regional Development Facility (Bank I)	10,720		10,720
Regional Economic Development Program (Bank III)	14,656		14,656
Special Project Bond Debt Service	100,216		100,216
Provision for Advancing Projects Under Development	4,000		4,000
Staff Reductions (Operating)	(5,000)	(5,000)	
Total Port Authority Budget	<u>\$3,134,320</u>	<u>\$684,250</u>	<u>\$2,450,070</u>

* Net after charges to other departments.

; and it is further

RESOLVED, that revisions to the Budget for the year 1997 be and the same hereby are approved:

THE PORT AUTHORITY OF NY & NJ
Including subsidiary corporations
1997 BUDGET VS 1997 FORECAST
(Thousands of Dollars)

	<u>1997</u> <u>BUDGET</u>	<u>1997</u> <u>FORECAST</u>	<u>CHANGE</u>
Capital Expenditures	\$ <u>1,001,455</u>	\$ <u>713,911</u>	(<u>\$ 287,544</u>)
Operating Expenses	1,401,120	1,494,840	93,720
Debt Service Charged to Operations	428,587	433,257	4,670
Amounts in Connection with Financing Operating Assets	33,911	34,308	397
Deferred Expenses and Expenditures Supported by Non-operating Revenues	<u>39,366</u>	<u>66,273</u>	<u>26,907</u>
Total Operating	<u>1,902,984</u>	<u>2,028,678</u>	<u>125,694</u>
Total Port Authority Budget	<u>\$ 2,904,439</u>	<u>\$ 2,742,589</u>	<u>(\$ 161,850)</u>

; and it is further

RESOLVED, that, based upon a requisition of the Governor of the State of New York or the Governor of the State of New Jersey, or the duly authorized designee of each, the Port Authority shall pay to the State of New York or the State of New Jersey, or both, upon receipt of an appropriate expenditure plan from said State, an amount not in excess of \$250,000 to each said State to reimburse said State or States for expenses incurred by said State or States, including staff costs, in reviewing the annual Budget of the Port Authority and any amendments thereto; and it is further

RESOLVED, that the provision by the Executive Director of portions of the Port Authority's capital program from time to time, consistent with the 1998 Budget and capital program projections (including the continuing application of the Capital Fund on a temporary basis, subject to reimbursements), by application of moneys in the Consolidated Bond Reserve Fund, including investment earnings attributable to the General Reserve Fund not required for the maintenance of that Fund, to the Capital Fund for capital expenditures for the year 1998 in connection with the Port Authority's facilities shall not, subject to statutory, contractual, and other commitments and financial policies of the Port Authority, exceed \$350 million (after any such reimbursements and in addition to other capital funds carried into 1998 and the proceeds of obligations to be issued).

PROJECT COOPERATION AGREEMENT - KILL VAN KULL, NEWARK BAY AND ELIZABETH CHANNELS 45-FOOT DEEPENING PROJECT

It was recommended that the Board authorize the Executive Director to: negotiate and enter into a Project Cooperation Agreement with the United States Government acting through the Department of the Army for the deepening to 45 feet and selective widening of the Kill Van Kull, Newark Bay and Elizabeth Channels at an estimated cost of \$621.0 million; payment of the local share of \$217.4 million plus \$5.9 million for utility relocations plus interest payments to fund the local non-Federal share; and enter into other related contracts.

The purpose of the Agreement is to enable final design and construction of a 45-foot deep Federal channel in the Kill Van Kull, Newark Bay and Elizabeth Channels to ensure that modern deep draft containerships can safely navigate to the Elizabeth-Port Authority Marine Terminal and portions of Port Newark as well as to the Arthur Kill Channel leading to the Howland Hook Marine Terminal.

In 1996, approximately 90,000 containers were diverted to ports with greater depths such as Halifax, Baltimore and Norfolk. It is estimated that more than 125,000 containers will be diverted elsewhere each year if channel depths are not deepened to facilitate safe navigation of the current generation of deep draft container vessels. The current United States Army Corps of Engineers (Corps) New York/New Jersey Harbor Navigation Feasibility Study and the Port Authority's Comparative Port Development and Investment Options for the Port of New York and New Jersey Study anticipate deepening of the Kill Van Kull, Newark Bay and Elizabeth Channels to 45 feet and are considering 50 foot depths for these channels.

In August 1997, the Corps completed and approved a Limited Re-Evaluation Report (LRR) and Final Environmental Assessment upon which a Finding of No Significant (Environmental) Impact was based for the second phase of channel deepening construction to 45 feet. The LRR estimates that it will take nine years to deepen the Kill Van Kull from 40 to 45 feet and will cost \$621 million. The LRR also indicates that the annual economic benefit of deepening the Channels from 40 feet to 45 feet would be \$615 million yielding a benefit cost ratio of 4.2, well in excess of the Federal requirement (benefit cost ratio greater than 1.0). Similar to the first phase of work to 40 feet, a Project Cooperation Agreement will have to be executed for the second phase.

The Water Resources Development Act (WRDA) of 1986 authorized the deepening of the Kill Van Kull, Newark Bay and Elizabeth Channels to 45 feet at a total cost of \$325 million. An Agreement of Local Cooperation to deepen these channels to 40 feet (Phase I) was executed in 1986 by the Corps and the Port Authority. The Agreement was subsequently amended in 1987 and 1991 and the Channels deepened to 40 feet at a cost of \$270 million. The anticipated Project Cooperation Agreement is a condition precedent to the performance of the deepening work to 45 feet (Phase II) scheduled to commence in late 1998. By entering into this Agreement, the Port Authority will assume not only the legal obligation to provide the local share of the final total cost of the project but also certain legal responsibilities, including providing lands, easements, rights of way and dredge disposal areas

and ensuring that associated berth dredging and bulkheading are performed. Costs for this work at Port Authority facilities have been included in the 1998-2002 Capital Plan.

The 1996 WRDA increased the authorization for the 45 foot channel to \$750 million, which after the application of a 20 percent permitted allowance and the deduction of the \$270 million spent on Phase I, provides up to \$630 million of authorized funding for Phase II. The Corps estimates the cost of Phase II construction at \$621.0 million. As the local non-Federal sponsor, the Port Authority will be responsible for 35 percent of the construction cost, estimated at \$217.4 million.

The Corps estimates a cost of \$268.7 million for the associated work for which the local non-Federal sponsor is responsible, which includes the above mentioned provision of lands easements and rights of way, dredge disposal areas, berth dredging, bulkheading and utility relocations. The estimated cost breakout for the utility relocation is \$5.9 million and can be made part of the Project Cooperation Agreement. Future Board authorizations will be sought for the Port Authority to perform portions of this work as detailed designs and cost estimates are developed.

The Corps has divided the deepening work into eight separate contracts that involve the removal of sediment, clean non-rock and rock material. The cost estimates for dredging and disposal of these materials vary for each contract, but range from \$28 to \$116 per cubic yard depending on the nature of the work. Rock will be disposed of in the ocean at New York and New Jersey artificial reef sites and clean non-rock material will be disposed of in the ocean at the Historic Area Remediation Site. Material not suitable for ocean disposal will be processed at a permitted facility and placed upland for beneficial re-use.

The LRR includes estimates of \$44.5 million annually for channel maintenance dredging, a Federal responsibility, and \$10.5 million for berth dredging, a Port Authority or other owner responsibility. These estimates are based on upland disposal at \$56 per cubic yard.

Project execution is subject to Federal appropriations. Although the Kill Van Kull, Newark Bay, and Elizabeth Channels deepening has been authorized, Congress must appropriate the funds necessary for the Federal share. The Corps anticipates that appropriations would be timed to coincide with its projected nine-year construction schedule. If funds are not appropriated in a given year, it may be necessary for the Port Authority to provide additional funding, subject to reimbursement by the Corps so that construction may continue. In such event, the Board will be informed.

Federal law requires that the local non-Federal sponsor match annual Federal project appropriations. The Port Authority will be responsible for providing 25 percent, or \$155.3 million, of the total Phase II project cost during the nine-year construction period, plus the \$5.9 million for utility relocation. An additional 10 percent, estimated at \$62.1 million, will be paid by the Port Authority after project completion. Specific terms and conditions of the Project Cooperation Agreement will be negotiated.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Project Cooperation Agreement with the United States Army Corps of Engineers to construct a 45-foot deep channel with selective widening in the Kill Van Kull, Newark Bay and Elizabeth Channels as authorized by Congress at an estimated cost of \$621.0 million; (2) pay the United States Government the local share of such construction costs, currently estimated at \$217.4 million plus \$5.9 million for utility relocation plus interest payments to fund the local non-Federal share, and provide an interest-bearing escrow, letter of credit or other funding assurance as required under Federal law to fulfill this funding obligation; and (3) execute agreements, contracts and documents as may be necessary to effectuate the foregoing; and it is further

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

ELIZABETH-PORT AUTHORITY MARINE TERMINAL - INCREASE IN PLANNING AUTHORIZATION FOR TERMINAL REDEVELOPMENT AND PROJECT AUTHORIZATION FOR THE RELOCATION OF THE EXPRESSRAIL LEAD TRACK AND BAY AVENUE/McLESTER STREET GRADE SEPARATION

It was recommended that the Board authorize (a) an additional estimated \$11 million for final planning and design work for the Elizabeth-Port Authority Marine Terminal redevelopment program, and (b) a project for the planning, design and construction of a new access railroad track to the ExpressRail Intermodal Facility (ExpressRail) and a grade separation at the intersection of Bay Avenue and McLester Street at the Elizabeth-Port Authority Marine Terminal, at a total estimated project cost of \$42 million.

It was recalled that the Board at its meeting of July 31, 1997 authorized the expenditure of an estimated \$3 million for planning and design work in connection with the development of a new container terminal for Hanjin Shipping Co., Ltd. at the Elizabeth-Port Authority Marine Terminal and the reconfiguration of certain neighboring terminals currently occupied by Maher Terminals, Inc. necessary for the creation of the new terminal. In order to expeditiously move forward with the development of these container terminal facilities following the execution of lease agreements with such terminal operators, final planning and design work must be performed. In conjunction with such planning, it will be necessary to relocate the existing rail access to ExpressRail, which currently bisects the Maher Fleet Street and Bay Avenue terminals and which adversely impacts the operating efficiency and productivity of both terminals, and to construct a grade separation at the McLester Street and Bay Avenue intersection in order to eliminate rail and vehicular traffic conflicts and provide for more efficient intermodal movement of goods through the facility.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that an additional \$11 million for final planning and design work for the redevelopment of the Elizabeth-Port Authority Marine Terminal be and the same is hereby authorized; and it is further

RESOLVED, that a project for the planning, design and construction of a new access railroad track to the ExpressRail Intermodal Facility and a grade separation at the intersection of Bay Avenue and McLester Street at the Elizabeth-Port Authority Marine Terminal at a total estimated project cost of \$42 million, including payments to contractors and consultants, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative and financial expenses and a project contingency (if necessary) be and the same is hereby 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 purchase and 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 to the lowest bidder(s) qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable; or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to 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 to enter into 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.

**ELIZABETH-PORT AUTHORITY MARINE TERMINAL - SEA-LAND SERVICE,
INC. - LEASE AMENDMENT**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Sea-Land Service, Inc. (Sea-Land) to amend its lease to provide for a one-year exemption amount from rental for dredged material discharged from barges berthing at the premises and to establish a special rental rate for this material. During the period from December 1, 1997 through November 30, 1998, Sea-Land will not pay rental on the first 200,000 cubic yards of such dredged material and will pay at the rate of \$.75 per cubic yard for such dredged material that is in excess of 200,000 cubic yards.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Sea-Land Service, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**PORT NEWARK - T.R.T. INTERNATIONAL, LTD. - SURRENDER OF LEASE
EP-220 AND NEW LEASE LPN-245**

It was recommended that the Board authorize the Executive Director to (i) enter into an agreement with T.R.T. International, Ltd. (T.R.T.) to surrender its leasehold at Elizabeth-Port Authority Marine Terminal (EPAMT) and (ii) enter into a new lease agreement, commencing on March 1, 1998 and expiring on February 28, 2003, (the "Lease") with T.R.T. at Port Newark to provide space for the relocation of T.R.T.

The rentals will be subject to escalation at prescribed intervals throughout the term of the Lease.

The relocation of T.R.T. from space at EPAMT to Port Newark includes a financial incentive in the form of a one-time rental credit in the amount of \$32,933.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 surrender agreement and a new lease agreement with T.R.T. International, Ltd., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

**PORT NEWARK - MARCH TRANSFER DISTRIBUTION CO., INC. - SURRENDER
OF LEASE EP-224 AND NEW LEASE LPN-246**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into agreements with March Transfer Distribution Co., Inc., (March) to (i) amend Lease No. EP-224 to allow the surrender of Section C and Section D in Building 2250 and associated open area at the Elizabeth-Port Authority Marine Terminal (EPAMT) and (ii) to enter into new Lease No. LPN-246 for the letting of Sections A and B in Building 199 and the adjoining open area in Port Newark.

The relocation of March from Building 2250 to provide space for terminal redevelopment at the EPAMT includes a financial incentive in the form of a rental credit in the new space equivalent to two months' rent. The new lease would be for a term of approximately five years commencing on March 1, 1998. The rental rate would be fixed initially and subject to escalation after the second year of the term.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 (i) enter into a supplemental agreement with March Transfer Distribution Co., Inc. to allow the surrender of Sections C and D in Building 2250 and (ii) to enter into a new agreement of lease with March for premises at Port Newark, substantially in accordance with the terms and conditions set forth above; the form of the agreements to be subject to the approval of General Counsel or his authorized representative.

**PORT NEWARK - AMERICAN STEVEDORING, INC. - LEASE FOR RED HOOK
BARGE AND BREAKBULK TERMINAL**

It was recommended that the Board authorize the Executive Director to enter into an agreement (the "Supplement") with American Stevedoring, Inc. (ASI) supplementing an existing lease (the "Lease") which will provide for (i) adding to an existing leasehold consisting of approximately 128,300 square feet of building space, approximately nine acres of associated open area, and approximately 840 linear feet of Berths 2 and 4; additional space consisting of approximately 20 acres of open area and approximately 600 linear feet of Berth 6 in Port Newark for a fixed term commencing on or about March 1, 1998 and expiring August 31, 2001, and deleting a 30-day termination right in the Lease; (ii) payment by the Port Authority to ASI of up to \$1.5 million for relocation expenses of ASI's existing barge terminal and for construction of certain barge terminal-related infrastructure as described in the Supplement; (iii) reimbursement by the Port Authority to ASI of up to an average of \$275,000 per month for up to 12 months for interim expenses until a new barge system is delivered and operational; and (iv) reimbursement by the Port Authority to ASI of up to \$750,000 for the demolition of Shed 140 at Port Newark.

ASI will assume all environmental responsibility for the leasehold, except for any contaminants found during the construction and/or demolition work. If any contaminants are found, the Port Authority would reimburse ASI for any remediation, to the extent feasible, for the remediation to be performed and the Port Authority would seek to recoup any expenses from prior occupants.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 American Stevedoring, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

RED HOOK CONTAINER TERMINAL - AUTHORIZATION TO CONTINUE THE BARGE PROGRAM

The Red Hook Barge Program has been supported in part by the Port Authority since the Gowanus Expressway Reconstruction Program began in 1991. It was designed to maintain then current levels of service and to mitigate adverse impacts of the Gowanus reconstruction to roadside access at the Red Hook Container Terminal by transporting containers between the Red Hook Container Terminal and the New Jersey Marine Terminal 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 continued to authorize expenditures to support the ongoing operations of the Barge Program. The barge is operated by American Import-Export Trucking Company, a subsidiary of American Stevedoring, Inc. (ASI), the lessee of the Red Hook Container Terminal, under an agreement with the Port Authority. ASI has the right to terminate its lease for the Red Hook Container Terminal if the Barge Program is discontinued. \$4.2 million was expended to operate the barge in 1996, and it is anticipated that \$5.5 million will be spent in 1997. Expenses are expected to stabilize as the cost per box decreases with the implementation of a new barge system in the third quarter of 1998.

To date, the Port Authority has authorized \$30.4 million in operating assistance, including New York State Bank I funds of \$2.1 million. In addition, the Port Authority has received New York State Congestion Mitigation and Air Quality Management (CMAQ) funds in the amount of \$2.3 million and New Jersey State CMAQ funds in the amount of \$849,000.

At its March 1997 meeting, the Board authorized expenditure of up to \$18.5 million in operating funds through the year 2001, contingent on annual Board authorization. Together with an earlier Budget authorization of \$1.5 million, \$5.5 million in funding was available for 1997. This funding was expected to last until March 1998. However, due to volume growth at Red Hook, these monies will be spent by year end 1997. Additional funds of \$5.2 million are now required for 1998. The new barge system is expected to be operational no later than the third quarter of 1998. Operating efficiencies with the new barge are expected to reduce the operating cost of the barge. The remaining balance of \$9.3 million, of the \$18.5 million, will be divided equally over the last three years of the Barge Program subject to annual appropriation from the Board.

In addition to the \$5.2 million for 1998, staff is also seeking up to \$3.3 million in operating funds for the interim service in Port Newark. This request is included in a companion January Board Item to enter into a lease agreement with ASI at Port Newark. This funding is above the March 1997 authorization of up to \$18.5 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 expend \$5.2 million, of the up to \$18.5 million Port Authority subsidy authorized by the Board in March 1997, for the operation of the Red Hook Barge Program for 1998.

BROOKLYN-PORT AUTHORITY MARINE TERMINAL - AMERICAN STEVEDORING, INC. - NEW AGREEMENT AND LEASE AMENDMENT

It was recommended that the Board authorize the Executive Director to enter into (1) an agreement with American Stevedoring, Inc. (ASI) for the letting of approximately 4.45 acres of open area at the Brooklyn-Port Authority Marine Terminal for the storage of salt in bulk for a term commencing on February 18, 1998 and expiring on August 31, 2001 (the "Storage Lease"); and (2) an agreement amending ASI's lease of the Red Hook Container Terminal (the "Red Hook Lease"). ASI will not pay rental under the Storage Lease, but will be obligated to improve the premises at its own cost to allow for the storage of salt. Under the amended Red Hook Lease, ASI will not be obligated to pay the rental of \$.70 per ton on the first 250,000 tons of salt in bulk discharged from vessels berthing at the premises during each of the annual periods from September 1, 1997 through August 31, 1998 and from September 1, 1998 through August 31, 1999; and will not be obligated to pay such rental on the first 214,285 tons of salt in bulk discharged during the annual period from September 1, 1999 through August 31, 2000 following the first 35,715 tons of salt in bulk so discharged during that annual period. ASI will pay the current \$.70 per ton throughput charge on any salt in bulk discharged in excess of these annual amounts. In no event, however, will these exclusions from rental under the Red Hook Lease exceed the cost incurred by ASI to improve the premises under the Storage Lease. Moreover, if ASI does not complete the improvements to the premises under the Storage Lease within a specified time, the Port Authority will have the right to terminate the Storage Lease and to apply the \$.70 rate per ton retroactively to all salt in bulk discharged from vessels berthing at the premises under the Red Hook Lease on and after September 1, 1997.

In addition, ASI will guarantee a minimum rental at the rate of \$.70 per ton on (a) 35,715 tons of salt in bulk discharged from vessels berthing at the premises under the Red Hook Lease during the annual period from September 1, 1999 through August 31, 2000; and (b) 250,000 tons of salt in bulk so discharged during the annual period from September 1, 2000 through August 31, 2001. Certain of the improvements to be made by ASI to the premises under the Storage Lease involve the removal and disposal of railroad trackage and ancillary equipment abandoned by New York Cross Harbor Railroad (Cross Harbor), a former tenant of space under the Storage Lease. The Port Authority will defend and indemnify ASI from any claims and demands of Cross Harbor for wrongful removal of railroad trackage and equipment arising from the removal and/or disposal of the abandoned railroad trackage and equipment located on Port Authority property.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 American Stevedoring, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

DREDGING - NEWARK BAY CONFINED DISPOSAL FACILITY - SETTLEMENT OF ADMINISTRATIVE PROCEEDING WITH UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

The United States Environmental Protection Agency (EPA) issued four Complaints against the Port Authority as the holder of a Department of the Army Permit issued for the construction of the Newark Bay Confined Disposal Facility (NBCDF) and the ocean disposal of material dredged to construct the NBCDF. The Complaints were for violations committed by the Port Authority's dredging contractor between the period June 16, 1997 and September 26, 1997, involving discharge of dredged material at locations not authorized by the Department of the Army Permit, some within, and some outside of, the Mud Dump Disposal Site (MDDS), off the coast of New Jersey.

The events leading to the Third and Fourth Complaint gave rise to media coverage and the United States Army Corps of Engineers issued an Order directing cessation of further activity under the Permit until the Order was lifted. The Order was rescinded when the Port Authority and its contractor were able to demonstrate corrective measures would be taken.

The EPA proposed a total of \$235,000 in civil penalties. The Code of Federal Regulations containing the Consolidated Rules of Practice Governing the Administrative Assessment of Civil Penalties encourages settlement of a proceeding if the settlement is consistent with the provisions and objectives of the Marine Protection, Research and Sanctuaries Act (Act) and applicable regulations. Staff was able to convince EPA's Office of Regional Counsel and EPA Program staff after a settlement conference that the provisions of the Act warrant a reduction in the amount of the proposed assessment when one takes into account the gravity of the violation, prior violations and the demonstrated good faith of the person charged in attempting to achieve rapid compliance after notification of a violation. EPA Regional Counsel has advised that the contemplated settlement of \$167,000 can include a 60-40 percent split between the sum that would go to the EPA for deposit in the United States Treasury and the sum which could be allocated to a supplemental environmental project (SEP). The details of the SEP will be resolved by EPA and Port Authority staff consistent with EPA's Office of Enforcement and Compliance Assurance Policy. The settlement avoids an adversarial evidentiary Administrative Hearing before an Administrative Law Judge which could result in a decision that a sum higher than the proposed settlement must be paid.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that General Counsel be authorized, for and on behalf of the Port Authority, to enter into a Consent Agreement and Order with the United States Environmental Protection Agency (EPA) in settlement of alleged violations of the Marine Protection, Research and Sanctuaries Act (MPRSA) by the discharge of dredged material into ocean waters in violation of the Department of the Army Permit for the Newark

Bay Confined Disposal Facility providing, among other matters, for the Port Authority's payment of \$167,000; and it is further

RESOLVED, that the form of all documents to effectuate the foregoing settlement shall be subject to approval by General Counsel or his authorized representative.

SETTLEMENT OF CLAIM - THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY v. AMOCO OIL COMPANY

It was recommended that the Board authorize General Counsel to settle the action entitled The Port Authority of New York and New Jersey v. Amoco Oil Company, by accepting the sum of \$425,000 to settle the claim by The Port Authority of New York and New Jersey. In return the Port Authority will issue a General Release and Stipulation of Discontinuance with prejudice.

The Port Authority brought this lawsuit against Amoco seeking to recover the cost of environmental damages to a gasoline station formerly operated by Amoco. The Port Authority has also instituted suit against Chevron (formerly Gulf), another prior operator of the station, and that action remains.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 The Port Authority of New York and New Jersey v. Amoco Oil Company by accepting the sum of \$425,000 from Amoco in return for issuing a General Release and Stipulation of Discontinuance with prejudice.

TRIBUTE TO COMMISSIONER JAMES G. HELLMUTH

It is with unmatched pride that we pay tribute to Commissioner James G. Hellmuth as he leaves the Board of Commissioners after 27 outstanding years of service.

WHEREAS, Commissioner Hellmuth was appointed to the Board in April 1970 by Governor Nelson A. Rockefeller and reappointed over the years by Governors Hugh Carey and Mario M. Cuomo; and

WHEREAS, Commissioner Hellmuth's extraordinary tenure saw the conception and realization of some of the Port Authority's most significant projects such as The World Trade Center, New York City Passenger Ship Terminal, Journal Square Transportation Center, North Wing of the Port Authority Bus Terminal, the Teleport, Newark Legal Center, Industrial Park at Elizabeth, and Essex County Resource Recovery Facility; and

WHEREAS, during his 27 years on the Board, Commissioner Hellmuth served with distinction for more than 22 years on the Committee on Operations, 18 of them as Chairman, in which capacity Commissioner Hellmuth was a staunch supporter of the agency's staff who consistently recognized their commitment and praised their contributions; Commissioner Hellmuth also served as a member of the Committees on Construction, Capital Programs & Port Planning, Finance and, most recently, was Chairman of the Audit Committee, and in all these posts Commissioner Hellmuth gave freely and generously of his time and energy, rarely missing a meeting and approaching each new endeavor with enthusiasm and dedication.

NOW, THEREFORE, BE IT

RESOLVED, that the Board of Commissioners extend their most sincere appreciation to Commissioner James G. Hellmuth for his many years of outstanding public service to this agency and the region it serves; and it is

RESOLVED, that the staff of the Port Authority wishes to thank Commissioner Hellmuth for his unstinting support and guidance throughout the 27 years of his service; and it is

RESOLVED, that, in honor of Commissioner Hellmuth and his service to the public, the Executive Director's Unit Citation Award shall be known as the James G. Hellmuth Unit Citation Award; and it is

RESOLVED, that the Commissioners hereby direct that this resolution be suitably engraved and presented to Commissioner James G. Hellmuth as an expression of their heartfelt respect for him as a friend and colleague.

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 November 1, 1997 to November 30, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
LGA220045	REDEVELOPMENT OF AERONAUTICAL GUIDANCE SIGNING LAGUARDIA AIRPORT JWP WELSBACH ELECTRIC	3,007,100(A) 604,600(B) 135,000(C) 362,000(D) 250,000(E) 136,000(F) 4,494,700	3,007,100(A) 502,777(B) 249,784(C) 362,000(D) 250,000(E) 108,919(F) 4,480,580
LGA485	HANGAR NO. 7 - GASOLINE AND DIESEL TANKS AND DISPENSING SYSTEM LAGUARDIA AIRPORT FENLEY AND NICOL ENVIRONMENTAL, INC.	309,732(A) 40,000(C) 31,000(D) 380,732	130,087(A)(N) 32,732(C) 6,652(D) 169,471
EWR100518	IMMEDIATE REPAIRS NEWARK INTERNATIONAL AIRPORT V.R.H. CONSTRUCTION CORP.	1,000,000(C) 1,000,000(G) 2,000,000	1,000,000(C) 395,880(G) 1,395,880
EWR220041A	REDEVELOPMENT OF AERONAUTICAL GUIDANCE SIGNING NEWARK INTERNATIONAL AIRPORT GEORGE F. KOLSCH, INC.	6,569,396(A) 250,000(C) 526,000(D) 7,345,396	6,553,836(A)(H) 293,884(C) 410,151(D) 7,257,871
EWR654A	BUILDING NO. 55 - HANGAR "C" ROOFING AND SIDING REPLACEMENT NEWARK INTERNATIONAL AIRPORT EFG CONSTRUCTION CORP.	149,950(A) 0(C) 20,000(D) 169,950	149,950(A) 5,095(C) 12,297(D) 167,342
EWR995411	AIRCRAFT PARKING AREA BLAST FENCE AREA 15 NEWARK INTERNATIONAL AIRPORT PRECISION GENERAL CONTRACTORS, INC.	266,000(A) 22,000(D) 288,000	266,000(A) 14,550(D) 280,550

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
HH334005	PAVING AND UTILITY REHABILITATION	232,583(A)	230,828(A)(I)
	HOWLAND HOOK MARINE TERMINAL	383,891(B)	383,891(B)
	CRISDAL GROUP, INC.	7,000(C)	11,438(C)
		37,000(D)	9,844(D)
		81,000(J)	79,739(J)
		741,474	715,740
HT110027A	12TH STREET TRAFFIC IMPROVEMENTS	5,217,000(A)	5,217,000(A)
	HOLLAND TUNNEL	200,000(C)	254,086(C)
	RAILROAD CONSTRUCTION COMPANY, INC.	522,000(D)	522,000(D)
		83,000(K)	83,000(K)
		150,000(L)	122,000(L)
		45,000(M)	44,074(M)
	6,217,000	6,242,160	

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Memorandum of Authorization dated 11/06/95, increasing extra work in the amount of \$250,000.00
- (F) Memorandum of Justification dated 11/17/95, increasing extra work in the amount of \$136,000.00
- (G) Memorandum of Justification dated 3/10/94, increasing net cost work in the amount of \$1,000,000.00.
- (H) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$15,560.00 for a deduction from compensation for deficiencies in asphalt pavement density.
- (I) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$1,755.00 for a deduction from compensation for deficiencies in asphalt pavement density.
- (J) Memorandum of Justification dated 9/24/97, increasing classified work in the amount of \$81,000.00
- (K) Memorandum of Justification dated 3/14/95, authorizing a Supplemental Agreement No. 1, in the amount of \$83,000.00.
- (L) Memorandum of Justification dated 3/16/95, authorizing a Supplemental Agreement No. 2 in the amount of \$150,000.00.
- (M) Memorandum of Authorization dated 6/24/96, increasing extra work in the amount of \$45,000.00.
- (N) The difference between "Total Authorized" and "Total Payment" is due to the fact that the contract was mutually terminated prior to completion.

(Board - 1/29/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period November 1, 1997 to November 30, 1997.

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.

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>
11/03/97	\$ 15,000,000	US T-BILL	--	01/22/98	98.85	5.165%	5.298%	\$ 14,827,833.33	Dresdner Kleinwort Benson
11/03/97	15,000,000	US T-BILL	--	01/22/98	98.86	5.135	5.266	14,828,833.34	Paribas Corporation
11/04/97	10,000,000	US T-BILL	--	01/22/98	98.86	5.190	5.323	9,886,108.33	Goldman, Sachs & Co
11/04/97	15,000,000	US T-BILL	--	10/15/98	95.10	5.110	5.380	14,265,437.51	Dresdner Kleinwort Benson
11/04/97	25,000,000	US T-BILL	--	09/17/98	95.49	5.125	5.380	23,871,788.20	Paribas Corporation
11/06/97	10,000,000	US T-BILL	--	01/22/98	98.89	5.200	5.332	9,888,777.78	Paribas Corporation
11/07/97	10,000,000	US T-BILL	--	01/22/98	98.90	5.220	5.351	9,889,800.00	Citicorp Securities Mkts
11/07/97	10,000,000	US T-BILL	--	10/15/98	95.11	5.150	5.422	9,510,750.00	Fuji Securities
11/07/97	25,000,000	FMCDN	--	12/31/97	99.18	5.450	5.571	24,795,625.00	Prudential Securities
11/10/97	15,000,000	US T-BILL	--	09/17/98	95.55	5.150	5.404	14,332,645.83	Goldman, Sachs
11/10/97	20,000,000	US T-BILL	--	04/09/98	97.86	5.140	5.325	19,571,666.66	Paribas Corporation

(Board - 1/29/98)

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>
11/10/97	\$ 25,000,000	GECC	--	12/31/97	99.22	5.520%	5.641%	\$ 24,804,500.00	General Electric Capital
11/10/97	30,000,000	USTB (111S)	--	01/22/98	98.94	5.235	5.365	29,681,537.49	Prudential Securities
11/13/97	25,000,000	US T-BILL	--	02/12/98	98.69	5.175	5.316	24,672,968.75	The Nikko Securities Co
11/13/97	25,000,000	FNDN	--	12/19/97	99.46	5.450	5.556	24,863,750.00	Fuji Securities
11/14/97	10,000,000	US T-BILL	--	03/05/98	98.41	5.160	5.316	9,840,900.00	Prudential Securities
11/14/97	10,000,000	US T-BILL	--	03/12/98	98.32	5.130	5.290	9,831,850.00	Goldman, Sachs & Co
11/14/97	20,000,000	US T-BILL	--	04/09/98	97.92	5.140	5.322	19,583,088.88	Nesbitt Burns Securities
11/14/97	20,000,000	US T-BILL	--	05/14/98	97.42	5.130	5.339	19,484,150.00	Prudential Securities
11/18/97	15,000,000	US T-BILL	--	04/23/98	97.75	5.185	5.378	14,662,975.01	Citicorp Securities Mkts
11/19/97	15,000,000	US T-BILL	--	11/12/98	94.86	5.165	5.448	14,229,554.16	The Nikko Securities Co

(Board - 1/29/98)

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>
11/19/97	\$ 25,000,000	GECC	--	12/15/97	99.60	5.570%	5.670%	\$ 24,899,430.55	General Electric Capital
11/24/97	10,000,000	US T-BILL	--	05/14/98	97.54	5.175	5.379	9,754,187.50	Paine Webber Inc.
11/24/97	10,000,000	US T-BILL	--	05/21/98	97.44	5.185	5.395	9,743,630.56	Smith Barney Harris Upham
11/28/97	<u>20,000,000</u>	FNDN	--	12/11/97	99.80	5.530	5.618	<u>19,960,061.12</u>	Paine Webber Inc.
	<u>\$ 430,000,000</u>							<u>\$ 421,681,850.00</u>	

BEY - Bond Equivalent Yield

(Board - 1/29/98)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
11/03/97	\$ 5,000,000	US T-NOTE	5.875%	09/30/02	99.17	--	6.071%	5.920%	\$ 4,958,593.75	Goldman, Sachs & Co
11/14/97	30,000,000	US T-NOTE	5.250	12/31/97	99.98	--	5.331	5.560	29,992,968.25	Lehman Brothers
11/14/97	<u>25,000,000</u>	US T-BILL	--	12/11/97	99.64	4.750%	4.833	4.950	<u>24,910,937.50</u>	Nesbitt Burns Securities
	<u>\$ 60,000,000</u>								<u>\$ 59,862,500.00</u>	

BEY - Bond Equivalent Yield

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>
Nomura Securities Intl	11/03/97	11/04/97	\$ 10,756,000	5.625%	\$ 1,680.63
Paribas Corporation	11/03/97	11/04/97	18,697,000	5.620	2,918.81
Nomura Securities Intl	11/03/97	11/04/97	18,711,000	5.625	2,923.59
Nomura Securities Intl	11/03/97	11/04/97	21,613,000	5.625	3,377.03
Paribas Corporation	11/03/97	11/04/97	23,379,000	5.620	3,649.72
Zions First National Bank	11/03/97	11/04/97	30,600,000	5.625	4,781.25
Zions First National Bank	11/03/97	11/04/97	31,400,000	5.625	4,906.25
Nomura Securities Intl	11/03/97	11/04/97	45,000,000	5.625	7,031.25
Paribas Corporation	11/03/97	11/04/97	51,389,000	5.620	8,022.39
Nesbitt Burns Securities	11/04/97	11/05/97	10,245,000	5.580	1,587.98
Nesbitt Burns Securities	11/04/97	11/05/97	18,416,000	5.580	2,854.48

(Board - 1/29/98)

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>
Eastbridge Capital	11/04/97	11/05/97	\$ 19,684,000	5.610%	\$ 3,067.42
Prudential Securities	11/04/97	11/05/97	19,875,000	5.580	3,080.63
Nesbitt Burns Securities	11/04/97	11/05/97	43,445,000	5.580	6,733.98
Eastbridge Capital	11/04/97	11/05/97	50,000,000	5.610	7,791.67
Prudential Securities	11/04/97	11/05/97	50,125,000	5.580	7,769.38
Nomura Securities Intl	11/05/97	11/06/97	307,000	5.630	48.01
Eastbridge Capital	11/05/97	11/06/97	10,217,000	5.650	1,603.50
Eastbridge Capital	11/05/97	11/06/97	18,402,000	5.650	2,888.09
Nomura Securities Intl	11/05/97	11/06/97	19,631,000	5.630	3,070.07
Prudential Securities	11/05/97	11/06/97	30,375,000	5.630	4,750.31
Eastbridge Capital	11/05/97	11/06/97	43,400,000	5.650	6,811.39

(Board - 1/29/98)

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>
Prudential Securities	11/05/97	11/06/97	\$ 49,625,000	5.630%	\$ 7,760.80
Nomura Securities Intl	11/05/97	11/06/97	49,693,000	5.630	7,771.43
Fuji Securities	11/06/97	11/07/97	10,171,000	5.540	1,565.20
Fuji Securities	11/06/97	11/07/97	18,401,000	5.540	2,831.71
Zions First National Bank	11/06/97	11/07/97	19,000,000	5.540	2,923.89
Eastbridge Capital	11/06/97	11/07/97	19,620,000	5.550	3,024.75
Fuji Securities	11/06/97	11/07/97	21,173,000	5.540	3,258.29
Fuji Securities	11/06/97	11/07/97	21,986,000	5.540	3,383.40
Nesbitt Burns Securities	11/06/97	11/14/97	24,887,500 *	5.480	30,307.44
Nesbitt Burns Securities	11/06/97	11/13/97	44,959,500 *	5.440	47,557.16
Eastbridge Capital	11/06/97	11/07/97	49,425,000	5.550	7,619.69

(Board - 1/29/98)

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>
Dean Witter Reynolds	11/06/97	11/07/97	\$ 49,675,000 *	5.550%	\$ 7,658.23
Zions First National Bank	11/06/97	11/07/97	51,000,000	5.540	7,848.33
Eastbridge Capital	11/07/97	11/10/97	6,550,000	5.480	2,991.17
Eastbridge Capital	11/07/97	11/10/97	9,901,000	5.480	4,521.46
Zions First National Bank	11/07/97	11/10/97	13,250,000	5.470	6,039.79
Eastbridge Capital	11/07/97	11/10/97	15,634,000	5.480	7,139.53
Eastbridge Capital	11/07/97	11/10/97	19,465,000	5.480	8,889.02
Zions First National Bank	11/07/97	11/10/97	38,043,000	5.470	17,341.27
Zions First National Bank	11/07/97	11/10/97	47,750,000	5.470	21,766.04
Eastbridge Capital	11/07/97	11/10/97	48,450,000	5.480	22,125.50
Eastbridge Capital	11/10/97	11/13/97	9,821,000	5.510	4,509.48

(Board - 1/29/98)

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>
Eastbridge Capital	11/10/97	11/13/97	\$ 15,225,000	5.510%	\$ 6,990.81
Zions First National Bank	11/10/97	11/13/97	15,630,000	5.520	7,189.80
Eastbridge Capital	11/10/97	11/13/97	19,453,000	5.510	8,932.17
Zions First National Bank	11/10/97	11/12/97	30,000,000	5.520	9,200.00
Eastbridge Capital	11/10/97	11/13/97	48,175,000	5.510	22,120.35
Paribas Corporation	11/12/97	11/13/97	45,000,000	5.570	6,962.50
Paribas Corporation	11/13/97	11/14/97	2,000,000	5.530	307.22
Eastbridge Capital	11/13/97	11/14/97	9,807,000	5.550	1,511.91
Eastbridge Capital	11/13/97	11/14/97	14,925,000	5.550	2,300.94
Paribas Corporation	11/13/97	11/14/97	15,628,000	5.530	2,400.63
Paribas Corporation	11/13/97	11/14/97	17,522,000	5.530	2,691.57

(Board - 1/29/98)

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>
Lehman Brothers	11/13/97	11/17/97	\$ 17,740,000 *	5.450%	\$ 10,742.56
Eastbridge Capital	11/13/97	11/14/97	19,445,000	5.550	2,997.77
Paribas Corporation	11/13/97	11/14/97	23,667,000	5.530	3,635.51
Paribas Corporation	11/13/97	11/14/97	28,811,000	5.530	4,425.69
Lehman Brothers	11/13/97	11/17/97	31,985,000 *	5.450	19,368.69
Eastbridge Capital	11/13/97	11/14/97	48,475,000	5.550	7,473.23
Zions First National Bank	11/14/97	11/17/97	8,850,000	5.460	4,026.75
Eastbridge Capital	11/14/97	11/17/97	9,489,000	5.470	4,325.40
Eastbridge Capital	11/14/97	11/17/97	15,444,000	5.470	7,039.89
Zions First National Bank	11/14/97	11/17/97	15,600,000	5.460	7,098.00
Eastbridge Capital	11/14/97	11/17/97	19,043,000	5.470	8,680.43

(Board - 1/29/98)

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>
Eastbridge Capital	11/14/97	11/17/97	\$ 47,950,000	5.470%	\$ 21,857.21
Zions First National Bank	11/14/97	11/17/97	51,150,000	5.460	23,273.25
Eastbridge Capital	11/17/97	11/18/97	5,250,000	5.680	828.33
Fuji Securities	11/17/97	11/18/97	7,615,000	5.650	1,195.13
Fuji Securities	11/17/97	11/18/97	10,431,000	5.650	1,637.09
Eastbridge Capital	11/17/97	11/18/97	15,441,000	5.680	2,436.25
Fuji Securities	11/17/97	11/18/97	19,037,000	5.650	2,987.75
Eastbridge Capital	11/17/97	11/18/97	47,750,000	5.680	7,533.89
Fuji Securities	11/17/97	11/18/97	49,785,000	5.650	7,813.48
Greenwich Capital Mkts	11/18/97	11/24/97	470,000 *	5.400	425.61
Nomura Securities Intl	11/18/97	11/19/97	7,656,000	5.530	1,176.05

(Board - 1/29/98)

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>
Nomura Securities Intl	11/18/97	11/19/97	\$ 10,127,000	5.530%	\$ 1,555.62
Zions First National Bank	11/18/97	11/19/97	15,150,000	5.530	2,327.21
Nomura Securities Intl	11/18/97	11/19/97	15,431,000	5.530	2,370.37
Nomura Securities Intl	11/18/97	11/19/97	18,678,000	5.530	2,869.15
Greenwich Capital Mkts	11/18/97	11/24/97	23,825,000 *	5.400	21,574.86
Nesbitt Burns Securities	11/18/97	11/24/97	24,875,000 *	5.450	22,594.79
Zions First National Bank	11/18/97	11/19/97	34,850,000	5.530	5,353.35
Nomura Securities Intl	11/18/97	11/19/97	47,276,000	5.530	7,262.12
Greenwich Capital Mkts	11/18/97	11/24/97	49,180,000 *	5.400	44,535.22
Paribas Corporation	11/19/97	11/20/97	7,332,000	5.550	1,130.35
Paribas Corporation	11/19/97	11/20/97	15,433,000	5.550	2,379.25

(Board - 1/29/98)

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>
Paribas Corporation	11/19/97	11/20/97	\$ 18,680,000	5.500%	\$ 2,879.83
Paribas Corporation	11/19/97	11/20/97	22,598,000	5.550	3,483.86
Paribas Corporation	11/19/97	11/20/97	34,814,000	5.550	5,367.16
Eastbridge Capital	11/19/97	11/20/97	35,000,000	5.570	5,415.28
Eastbridge Capital	11/20/97	11/21/97	7,079,000	5.460	1,073.65
Eastbridge Capital	11/20/97	11/21/97	7,288,000	5.460	1,105.35
Eastbridge Capital	11/20/97	11/21/97	15,427,000	5.460	2,339.76
Eastbridge Capital	11/20/97	11/21/97	18,224,000	5.460	2,763.97
Lehman Brothers	11/20/97	11/21/97	24,712,500 *	5.450	3,741.20
Dresdner Kleinwort Benson	11/20/97	11/21/97	24,887,500 *	5.450	3,767.69
Prudential Securities	11/20/97	11/21/97	37,000,000	5.450	5,601.39

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>
Eastbridge Capital	11/20/97	11/21/97	\$ 50,125,000	5.460%	\$ 7,602.29
Nomura Securities Intl	11/21/97	11/24/97	7,270,000	5.400	3,271.50
Nomura Securities Intl	11/21/97	11/24/97	7,412,000	5.400	3,335.40
The Nikko Securities Co	11/21/97	11/24/97	15,318,750 *	5.400	6,893.44
Nomura Securities Intl	11/21/97	11/24/97	15,625,000	5.400	7,031.25
Nomura Securities Intl	11/21/97	11/24/97	18,069,000	5.400	8,131.05
Fuji Securities	11/21/97	11/24/97	44,000,000	5.400	19,800.00
Nomura Securities Intl	11/21/97	11/24/97	48,250,000	5.400	21,712.50
Citicorp Securities Mkts	11/24/97	11/25/97	5,813,000	5.450	880.02
Citicorp Securities Mkts	11/24/97	11/25/97	7,264,000	5.450	1,099.69
Citicorp Securities Mkts	11/24/97	11/25/97	12,740,000	5.450	1,928.69

(Board - 1/29/98)

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>
Paribas Corporation	11/24/97	11/25/97	\$ 14,810,000	5.460%	\$ 2,246.18
Paribas Corporation	11/24/97	11/25/97	16,190,000	5.460	2,455.48
Citicorp Securities Mkts	11/24/97	11/25/97	17,140,000	5.450	2,594.81
Citicorp Securities Mkts	11/24/97	11/25/97	49,816,000	5.450	7,541.59
Citicorp Securities Mkts	11/25/97	11/26/97	6,117,000	5.450	926.05
Citicorp Securities Mkts	11/25/97	11/26/97	6,843,000	5.450	1,035.95
Citicorp Securities Mkts	11/25/97	11/26/97	11,950,000	5.450	1,809.10
Citicorp Securities Mkts	11/25/97	11/26/97	17,101,000	5.450	2,588.90
Citicorp Securities Mkts	11/25/97	11/26/97	49,080,000	5.450	7,430.17
Zions First National Bank	11/25/97	11/26/97	50,000,000	5.450	7,569.44
Nesbitt Burns Securities	11/26/97	12/01/97	4,615,000	5.610	3,595.85

(Board - 1/29/98)

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>
Nesbitt Burns Securities	11/26/97	12/01/97	\$ 6,837,000	5.610%	\$ 5,327.16
Nesbitt Burns Securities	11/26/97	12/01/97	11,886,000	5.610	9,261.18
Nesbitt Burns Securities	11/26/97	12/01/97	16,894,000	5.610	13,163.24
Citicorp Securities Mkts	11/26/97	12/01/97	30,000,000	5.620	23,416.67
Nesbitt Burns Securities	11/26/97	12/01/97	50,550,000	5.610	39,386.88

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

(Board - 1/29/98)

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>
Nesbitt Burns Securities	11/06/97	11/14/97	\$ 24,887,500	5.180%	\$ 28,648.28
Nesbitt Burns Securities	11/06/97	11/13/97	44,959,500	5.140	44,934.52
Dean Witter Reynolds	11/06/97	11/07/97	49,675,000	5.350	7,382.26
Lehman Brothers	11/13/97	11/17/97	49,725,000	5.200	28,660.94
Greenwich Capital Mkts	11/18/97	11/24/97	23,825,000	4.800	19,589.44
Nesbitt Burns Securities	11/18/97	11/24/97	24,875,000	5.150	21,351.04
Greenwich Capital Mkts	11/18/97	11/24/97	49,650,000	5.200	43,443.75
Dresdner Kleinwort Benson	11/20/97	11/21/97	24,887,500	5.150	3,560.30
Lehman Brothers	11/20/97	11/21/97	24,712,500	5.150	3,535.26
The Nikko Securities Co	11/21/97	11/24/97	15,318,750	4.800	6,127.50

(Board - 1/29/98)

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 November 1, 1997 through November 30, 1997, 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

No new transactions this period.

Options Transactions - Sold

<u>Transaction</u>	<u>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 November 1, 1997 and November 30, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of November 30, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$780.8 million, including \$385.8 million pertaining to refundings and \$110 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 November 1, 1997 and November 30, 1997 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.

**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 Service Contract were authorized or amended, during the period December 1, 1997 to December 31, 1997.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Port Redevelopment Program to retain the services of: U.S. Intermodal Consulting, Inc. P.O. Box 2132 Ann Arbor, MI 48108	Preparation and presentation of a Hunts Point Food Distribution Center/ Oak Point Connector Rail Development Forum for the potential users of the Oak Point Link, including the freight haulers and food distributors of the Hunts Point Food Distribution Center, which will begin operations in early 1998.	\$ 10,000

INSURANCE TRANSACTIONS - JANUARY 1, 1997 THROUGH DECEMBER 31, 1997

Recommendation: None. For information only.

Report: The Executive Director reports that the following insurance transactions have taken place during the period January 1, 1997 through December 31, 1997 pursuant to Article XII, Paragraph (n) of the By-Laws:

POLICY/ COVERAGE	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS/ BROKERS
Business Automobile Insurance	\$1M combined single limit per occurrence; \$1M uninsured and underinsured motorists; \$10,000 medical payments; maximum personal injury coverage SIR - None	03/01/97 to 03/01/98	\$25,706	General Accident Insurance Company of New York/Rivera and Kaplan, Inc.
Fidelity Insurance	\$5M per loss; \$100,000 deductible	04/01/97 to 04/01/2000	\$13,333	Gulf Insurance Company/Massey Insurance Agency
Baggage Legal Liability Insurance (cancelled 5/13/97 - coverage was for IAB).	\$1,000 per bag with a \$200,000 maximum per loss; deductible - \$100 per bag	04/19/97 to 05/13/97	\$1,321	Hartford Insurance Company/Massey Insurance Agency
TransitCenter's Satellite Office - Commercial Insurance Package includes: Commercial General Liability Insurance	\$2 million aggregate SIR - None	05/01/97 to 05/01/98	\$416 combined for Commercial General Liability, Automobile Liability, and Personal Property Coverages listed below.	General Accident Insurance Company/AON Group, Inc.
Automobile Liability Insurance	\$1 million combined single limit SIR - None	05/01/97 to 05/01/98		
Personal Property Insurance	\$10,000 SIR - \$250	05/01/97 to 05/01/98		
Workers' Compensation Insurance	Statutory	05/01/97 to 05/01/98	\$1,171	Reliance National Indemnity Company/AON Group, Inc.

POLICY/ COVERAGE	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS/ BROKERS
Workers' Compensation Coverage for the Public Affairs Office Washington, D.C.	Statutory SIR - None	05/07/97 to 05/07/98	\$2,640	Travelers Casualty & Surety Company/ E.G. Bowman & Company, Inc.
Excess Boiler and Machinery Insurance; Scheduled Property including WTC Motors and Inspection Services	\$1,600,000 each accident \$500,000 deductible	07/01/97 to 07/01/98	\$38,000	Chubb Group of Insurance Companies/ Massey Insurance Agency
Tokyo Trade Development Office - Owners', Landlords' and Tenants' Liability Insurance	\$100 million ¥ (approximately \$800,000) SIR - None	10/21/97 to 10/21/98	\$120	CIGNA Accident and Fire Insurance Company, Ltd.
Tokyo Trade Development Office - Fire Legal Liability Insurance	50 million ¥ (approximately \$400,000) SIR - None	10/21/97 to 10/21/98	Included in the Owner's, Landlord's and Tenant's Liability Insurance Premium.	"
Tokyo Trade Development Office - Movables All Risk Insurance including Earthquake (Office Contents)	12 million ¥ (approximately \$96,000) SIR - None	10/21/97 to 10/21/98	\$271	"
Tokyo Trade Development Office - Excess Workers' Compensation Insurance	10 million ¥ (approximately \$80,000) SIR - None	10/21/97 to 10/21/98	\$232	"
Tokyo Trade Development Office - Employers' Liability Insurance	100 million ¥ (approximately \$800,000) SIR - None	10/21/97 to 10/21/98	Included in the Excess Workers' Compensation Premium.	"

POLICY	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS/ BROKERS
London Overseas Development Office - Commercial Combined Policy Form includes: Public Liability Insurance including Fire Legal Liability Insurance	1 million £ (approximately \$1,650,100) SIR - 100£ (approximately \$165)	12/07/97 to 12/06/98	Approximately \$1,720 combined for Public Liability, Employer's Liability, Contents, Fire and Business Interruption.	General Accident Fire and Life Assurance Corporation/John Fry (Insurance Brokers) Limited.
Employer's Liability Insurance	10 million £ (approximately \$16,501,000) SIR - None	12/07/97 to 12/06/98		
Contents Insurance including Electronic Equipment	55,520 £ (approximately \$91,614) SIR - 250 £ (approximately \$413)	12/07/97 to 12/06/98		
Business Interruption	51,734 £ (approximately \$85,366) SIR - 250 £ (approximately \$413)	12/07/97 to 12/06/98		

RENEWAL NOTES

- Proposals for the purchase of Automobile Liability Insurance were solicited on a competitive basis from five (5) brokers. Rivera and Kaplan, Inc., provided a proposal from the General Accident Insurance Company of New York for the appropriate coverage at the most cost effective premium. General Accident's premium proposal of \$25,706 reflects a 30% reduction from the expiring premium. In addition, the policy terms and conditions have been enhanced. The coverage provides appropriate financial protection to the Port Authority, as insured, for the use of Port Authority vehicles by designated executive staff.
- Bids for the renewal of our Fidelity Insurance, which covers financial loss resulting from fraudulent or dishonest acts of employees were solicited on a competitive basis from five brokers: Rivera & Kaplan, Inc., Sterling & Sterling, Inc., Marsh & McLennan-Finpro, Cunningham Group (MBE/WBE), and Massey Insurance Agency (MBE/WBE). The proposal submitted by Massey Insurance Agency was judged the most advantageous and cost effective to the Port Authority. The coverage is effective April 1, 1997 for a three-year prepaid premium cost of \$40,000 (\$13,333/year).
- Staff successfully negotiated the extension of Baggage Legal Liability Insurance covering our Legal Liability, as bailee, at the International Arrivals Building at John F. Kennedy International Airport. This coverage was provided by Hartford Fire Insurance Company through the expiring broker Massey Insurance Agency, a MBE/WBE in limits of \$1,000 per bag with a \$200,000 limit any single loss, excess of a \$100 deductible, for a 24 day extension, effective April 19, 1997 at a premium cost of \$1,321. An agreement was reached with LCOR/Schiphol, a joint venture, to operate/lease the International Arrivals Building. The terms and conditions of the agreement require LCOR/Schiphol to procure all insurance including Baggage Legal Liability. The above insurance was extended pending the execution of the agreement. The agreement became effective 12:01 p.m. on May 13, 1997.
- Risk Financing staff arranged for the renewal purchase of a Commercial Insurance package covering the activities of the TransitCenter's satellite office located in Stamford, Connecticut. This package includes Commercial General Liability Insurance, Automobile Liability Insurance, and Personal Property Insurance. TransitCenter, an office within ITD, was awarded a two year federally funded grant in 1996 to establish a satellite office in Stamford, Connecticut to market and sell TransitChek(s) to employers in the state. TransitCenter sales staff, who are temporary employees of the Port Authority, will be using their own personal vehicles to make trips from the sales office to employers' locations throughout Connecticut. In addition, we arranged for the renewal purchase of workers' compensation insurance covering the temporary employees.
- Workers' Compensation insurance covering the Office of the Washington Representative located in the District of Columbia, was renewed for a one-year term effective May 7, 1997 with the Aetna Casualty & Surety Company through the incumbent broker E.G. Bowman Co., Inc., a WBE/MBE, at an estimated annual premium of \$2,640. Since Workers'

Compensation insurance premiums are established by statute in the District of Columbia, there is no rate advantage to the Port Authority in soliciting competitive premium quotations.

- Favorable market conditions allowed us to purchase a new Excess Boiler and Machinery Insurance policy from the Chubb Group of Insurance Companies through broker Massey Insurance Agency, for a one-year term at an annual premium of \$38,000. Proposals were competitively solicited from five brokers. Massey Insurance Agency, a MBE/WBE provided a proposal for the appropriate coverage at the most cost effective premium.
- The Owners', Landlords' and Tenants' Liability, Fire Legal Liability, Movables All Risk, Excess Workers' Compensation and Employer's Liability Insurance Coverages for the Tokyo Business Development Office were renewed directly by personnel from that office. Insurance premiums have been reduced as the result of the reduction in the number of staff and the value of furniture/fixtures after the office relocation.
- With our concurrence, the manager of the Business Development Office located in London arranged for the renewal purchase of a Commercial Combined Policy form through General Accident Insurance Company. The Policy provides Public Liability, Employer's Liability, Contents and Business Interruption coverages.
- Overseas coverages are arranged by the managers in the home countries of those offices in order to provide local defense and response in the event of a loss.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, February 26, 1998

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, February 26, 1998, 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. John J. Haley, Jr.
 Hon. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Robert E. Catlin, Jr., Director, World Trade
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 David F. Feeley, Chief Operating Officer
 Linda C. Handel, Senior Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Director, Human Resources
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Fred V. Morrone, Director, Public Safety
 Anne Marie C. Mulligan, Assistant Treasurer, Treasury
 James C. Reinish, Manager, Policy Analysis and Communication, Office of the Secretary
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 John F. Spencer, Assistant Chief Engineer, Engineering
 Robert E. Van Etten, Inspector General
 Christopher O. Ward, Director, Port Redevelopment Program, Port Commerce
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Peter B. Yunis, Executive Assistant to the Chairman

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. David S. Mack
 Hon. Melvin L. Schweitzer

The public meeting was called to order by Chairman Eisenberg at 3:18 p.m. and ended at 3:23 p.m. The Board also met in executive session prior to the public meeting. In addition, the Board held a planning meeting in executive session on February 12, 1998.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of January 29, 1998. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on February 26, 1998, which included discussion of internal audit matters, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, and the report was received and is included with these minutes.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on February 26, 1998, which included a discussion of a project for additional elevators and customer service improvements at the Green Quadrant Parking Garage at John F. Kennedy International Airport and a project to replace the stone pavers on the Austin J. Tobin Plaza at The World Trade Center, 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 Finance

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

THE WORLD TRADE CENTER - PLAZA STONE AND WATERPROOFING REHABILITATION - PROJECT AUTHORIZATION

It was recommended that the Board authorize a project to replace the stone pavers at The World Trade Center's Austin J. Tobin Plaza (Plaza), and to perform other related repairs, replacements and installations of Plaza infrastructure, at a total estimated project cost of \$23.5 million.

Due to general wear and tear and exposure to the elements over 25 years, there is significant deterioration of the stone pavers on the Plaza. Staff has determined that these pavers must be replaced to prevent further deterioration of the Plaza's substructure layers and waterproofing system, which also serve as the roof for the Concourse and Mall below. The cracked pavers also are potential tripping hazards to pedestrians and diminish the Plaza's appearance.

This project provides for replacement of the existing paradiso marble pavers with granite pavers which are more durable. Approximately 150,000 square feet of pavers, surrounding but not including the Plaza fountain well, will be installed. The existing Plaza paving pattern will be maintained as originally designed. The project would also include the repair of substructure layers which have deteriorated, as well as replacement of certain expansion joints and installation of additional drains, access hatches, and other utilities. Procurement of materials and services and construction activities for this project will proceed on a fast track and expedited basis to complete work as soon as possible.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project to replace the stone pavers at The World Trade Center's Austin J. Tobin Plaza, and to perform other related repairs, replacements and installations of Plaza infrastructure, at a total estimated project cost of \$23.5 million, be and the same is hereby 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 such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services for the project as he deems in the best interest of the Port Authority including, without limitation, award to the contractor who, in his opinion, is qualified by reason of responsibility, experience, and capacity to perform the work and whose proposal price the Executive Director deems reasonable, rejection of all proposals, solicitation of new proposals on revised or the same requirements, or negotiation with one or more proposers or other contractors; (2) execute contracts and supplemental agreements with such 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 project contract and agreement, including supplemental agreements; (3) award Contract WTC-903.072 - "Purchase of the Granite Pavers for Plaza Stone Replacement Project" in the estimated amount of \$2.5 million and Contract WTC-903.073 - "Installation of the Granite Pavers for Plaza Stone Replacement Project" in the estimated amount of \$13.5 million, or a combined purchase and installation contract, 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 the Executive Director deems reasonable, reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more contractors; 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.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - PROJECT AUTHORIZATION
FOR ADDITIONAL ELEVATORS AND CUSTOMER SERVICE
IMPROVEMENTS AT THE GREEN QUADRANT PARKING GARAGE**

A project for construction of the Green Quadrant Garage in the Central Terminal Area at John F. Kennedy International Airport was authorized by the Board at its meeting of February 6, 1997, and that construction is now underway. As presently designed, the garage will contain two elevators at each end which will carry passengers to the grade level crosswalks proximate to Terminal 1 and Delta Air Lines' Terminal 3 as well as to roof level pedestrian bridges which will connect to the planned Light Rail System serving these terminals.

The current design does not call for elevator installation proximate to the crosswalk servicing Delta's Terminal 2, a terminal serving approximately 2.7 million annual passengers. The Terminal 2 passengers who utilize the garage will be required to climb stairs or to walk approximately 2/5 of a mile from the elevators at either end of the garage to the Terminal 2 crosswalk. Passengers parking at the midpoint of the garage would have an additional walk of approximately 2/5 of a mile to the elevators at either end.

Construction of two additional elevators and an exterior enclosure along with installation of related security and customer service enhancements will provide an acceptable level of service to those passengers using Terminal 2 and will reduce potential congestion on the elevators servicing the other, heavily utilized terminals.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that a project for the design and construction of two additional elevators, a 3-story structure external to the garage to enclose the new elevators, and associated customer service and security related enhancements for the Green Quadrant Garage currently under construction in the Central Terminal Area at John F. Kennedy International Airport (JFK) at an estimated total project cost of \$4.9 million is hereby 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 a) take action with respect to purchase and 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 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 the Executive Director deems reasonable; rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other contractors; b) execute contracts or 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) award Contract JFK-134.175 for the construction of two additional elevators, an external structure to enclose the elevators, and customer service and security related amenities associated with the new elevators such as public and emergency telephones, closed circuit television monitoring of the elevator cabs, and a guard booth at the entrance to the garage at an estimated cost of \$3.6 million; and d) to enter into such other agreements as may be necessary to effectuate the project; and it is further

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

**NEWARK INTERNATIONAL AIRPORT - CONTINENTAL AIRLINES, INC. -
EXTENSION OF LEASE ANA-326 FOR CARGO BUILDING 154**

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into a supplemental agreement to Lease ANA-326 with Continental Airlines, Inc. (Continental) covering Cargo Building No. 154 at Newark International Airport, to lease additional space in Cargo Building 154 to Continental for the period March 15, 1998 through December 31, 2003, and to extend the term of the Lease to December 31, 2003 at an annual rental rate, including the additional premises, of \$919,036, including a constant factor which would escalate annually but be adjusted every two years and an airport services factor adjusted annually pursuant to Schedule A of the Lease. Continental would be fully responsible for remediation of environmental damage and associated costs unless Continental can prove it did not itself cause the environmental damage, provided Continental does not construct any additional structures or otherwise cause a disturbance of the soil resulting in the discovery and need for remediation, in any such case Continental would be fully responsible. In addition, Continental would be fully responsible for all third party environmental liability associated with the premises.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian and Schweitzer 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 Lease ANA-326 with Continental Airlines, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

PORT NEWARK - EXPORT TRANSPORT CO. - NEW LEASE LPN-249

It was recommended that the Board authorize the Executive Director to enter into a ten-year lease with Export Transport Co. covering approximately 42,312 square feet in and around Building 130, 2,185 square feet in and around Building 136 and an additional 45,000 square feet of open area at the Port Newark-Port Authority Marine Terminal. The term will commence on or about April 1, 1998 and terminate on May 31, 2008. Export Transport Co. will relocate from the Elizabeth-Port Authority Marine Terminal and use the premises in connection with its refrigerated warehouse business.

The rental will be a fixed amount for each of the three designated spaces, aggregating \$203,345 annually and commencing June 1, 1998, which shall be adjusted, based upon increases in the consumer price index as specified in the lease, on June 1, 2000 and on every second anniversary of such date.

Export Transport Co.'s lease at Elizabeth will be terminated by the Port Authority in accordance with its terms in order for the company to proceed with its relocation to Port Newark.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian and Schweitzer 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 Export Transport Co., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board - 2/26/98)

**PORT NEWARK - NAPORANO IRON & METAL CO., INC. - LEASE L-PN-195,
SUPPLEMENT NO. 1 - LEASE REVISION**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Naporano Iron & Metal Co., Inc. ("Naporano") revising its lease for premises at Port Newark to (i) delete the requirement for the Port Authority to perform baseline testing and provide that Naporano will have specified environmental responsibility for the permanent premises during the term of the letting; (ii) modify certain business terms due to the delay in commencement of construction, including extending the lease expiration date, the rental commencement date for the permanent premises, the length of time that the rent for the temporary premises remains in effect and the length of time Naporano would remain in a portion of the temporary premises; and (iii) add approximately 1.61 acres of open area to the temporary premises.

In July 1994, the Board authorized a new lease with Naporano, a processor and shipper of scrap metal, covering Naporano's occupancy of temporary premises and the relocation of Naporano's leasehold to new permanent premises of approximately 19 acres of open area and 900 linear feet of Berths 30/32 upon completion of construction by Naporano of paving and utility work at the permanent premises. The Lease provided that the Port Authority would conduct an environmental baseline survey of the new permanent premises and the lease would be supplemented to incorporate the results. The Port Authority and Naporano could not reach agreement on the environmental terms and conditions to be incorporated into the lease with regard to the permanent premises and the supplement was never executed. Agreement has now been reached on a new environmental arrangement for the permanent premises pursuant to which Naporano will assume specified environmental responsibility for the permanent premises during the term of the letting and will be responsible for returning the permanent premises at the end of the letting thereof to the Port Authority in a "clean" condition as defined in the lease. Since approximately one-third of the permanent premises is not now clean the Port Authority would reimburse Naporano a specified amount for Naporano's clean-up of this portion of the premises upon the surrender thereof and for a clean-up required during the term of the Lease by the New Jersey Department of Environmental Protection (NJDEP) as a result of not having a Declaration of Environmental Restriction (DER) implemented with respect to such portion of the permanent premises. If NJDEP requires such a clean-up, the Port Authority would also reimburse Naporano for its repaving costs and rent would be abated to the extent Naporano did not have use of the premises because of the clean-up. Naporano will be required to provide the Port Authority with a letter of credit as security for Naporano's obligation to surrender the permanent premises to the Port Authority in a clean condition. If Naporano surrenders all of the permanent premises in a clean condition on the surrender date therefor, the Port Authority will pay Naporano a stipulated amount in recognition that it did not have use of the entire premises during the clean-up. If on the other hand, Naporano does not surrender the permanent premises to the Port Authority in a clean condition on the surrender date therefor and the Port Authority permits or requires Naporano to continue to perform the required remediation, Naporano would pay liquidated damages for loss of rental to the Port Authority.

The existing mutual 30 day termination right would be deleted from the Lease and Naporano will have the right to terminate the letting without cause in the last annual period upon 30 days' prior notice and submission of documentation to the Port Authority that the premises is clean. If Naporano terminates the letting during the first four annual periods the payments it will be obligated to pay the Port Authority will be based upon a revised schedule contained in the supplemental agreement. The mutual right to terminate the letting without cause on one year's notice in the 5th, 10th and 15th annual periods will be amended to provide for a mutual termination right on two years' notice in the 11th and 16th annual periods.

Because agreement was not reached on the environmental provisions of the Lease the construction work has not commenced and Naporano has not relocated to its permanent premises. In recognition of this delay, the lease term will be extended to end 21 years after the permanent rental commencement date but not later than February 29, 2020 and, in certain circumstances, not later than February 28, 2021 and the outside date for the commencement of rental for the permanent premises, previously July 1, 1995, will be changed to March 1, 1999 and, in certain circumstances, to March 1, 2000. Naporano will continue to pay rental on the temporary premises at the previously authorized rates until May 15, 1997. Effective May 16, 1997 the rental on the temporary premises will increase.

Additional open area of approximately 1.61 acres will be added to the temporary premises effective March 1, 1998. The term of a portion of the current temporary premises and the term of the new temporary premises would expire on the earliest to occur of February 28, 2001, the completion of a clean up required by NJDEP due to the failure to obtain a DER on the one-third portion of the permanent premises that is not now clean or upon implementation of a DER covering such premises. Naporano and the Port Authority will each have the right to terminate the letting of these temporary premises without cause on thirty days' written notice.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian and Schweitzer 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 Naporano Iron & Metal Co., Inc., substantially in accordance with the terms and conditions set forth above; the form of said agreement shall be subject to the approval of General Counsel or his authorized representative.

ELECTRONIC TOLL COLLECTION - EXTENSION OF ARRANGEMENTS FOR INTERIM CUSTOMER SERVICE CENTER SERVICES

The New Jersey Turnpike Authority, on behalf of the New Jersey Electronic Toll Collection (ETC) Consortium, was to award an ETC contract for the Consortium including the establishment of a Customer Service Center (CSC) which was to service the Port Authority's electronic toll patrons and permit the Port Authority to fully participate in the Consortium's objective of implementing and operating a regional ETC system. The New Jersey Consortium is in the process of finalizing the contract to include the provisions of CSC services, and the CSC is not yet operational. The Port Authority will migrate to the New Jersey Consortium's CSC when it has made a reasonable assessment that the New Jersey Consortium CSC has been successfully tested and is ready for Port Authority migration.

On February 6, 1997, the Board authorized the Executive Director to arrange for interim CSC services for the Port Authority's ETC System for a one year period. It is necessary to extend the arrangement for interim CSC services until the Port Authority can migrate to the New Jersey Consortium CSC. The estimated cost of interim CSC service from April through August 1998 is \$920,000 per month. Beginning in September 1998, because of the consolidation of MTA Bridges and Tunnels and New York State Thruway Authority CSC services, costs for the Port Authority are roughly estimated at \$675,000 monthly, including non-recurring transition and Port Authority specific costs.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Lewis, Mack, Philibosian and Schweitzer voting in favor; Commissioner Haley abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to extend arrangements for the furnishing of interim Customer Service Center (CSC) services to the Port Authority in connection with the Port Authority's Electronic Toll Collection (ETC) System until such time as the Port Authority has made a reasonable assessment that the New Jersey Consortium CSC has been successfully tested and is ready for Port Authority migration; and to enter into such agreements as are necessary to effect such extension; and it is further

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

**STATEN ISLAND RAILROAD - INDEMNIFICATION AGREEMENT - STATE OF
NEW JERSEY**

During the past year, the Port Authority has been cooperating with the New York City Economic Development Corporation, the New Jersey Department of Transportation and the County of Union in the planning and effectuation of renewed rail service between Union County and Staten Island. As part of that process, the Port Authority issued a request for proposals (RFP) from railroads for operation of the proposed rail service. A number of proposals were received and are being evaluated by a Committee which consists of representatives of the Port Authority, State of New Jersey (including Union County) and the New York City Economic Development Corporation.

After the RFP was issued and while the proposals were being evaluated, the Norfolk Southern and CSX railroads announced their plans to acquire Conrail, the dominant rail carrier in our region. This acquisition is currently the subject of a proceeding before the Surface Transportation Board. Since these two major railroads will be operating in the region, a development occurring after the issuance of the RFP, it was considered advisable to accept proposals from the two railroads outside of the ongoing RFP process.

The State of New Jersey has expressed a concern that it would in some way be legally vulnerable because of the acceptance of and the review of any CSX/NS proposal, and along with Union County has refused to either participate in the review process or progress the development of a Memorandum of Agreement between the Port Authority and the State and County. After discussions with representatives of the State, it has been tentatively agreed that the Port Authority would provide to the State of New Jersey and County of Union, an Agreement to defend, indemnify, protect and save harmless those parties from and against any claims which may be made by any proposer which has submitted a proposal in response to the RFP.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Lewis, Mack, Philiposian and Schweitzer voting in favor; Commissioner Haley abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority and any subsidiary corporation created by the Port Authority for the purpose of establishing rail service between New York and New Jersey, to enter into an Indemnification Agreement with the State of New Jersey and the County of Union to defend, indemnify, protect and save harmless the State of New Jersey and Union County from claims which may arise from any proposer which has submitted a proposal in response to the request for proposals for a Staten Island Railroad operator, substantially in accordance with the terms outlined above or on such other terms as the Executive Director deems appropriate; the form of such Indemnification Agreement shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT WITH THE CAFE MED LESSEES

It was recommended that the Board authorize General Counsel to accept the sum of \$155,000 to be paid in seventeen consecutive monthly installments, plus interest, at an annual rate of 9 percent, in full settlement of the pending civil action, New York Supreme Court, Index No. 400421/97 regarding the Port Authority's claims for a construction advance of \$847,000 and unpaid rent of \$534,000 relating to the Cafe Med lease at The World Trade Center.

Staff has negotiated a settlement in the sum of \$155,000 to be paid by Cafe Med to the Port Authority over a seventeen month period commencing retroactive to January 1, 1998, plus interest at an annual rate of 9 percent. After all payments have been received, the parties will execute a stipulation discontinuing the litigation with prejudice and will exchange releases with respect to claims relating to the Cafe Med lease which includes contract work at the leasehold by Cafe Med valued by the Port Authority at approximately \$1.2 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian and Schweitzer voting in favor; none against:

RESOLVED, that General Counsel be and he is hereby authorized, for and on behalf of the Port Authority, to accept the sum of \$155,000 plus interest in full settlement of the pending civil action Index No. 400421/97, regarding the Port Authority's claims for a construction advance of \$847,000 and unpaid rent of \$534,000 relating to the Cafe Med lease at The World Trade Center, and in full settlement of all claims by all parties relating to the Cafe Med lease, substantially in accordance with the terms and conditions set forth above.

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 December 1, 1997 to December 31, 1997.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
LGA215730A	Asbestos Removal Via Work Order LaGuardia Airport Trio Asbestos Removal	1,000,000(C) 1,000,000	158,593(C) 158,593
JFK100533	Immediate Repairs JFK, West 30th Street Heliport And Downtown Manhattan Heliport John F. Kennedy International Airport Hallen Construction Co.	1,000,000(C) 1,000,000	289,739(C) 289,739
JFK110114	Bulk Fuel Farm and Satellite Fuel Farm Water Pollution Control Facilities John F. Kennedy International Airport T. Moriarty and Son, Inc.	4,338,000(A) 50,000(C) 434,000(D) 211,000(T) 12,600(U) 5,045,660	4,338,000(A) 0(C) 404,292(D) 211,000(T) 0(U) 4,953,292
JFK110146	JFK Redevelopment Program - Control Tower Asbestos Abatement and Demolition John F. Kennedy International Airport Leon D. DeMatteis Construction Corp.	677,340(A) 68,000(D) 745,340	592,897(A)(F) 44,840(D) 637,737
JFK594003	JFK Redevelopment Program - Control Tower Asbestos Abatement and Demolition John F. Kennedy International Airport Leon D. DeMatteis Construction Corp.	3,293,000(A) 400,000(C) 330,000(D) 4,023,000	3,274,371(A)(G) 54,407(C) 183,488(D) 3,512,266
JFK787	Building No. 189 Reroofing John F. Kennedy International Airport Tirana Roofing Corp.	48,675(A) 10,000(C) 5,000(D) 11,000(H) 63,675	48,675(A) 0(C) 5,000(D) 9,230(H) 53,675

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK789	International Arrival Building Managers Offices John F. Kennedy International Airport East Wing Contracting Co., Inc.	69,000(A) 7,000(D) 76,000	68,300(A)(I) 3,549(D)
EWR164088	Landslide Access Project Phase 1A Landscaping at Monorail Stations D1,D3, E and Access Roadway to Station D2 Newark International Airport Vernon Hills Landscaping Corp.	398,900(A) 0(C) 25,000(D) 423,900	398,900(A) 8,800(C) 23,405(D)
EWR164084	Landside Access Project Phase 1A Surcharge for Airport Entrance and Exit Ramps EWR Redevelopment Program Newark International Airport J. Fletcher Creamer and Sons, Inc.	1,326,000(A) 956,030(B) 390,000(C) 229,000(D) 2,901,030	1,326,000(A) 931,791(B) 713,908(C) 93,470(D)
EWR615	Rehabilitation of Restricted Vehicle Service Road and Drainage Improvements Newark International Airport Tarmac America, Inc.	344,366(A) 622,267(B) 35,000(C) 48,335(D) 4,350(J) 56,000(Y) 60,000(Z) 115,000(AA) 152,800(AB) 9,168(AC) 10,000(AD) 19,000(AE) 1,476,286	344,366(A) 622,267(B) 35,000(C) 48,335(D) 4,350(J) 51,491(Y) 60,000(Z) 101,856(AA) 126,717(AB) 9,168(AC) 0(AD) 10,511(AE)
AK0150	Administration Building Sewer Connection Outerbridge Crossing Janco Contracting Corp.	968,000(A) 100,000(C) 77,440(D) 11,332(J) 1,156,772	968,000(A) 0(C) 24,800(D) 11,332(J)
AK0156	Replacement of Power Inverters With UPS Units Outerbridge Crossing J.G. Salas and Sons, Inc.	176,700(A) 17,670(D) 194,370	176,060(A)(K) 5,930(D)
AK0158	Microsurfacing of the New York and New Jersey Approaches and Main Span Outerbridge Crossing Shore Slurry Seal, Inc.	109,800(A) 340,200(B) 20,000(C) 27,000(D) 497,000	109,800(A) 335,080(B) 0(C) 9,167(D)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
LT396	Vent Building Replacement Of Air Compressors Lincoln Tunnel MCS Air Control Service, Inc.	209,000(A) 15,000(C) 17,000(D) 241,000	209,000(A) 0(C) 6,903(D) 215,903
LT409	Kings Bluff - Rehabilitation of Bridges Lincoln Tunnel Precision General Contractors, Inc.	288,888(A) 40,000(C) 80,000(D) 408,888	266,308(A)(W) 18,081(C) 58,700(D) 343,089
EP383002	Expressrail Intermodal Transfer Facility Elizabeth Port Authority Marine Terminal N.J. C.F. Winans, Co.	6,145,920(A) 1,307,095(B) 350,000(C) 746,000(D) 250,000(L) 8,799,015	6,145,920(A) 1,307,095(B) 385,374(C) 397,655(D) 231,227(L) 8,467,272
GWBBS210007	Rehabilitation of Bridge Deck Over Ft. Washington Ave. and Bus Ramps George Washington Bridge Bus Station Bellezza Company, Inc.	1,969,570(A) 188,010(B) 500,000(C) 216,000(D) 250,000(M) 3,123,580	1,969,570(A) 174,066(B) 358,335(C) 87,904(D) 249,587(M) 2,839,462
GWB244017	Upper Level Deck Repairs Phase II George Washington Bridge Karl Koch Erecting, Co.	950,000(A) 1,379,500(B) 420,000(C) 186,000(D) 2,935,500	950,000(A) 1,059,739(B) 81,635(C) 0(D) 2,091,374
MFP100503	Immediate Repairs New York Marine Terminals APC Contracting, Inc.	1,000,000(C) 13,500(J) 1,013,500	339,909(C) 13,500(J) 353,409
MFP203	Maintenance Dredging NYC Passenger Ship Terminal and Brooklyn-Port Authority Marine Terminal Great Lakes Dredge and Dock Company	1,050,000(B) 70,000(D) 250,000(N) 105,000(O) 0(V) 1,475,000	1,050,000(B) 0(D) 42,000(N) 105,000(O) 61,555(V) 1,258,555
PST344002	New York City Passenger Ship Terminal Pier 40 Pier 12-Piles and Bulkhead Repairs Brooklyn Port Authority Marine Terminal Spearin, Preston and Burrows, Inc.	405,600(A) 33,000(D) 648,000(P) 112,850(Q) 100,000(R) 38,000(S) 11,285(O) 0(V) 1,348,735	405,600(A) 0(D) 648,000(P) 112,850(Q) 26,312(R) 0(S) 11,285(O) 29,135(V) 1,233,182

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
WTC855070	Egress Corridors-South WTC	436,112(A)	430,612(A)(E)
	Subgrade B-1 Level	27,800(B)	27,800(B)
	World Trade Center	8,000(C)	0(C)
	D & L Associates, Inc.	28,000(D)	17,076(D)
		499,912	475,488
WTC857088	One World Trade Center 30th Floor	65,000(A)	65,000(A)
	Rehabilitation of Public Areas	5,200(D)	0(D)
	World Trade Center		
	Aegis Associates, Inc.	70,200	65,000

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$5,500 for a reduction in the scope of work.
- (F) The difference between "Total Authorized" and "Total Payment" represents credit change order in the amount of \$84,443.00 for a reduction in the scope of work.
- (G) The difference between "Total Authorized" and "Total Payment" represents two credit change orders totalling \$18,629.00 for deleted work.
- (H) Memorandum of Authorization dated 1/17/96, increasing extra work in the amount of \$11,000.00.
- (I) The difference between "Total Authorized" and "Total Payment" represents liquidated damages for delay in time of completion per Contract in the amount of \$700.00.
- (J) Premium for furnishing performance and payment bond as provided for in Contract.
- (K) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$640.00 for deleted work.
- (L) Memorandum of Authorization dated 10/03/95, increasing classified work in the amount of \$250,000.00
- (M) Memorandum of Authorization dated 2/01/94, authorizing Supplemental Agreement No. 1 in the amount of \$250,000.00.
- (N) Memorandum of Justification dated 9/10/96, authorizing Supplemental Agreement No. 1 in the amount of \$250,000.00 and increasing classified work in the amount of \$183,000.00.
- (O) Per AP 54-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000.00 (whichever is less) without further authorization.
- (P) Memorandum of Justification dated 9/12/96, authorizing Supplemental Agreement No. 1, in the amount of \$648,000.00.
- (Q) Memorandum of Justification dated 9/12/96, authorizing classified work in the amount of \$112,850.00.

- (R) Memorandum of Justification dated 9/12/96, authorizing net cost work in the amount of \$100,000.00
- (S) Memorandum of Justification dated 9/12/96, increasing extra work in the amount of \$38,000.00.
- (T) Memorandum of Authorization dated 9/27/96, authorizing Supplemental Agreement No. 1 in the amount of \$211,000.
- (U) Memorandum of Authorization dated 9/27/96, increasing extra work in the amount of \$12,660.
- (V) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (O).
- (W) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$22,580.00 for deleted work.
- (Y) Memorandum of Authorization dated 6/20/96, increasing classified work in the amount of \$56,000.
- (Z) Memorandum of Authorization dated 6/20/96, increasing extra work in the amount of \$60,000.
- (AA) Memorandum of Authorization dated 6/20/96, increasing net cost work in the amount of \$115,000.
- (AB) Memorandum of Authorization dated 10/17/96, authorizing Supplemental Agreement No. 1 in the amount of \$152,800.
- (AC) Memorandum of Authorization dated 10/17/96, increasing extra work in the amount of \$9,168.
- (AD) Memorandum of Authorization dated 10/17/96, increasing net cost work in the amount of \$10,000.
- (AE) Memorandum of Authorization dated 2/12/97, increasing extra work in the amount of \$19,000.

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period December 1, 1997 to December 31, 1997.

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>YTD @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>
12/01/97	\$ 15,000,000	US T-BILL	--	12/16/97	99.77	5.550%	5.640%	\$ 14,965,312.50	First Chicago Capital Mkt
12/02/97	30,000,000	USTBILL(111S)	--	12/16/97	99.78	5.530	5.619	29,935,483.32	Zions First National Bank
12/03/97	25,000,000	US T-BILL	--	01/29/98	99.20	5.070	5.182	24,799,312.50	Smith Barney Harris Upham
12/03/97	25,000,000	US T-BILL	--	02/12/98	99.00	5.095	5.218	24,748,788.20	Fuji Securities
12/05/97	4,035,000	FMCDN	--	12/23/97	99.72	5.540	5.633	4,023,823.05	Zions First National Bank
12/05/97	10,000,000	FHDN	--	12/24/97	99.71	5.520	5.613	9,970,866.67	First Chicago Capital Mkt
12/05/97	13,953,000	FNDN	--	12/22/97	99.74	5.520	5.611	13,916,629.18	Prudential Securities
12/08/97	10,000,000	US T-NOTE	5.750%	11/30/02	99.28	--	5.918	9,928,125.00	Paribas Corporation
12/09/97	10,000,000	US T-BILL	--	02/26/98	98.87	5.140	5.271	9,887,205.56	Fuji Securities
12/09/97	15,000,000	US T-BILL	--	04/23/98	98.03	5.260	5.440	14,704,125.00	The Nikko Securities Co
12/10/97	15,000,000	US T-BILL	--	11/12/98	95.02	5.325	5.610	14,252,281.25	Nesbitt Burns Securities

(board - 2/26/98)

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>
12/10/97	\$ 15,000,000	US T-BILL	--	06/04/98	97.42	5.285%	5.501%	\$ 14,612,433.33	Smith Barney Harris Upham
12/10/97	20,000,000	US T-BILL	--	08/20/98	96.25	5.340	5.582	19,249,433.34	Paribas Corporation
12/11/97	20,000,000	US T-BILL	--	10/15/98	95.51	5.250	5.511	19,101,666.66	Paribas Corporation
12/11/97	20,000,000	FMCDN	--	12/24/97	99.80	5.480	5.567	19,960,422.22	Paine Webber Inc.
12/11/97	25,000,000	US T-BILL	--	06/11/98	97.35	5.235	5.452	24,338,354.18	Lehman Brothers
12/15/97	25,000,000	US T-BILL	--	04/16/98	98.25	5.160	5.325	24,562,833.33	Greenwich Capital Mkts
12/15/97	25,000,000	GECC CP	--	12/29/97	99.79	5.520	5.609	24,946,333.33	General Electric Capital
12/23/97	15,000,000	US T-BILL	--	03/05/98	98.94	5.320	5.452	14,840,400.00	CIBC Oppenheimer
12/23/97	25,000,000	US T-BILL	--	02/26/98	99.04	5.340	5.467	24,758,958.33	Nesbitt Burns Securities
12/23/97	25,000,000	US T-BILL	--	02/19/98	99.13	5.370	5.492	24,783,708.33	The Nikko Securities Co
12/23/97	25,000,000	USTBILL(VSO6)	--	01/22/98	99.56	5.330	5.428	24,888,958.33	Lehman Brothers

(Board - 2/26/98)

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>
12/23/97	\$ 40,000,000	USTBILL(111S)	--	01/22/98	99.56	5.330%	5.428%	\$ 39,822,333.32	Lehman Brothers
12/26/97	<u>50,000,000</u>	US T-BILL	--	03/26/98	98.67	5.330	5.477	<u>49,333,750.00</u>	Nesbitt Burns Securities
	<u>\$ 502,988,000</u>							<u>\$ 496,331,536.93</u>	

BEY - Bond Equivalent Yield

(Board - 2/26/98)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
12/02/97	\$ 30,000,000	USTB (111S)	--	01/22/98	99.27	5.175%	5.286%	5.510%	\$ 29,780,062.50	Prudential Securities
12/03/97	50,000,000	US T-BILL	--	12/26/97	99.69	4.850	4.933	5.050	49,845,069.45	Nesbitt Burns Securities
12/08/97	20,000,000	US T-NOTE	5.625%	02/28/01	99.44	--	5.815	6.000	19,887,500.00	Goldman, Sachs & Co
12/08/97	10,000,000	US T-NOTE	5.750	11/30/02	99.41	--	5.889	45.900	9,940,625.00	Paribas Corporation
12/09/97	25,000,000	US T-BILL	--	01/15/98	99.50	4.890	4.983	5.350	24,874,354.18	Dresdner Kleinwort Benson
12/10/97	25,000,000	US T-BILL	--	01/29/98	99.31	5.000	5.105	5.180	24,826,388.90	Lehman Brothers
12/11/97	20,000,000	US T-NOTE	6.375	05/15/00	101.28	--	5.799	6.780	20,256,250.00	The Nikko Securities Co
12/15/97	25,000,000	US T-BILL	--	01/08/98	99.68	4.850	4.933	5.650	24,919,166.68	Prudential Securities
12/26/97	25,000,000	US T-BILL	--	01/08/98	99.82	5.060	5.140	5.520	24,954,319.45	Prudential Securities
12/26/97	<u>\$ 15,000,000</u>	US T-BILL	--	01/29/98	99.53	5.020	5.114	5.260	<u>14,928,883.34</u>	The Nikko Securities Co
	<u>\$ 245,000,000</u>								<u>\$ 244,212,619.50</u>	

BEY - Bond Equivalent Yield

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>
Zions First National Bank	12/01/97	12/02/97	\$ 6,566,000	5.700%	\$ 1,039.62
Paribas Corporation	12/01/97	12/02/97	10,000,000	5.750	1,597.22
Zions First National Bank	12/01/97	12/02/97	11,560,000	5.700	1,830.33
Zions First National Bank	12/01/97	12/02/97	16,444,000	5.700	2,603.63
Zions First National Bank	12/01/97	12/02/97	25,770,000	5.700	4,080.25
Zions First National Bank	12/01/97	12/02/97	26,610,000	5.700	4,213.25
Nesbitt Burns Securities	12/02/97	12/03/97	6,424,000	5.580	995.72
Nesbitt Burns Securities	12/02/97	12/03/97	11,481,000	5.580	1,779.56
Nesbitt Burns Securities	12/02/97	12/03/97	12,438,000	5.580	1,927.89
Nesbitt Burns Securities	12/02/97	12/03/97	16,015,000	5.580	2,482.33

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	12/02/97	12/03/97	\$ 25,000,000	5.620%	\$ 3,902.78
Nesbitt Burns Securities	12/02/97	12/03/97	38,117,000	5.580	5,908.14
Nesbitt Burns Securities	12/03/97	12/04/97	6,425,000	5.590	997.66
Nesbitt Burns Securities	12/03/97	12/04/97	11,482,000	5.590	1,782.90
Nesbitt Burns Securities	12/03/97	12/04/97	16,017,000	5.590	2,487.08
Lehman Brothers	12/03/97	12/04/97	32,000,000	5.600	4,977.78
Nesbitt Burns Securities	12/03/97	12/04/97	50,562,000	5.590	7,851.16
Zions First National Bank	12/04/97	12/05/97	6,401,000	5.520	981.49
Zions First National Bank	12/04/97	12/05/97	11,477,000	5.520	1,759.81
Zions First National Bank	12/04/97	12/05/97	15,375,000	5.520	2,357.50
Zions First National Bank	12/04/97	12/05/97	16,006,000	5.520	2,454.25

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	12/04/97	12/05/97	\$ 35,188,000	5.520%	\$ 5,395.49
Greenwich Capital Mkts	12/04/97	12/05/97	43,000,000	5.540	6,617.22
Nesbitt Burns Securities	12/05/97	12/08/97	559,000	5.450	253.88
Nesbitt Burns Securities	12/05/97	12/08/97	1,000,000	5.450	454.17
Nesbitt Burns Securities	12/05/97	12/08/97	6,401,000	5.450	2,907.12
Nesbitt Burns Securities	12/05/97	12/08/97	11,470,000	5.450	5,209.29
Nesbitt Burns Securities	12/05/97	12/08/97	15,964,000	5.450	7,250.32
Citicorp Securities Mkts	12/05/97	12/08/97	32,000,000	5.450	14,533.33
Nesbitt Burns Securities	12/05/97	12/08/97	49,000,000	5.450	22,254.17
Paribas Corporation	12/08/97	12/09/97	971,000	5.480	147.81
Paribas Corporation	12/08/97	12/09/97	6,397,000	5.480	973.77

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	12/08/97	12/09/97	\$ 8,767,000	5.480%	\$ 1,334.53
Citicorp Securities Mkts	12/08/97	12/09/97	10,920,000	5.480	1,662.27
Paribas Corporation	12/08/97	12/09/97	14,490,000	5.480	2,205.70
Paribas Corporation	12/08/97	12/09/97	19,632,000	5.480	2,988.43
Paribas Corporation	12/08/97	12/09/97	30,311,000	5.480	4,614.01
Citicorp Securities Mkts	12/08/97	12/09/97	49,080,000	5.480	7,471.07
Paribas Corporation	12/09/97	12/10/97	5,749,000	5.460	871.93
Paribas Corporation	12/09/97	12/10/97	6,834,000	5.460	1,036.49
Paribas Corporation	12/09/97	12/10/97	15,299,000	5.460	2,320.35
Nesbitt Burns Securities	12/09/97	12/10/97	34,597,000	5.470	5,256.82
Paribas Corporation	12/09/97	12/10/97	49,893,000	5.460	7,567.11

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>
Nesbitt Burns Securities	12/09/97	12/10/97	\$ 50,403,000	5.470%	\$ 7,658.46
Nesbitt Burns Securities	12/10/97	12/11/97	5,360,000	5.400	804.00
Nesbitt Burns Securities	12/10/97	12/11/97	6,137,000	5.400	920.55
Nesbitt Burns Securities	12/10/97	12/11/97	14,938,000	5.400	2,240.70
Paribas Corporation	12/10/97	12/11/97	19,714,000	5.400	2,957.10
Nesbitt Burns Securities	12/10/97	12/11/97	49,238,000	5.400	7,385.70
Paribas Corporation	12/10/97	12/11/97	50,286,000	5.400	7,542.90
Lehman Brothers	12/11/97	12/12/97	5,325,000	5.430	803.19
Lehman Brothers	12/11/97	12/12/97	6,080,000	5.430	917.07
Lehman Brothers	12/11/97	12/12/97	14,783,000	5.430	2,229.77
Citicorp Securities Mkts	12/11/97	12/12/97	49,000,000	5.460	7,431.67

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	12/11/97	12/12/97	\$ 49,067,000	5.430%	\$ 7,400.94
Citicorp Securities Mkts	12/12/97	12/15/97	2,820,000	5.490	1,290.15
Citicorp Securities Mkts	12/12/97	12/15/97	6,080,000	5.490	2,781.60
Citicorp Securities Mkts	12/12/97	12/15/97	14,779,000	5.490	6,761.39
Nesbitt Burns Securities	12/12/97	12/15/97	40,000,000	5.470	18,233.33
Citicorp Securities Mkts	12/12/97	12/15/97	49,067,000	5.490	22,448.15
Paribas Corporation	12/15/97	12/16/97	2,080,000	5.700	329.33
Paribas Corporation	12/15/97	12/16/97	2,575,000	5.700	407.71
Paribas Corporation	12/15/97	12/16/97	6,066,000	5.700	960.45
Paribas Corporation	12/15/97	12/16/97	10,000,000	5.820	1,616.67
Paribas Corporation	12/15/97	12/16/97	13,152,000	5.700	2,082.40

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	12/15/97	12/16/97	\$ 46,476,000	5.700%	\$ 7,358.70
Nesbitt Burns Securities	12/16/97	12/17/97	1,842,000	5.6250	287.81
Nesbitt Burns Securities	12/16/97	12/17/97	6,024,000	5.6250	941.25
Nesbitt Burns Securities	12/16/97	12/17/97	12,812,000	5.6250	2,001.88
Nesbitt Burns Securities	12/16/97	12/17/97	26,800,000	5.6250	4,187.50
Zions First National Bank	12/16/97	12/17/97	30,000,000	5.6250	4,687.50
Nesbitt Burns Securities	12/16/97	12/17/97	52,205,000	5.6250	8,157.03
Citicorp Securities Mkts	12/17/97	12/18/97	1,782,000	5.7200	283.14
Citicorp Securities Mkts	12/17/97	12/18/97	5,797,000	5.7200	921.08
Lehman Brothers	12/17/97	12/18/97	11,010,000	5.7500	1,758.54
Citicorp Securities Mkts	12/17/97	12/18/97	12,547,000	5.7200	1,993.58

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	12/17/97	12/18/97	\$ 19,090,000	5.750%	\$ 3,049.10
Lehman Brothers	12/17/97	12/18/97	19,900,000	5.750	3,178.47
Lehman Brothers	12/17/97	12/18/97	24,005,000	5.750	3,834.13
Lehman Brothers	12/17/97	12/18/97	25,995,000	5.750	4,151.98
Citicorp Securities Mkts	12/17/97	12/18/97	27,608,000	5.720	4,386.60
Nesbitt Burns Securities	12/17/97	12/18/97	33,000,000	5.720	5,243.33
Citicorp Securities Mkts	12/17/97	12/18/97	49,203,000	5.720	7,817.81
Zions First National Bank	12/18/97	12/19/97	5,469,000	5.610	852.25
Zions First National Bank	12/18/97	12/19/97	12,549,000	5.610	1,955.55
Smith Barney Harris Upham	12/18/97	12/19/97	19,898,000	5.600	3,095.24
Smith Barney Harris Upham	12/18/97	12/19/97	25,000,000	5.600	3,888.89

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>
Smith Barney Harris Upham	12/18/97	12/19/97	\$ 25,007,000	5.600%	\$ 3,889.98
Zions First National Bank	12/18/97	12/19/97	30,000,000	5.610	4,675.00
Paribas Corporation	12/18/97	12/19/97	30,000,000	5.650	4,708.33
Zions First National Bank	12/18/97	12/19/97	46,116,000	5.610	7,186.41
Citicorp Securities Mkts	12/19/97	12/22/97	4,420,000	5.500	2,025.83
Nesbitt Burns Securities	12/19/97	12/22/97	4,854,000	5.540	2,240.93
Smith Barney Harris Upham	12/19/97	12/22/97	8,015,000	5.530	3,693.58
Nesbitt Burns Securities	12/19/97	12/22/97	12,551,000	5.540	5,794.38
Smith Barney Harris Upham	12/19/97	12/22/97	19,901,000	5.530	9,171.04
Citicorp Securities Mkts	12/19/97	12/22/97	24,693,000	5.500	11,317.63
Nesbitt Burns Securities	12/19/97	12/22/97	25,596,000	5.540	11,816.82

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>
Smith Barney Harris Upham	12/19/97	12/22/97	\$ 40,000,000	5.530%	\$ 18,433.33
Citicorp Securities Mkts	12/19/97	12/22/97	49,387,000	5.500	22,635.71
Nesbitt Burns Securities	12/19/97	12/22/97	49,875,000	5.540	23,025.63
Greenwich Capital Mkts	12/22/97	12/23/97	4,683,000	5.540	720.66
Nesbitt Burns Securities	12/22/97	12/23/97	11,050,000	5.560	1,706.61
Greenwich Capital Mkts	12/22/97	12/23/97	12,050,000	5.540	1,854.36
Citicorp Securities Mkts	12/22/97	12/23/97	19,911,000	5.550	3,069.61
Nesbitt Burns Securities	12/22/97	12/23/97	25,317,000	5.560	3,910.07
Greenwich Capital Mkts	12/22/97	12/23/97	26,988,000	5.540	4,153.15
Citicorp Securities Mkts	12/22/97	12/23/97	47,359,000	5.550	7,301.18
Greenwich Capital Mkts	12/22/97	12/23/97	48,510,000	5.540	7,465.15

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>
Nesbitt Burns Securities	12/22/97	12/23/97	\$ 50,633,000	5.560%	\$ 7,819.99
Lehman Brothers	12/23/97	12/24/97	4,350,000	5.580	674.25
Lehman Brothers	12/23/97	12/24/97	9,310,000	5.580	1,443.05
Lehman Brothers	12/23/97	12/24/97	11,838,000	5.580	1,834.89
Lehman Brothers	12/23/97	12/24/97	12,965,000	5.580	2,009.58
Lehman Brothers	12/23/97	12/24/97	14,816,000	5.580	2,296.48
Lehman Brothers	12/23/97	12/24/97	18,585,000	5.580	2,880.68
Lehman Brothers	12/23/97	12/24/97	19,914,000	5.580	3,086.67
Paribas Corporation	12/23/97	12/24/97	50,000,000	5.570	7,736.11
Smith Barney Harris Upham	12/24/97	12/29/97	2,341,000	5.520	1,794.77
Nesbitt Burns Securities	12/24/97	12/29/97	2,610,000	5.520	2,001.00

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>
Smith Barney Harris Upham	12/24/97	12/29/97	\$ 4,338,000	5.520%	\$ 3,325.80
Smith Barney Harris Upham	12/24/97	12/29/97	11,840,000	5.520	9,077.33
Smith Barney Harris Upham	12/24/97	12/29/97	19,917,000	5.520	15,269.70
Smith Barney Harris Upham	12/24/97	12/29/97	22,278,000	5.520	17,079.80
Smith Barney Harris Upham	12/24/97	12/29/97	33,919,000	5.520	26,004.57
Nesbitt Burns Securities	12/24/97	12/29/97	52,390,000	5.520	40,165.67
Lehman Brothers	12/29/97	12/30/97	1,584,000	5.560	244.64
Lehman Brothers	12/29/97	12/30/97	4,321,000	5.560	667.35
Lehman Brothers	12/29/97	12/30/97	11,849,000	5.560	1,830.01
Lehman Brothers	12/29/97	12/30/97	13,297,000	5.560	2,053.65
Lehman Brothers	12/29/97	12/30/97	19,932,000	5.560	3,078.39

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	12/29/97	12/30/97	\$ 20,230,000	5.560%	\$ 3,124.41
Lehman Brothers	12/29/97	12/30/97	22,295,000	5.560	3,443.34
Nesbitt Burns Securities	12/29/97	12/30/97	26,043,000	5.550	4,014.96
Nesbitt Burns Securities	12/29/97	12/30/97	49,957,000	5.550	7,701.70
Citicorp Securities Mkts	12/30/97	12/31/97	4,272,000	5.580	662.16
Citicorp Securities Mkts	12/30/97	12/31/97	9,962,000	5.580	1,544.11
Citicorp Securities Mkts	12/30/97	12/31/97	19,935,000	5.580	3,089.93
Citicorp Securities Mkts	12/30/97	12/31/97	22,296,000	5.580	3,455.88
Zions First National Bank	12/30/97	12/31/97	30,225,000	5.570	4,676.48
Citicorp Securities Mkts	12/30/97	12/31/97	33,068,000	5.580	5,125.54
Zions First National Bank	12/30/97	12/31/97	50,775,000	5.570	7,856.02

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>
Nesbitt Burns Securities	12/31/97	01/02/98	\$ 1,722,000	6.550%	\$ 626.62
Greenwich Capital Mkts	12/31/97	01/02/98	4,267,000	6.550	1,552.71
Greenwich Capital Mkts	12/31/97	01/02/98	8,944,000	6.550	3,254.62
Greenwich Capital Mkts	12/31/97	01/02/98	19,938,000	6.550	7,255.22
Paribas Corporation	12/31/97	01/02/98	20,000,000	6.200	6,888.89
Greenwich Capital Mkts	12/31/97	01/02/98	22,188,000	6.550	8,073.97
Greenwich Capital Mkts	12/31/97	01/02/98	32,238,000	6.550	11,731.05
Nesbitt Burns Securities	12/31/97	01/02/98	37,930,000	6.550	13,802.31
Nesbitt Burns Securities	12/31/97	01/02/98	50,348,000	6.550	18,321.08

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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>
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No new transactions this period.

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 December 1, 1997 through December 31, 1997, 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

No new transactions this period.

Options Transactions - Sold

Transaction Date	Par Value	Description	Price	Exercise Price	Expirations/ Settlement	Dealer	Option Premium
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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 December 1, 1997 and December 31, 1997 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1997, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$779.6 million, including \$384.6 million pertaining to refundings and \$110.0 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 December 1, 1997 and December 31, 1997 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.

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 October 1, 1997 through December 31, 1997 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 Hedge</u>
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No outstanding Hedge during the 4th Quarter 1997.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1997 to December 31, 1997.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
JFK-534.015A John F. Kennedy International Airport - JFK Redevelopment Program - Roadway Network Area Three - Additional Landscaping and Maintenance C.D.M. Associates, Inc. Corona, NY	2	1) \$ 162,900 2) 99,000 3) 6,000 4) 110,000
JFK-584.009 John F. Kennedy International Airport - Widening of JFK Expreeway J3 Ramp Roadway and Installation of Traffic Guide Rail at Terminal B Exit Ramp Raebeck Construction Corporation Staten Island, NY	9	1) \$ 394,600 2) 176,600 3) 10,600 4) 157,000
JFK-817 John F. Kennedy International Airport - A.O.A Guard Post Upgrading T. Moriarty & Son, Inc. Brooklyn, NY	17	1) \$ 873,369 2) 477,000 3) 29,000 4) 585,000

(Board - 2/26/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
AYC-114 John F. Kennedy International Airport - Authorization to Develop New Signbridge at Federal Circle and Purchase Variable Message Sign Through Fees - Supplemental Agreement Sky Sites, Inc. New York, NY	Existing Contract	2) \$ 135,000
John F. Kennedy International Airport - Emergency Repair of 409-1 Jet-A Underground Fuel Supply System to British Airways - Compensation for Services Ogden New York Services, Inc. Jamaica, NY	Existing Contract	2) \$ 105,444
EWR-623 Newark International Airport - Building 10 Reroofing - Increase in Extra Work Advanced Construction Management Corporation Wayne, NJ	Existing Contract	3) \$ 75,000
LaGuardia Airport - Agreement for a Cooperative Intern Program The College of Aeronautics Flushing, NY	Sole Source	2) \$ 100,000

(Board - 2/26/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
Teterboro Airport - Modification of Collection and Analysis of Terminal Records (CATER) Contract to Add Facility Aviation Development Council Whitestone, NY	Existing Contract	2) \$ 100,000
GWB-412 George Washington Bridge - Closed Circuit Television Camera Coverage at Hudson Terrace Ramps and Palisades Interstate Parkway Toll Plaza and Ramp No. 2 Gate J.G. Salas & Sons, Inc. Union Beach, NJ	2	1) \$ 420,000 2) 371,300 3) 23,000 4) 275,000
GWB-431 George Washington Bridge - Maintenance Pavement Repairs via Work Order Gardner M. Bishop, Inc. and Joseph M. Sanzari, Inc., A Joint Venture White Plains, NY	5	1) \$ 1,319,004 2) 726,100 3) 44,000 4) 783,000
AKG-220 Goethals Bridge - Repaving Westbound NJ Ramps and NY Approach Roadways Crisdel Group, Inc. South Plainfield, NJ	4	1) \$ 1,197,200 2) 834,810 3) 51,000 4) 880,000

(Board - 2/26/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
AKO-155 Outerbridge Crossing - Priority Repairs to Existing Roadway Deck and Steel Beams on NY and NJ Approach Roadways C.C.M. Contracting Corporation Maspeth, NY	3	1) \$ 493,500 2) 317,000 3) 19,020 4) 390,000
BT-369 Port Authority Bus Terminal - Overheight Detection System Imperial Development and Construction Corporation Ozone Park, NY	5	1) \$ 524,000 2) 295,000 3) 18,000 4) 250,000
MFB-204.005 Lincoln Tunnel and George Washington Bridge - NJ Approaches Rock Slope Maintenance via Work Order M.J. Paquet, Inc. Palisades Park	9	1) 28.86% 2) 7.85%* 4) 10.00%
Holland and Lincoln Tunnels - Energy Efficient Lighting Upgrade Central Hudson Enterprises Corporation Poughkeepsie, NY	Sole Source	2) \$ 127,000

*Compensation based on actual net cost of work plus a percentage fee, with a maximum total work allowance of \$500,000.

(Ord - 2/26/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) ENGINEER'S ESTIMATE
LT-234.040 Lincoln Tunnel - Bus Parking Lots Fencing and Ramps Enhancement Raebeck Construction Corporation Staten Island, NY	2	1) \$ 481,500 2) 455,000 3) 27,000 4) 425,000
Provision of a Vision Benefit for Non-Represented Employees National Vision Administrators, Inc. East Hanover, NJ	7	2) \$ 150,000*
Renewal of Westlaw Legal Research Database Service for 1998 West Group St. Paul, MN	Sole Source	2) \$ 125,000

*RFP, award to highest rated proposer.

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1997 to December 31, 1997.

PART II.

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 50324	1	
P.O. NO: 19285	NY CITY CONTRACT	1)\$ -----
DESCRIPTION: BOTTLED WATER FOR NEWARK LEGAL CENTER- 3 YR.		2) 500,000.00
		3) 500,000.00
AWARDED TO: GREAT YEAR BROOKLYN, NY		
REQUISITION NO: 50325	1	
P.O. NO: 19286	NY CITY CONTRACT	1)\$ -----
DESCRIPTION: BOTTLED WATER @ WTC YR.		2) 500,000.00
		3) 500,000.00
AWARDED TO: GREAT BEAR BROOKLYN, NY		
REQUISITION NO: 50328	1	
P.O. NO: 19287	NY CITY CONTRACT	1)\$ -----
DESCRIPTION: BOTTLED WATER FOR PA FACILITIES-3 YR.		2) 500,000.00
		3) 500,000.00
AWARDED TO: GREAT BEAR BROOKLYN, NY		

*ADVERTISED

(Ord - 2/26/98)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO:	49975	1	1)\$ -----
P.O. NO:	19352	NY STATE CONTRACT	2) 500,000.00
DESCRIPTION:	HP LASER JET PRINTER REQUIREMENT-1 YR.		3) 500,000.00
AWARDED TO:	CIC SYSTEMS, INC. NEW YORK, NY		
REQUISITION NO.	51176	1	1) -----
P.O. NO.	20019	NY STATE CONTRACT	2) 168,000.00
DESCRIPTION	VARIOUS CISCO SYSTEMS		3) 168,000.00
AWARDED TO:	CISCO SYSTEMS NEW YORK, NY		
REQUISITION NO.	48634	14*	1)\$ 137,360.00 CHARGE TO PA
	20200		2) 394,480.00 CREDIT TO PA
	WTC WASTE PAPER RECYCLING-2 YR		3) 50,000.00 CHARGE TO PA
AWARDED TO:	TIMOTHY DUFFY CO. \$258,380.00 CREDIT TO PA NEW YORK, NY *AWARDED TO 2ND LOW BIDDER; LOW BIDDER FOUND NON RESPONSIBLE		
REQUISITION NO.	51003	6*	1)\$ 593,206.00
P.O. NO.	20350 & 20351		2) 481,037.00
DESCRIPTION	FILM POLAROID/KODAK/ARCHIVAL		3) 300,000.00
AWARDED TO:	20350-	KING CAMERA EXPORT, INC.	\$476,336.00**SBE PREFERENCE
		NEW YORK, NY	
	20351-	COMMUNITY CAMERA	17,066.00
		RAHWAY, NJ	
			<hr/> \$493,402.00

* ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO. 51005	1*	1) -----
P.O. NO. 20490 & 20491	3 PARTIAL BIDS	2) 185,251.30
DESCRIPTION: VARIOUS GLOVES-2 YR		2) 135,000.00
AWARDED TO: 20490 - GLOVE & SAFETY PEOPLE NEW BRUNSWICK, NJ	\$120,450.80	
20491 - MULTI-SOURCE ELECTRICAL GLEN HEAD, NY	10,786.00	
TOTAL AWARD:	<u>131,236.80</u>	
REQUISITION NO. 51773	1	1) -----
P.O. NO. 20549	NJ STATE CONTRACT	2) 110,587.50
DESCRIPTION: MOBILE RADIO RECEIVERS		3) 115,000.00
AWARDED TO: MOTOROLA C & E INC GLEN ROCK, NJ		
REQUISITION NO: 47947	2*	1) 93,330.00
P.O. NOS. 20560		2) 78,000.00
DESCRIPTION PIGEON CONTROL SYSTEM @ PABT		3) 70,000.00
AWARDED TO: JOHN F. DALY, T/A PIGEONS AWAY FARMINGDALE, NJ		
REQUISITION NO: 51073	1	1)\$ -----
P.O. NO: 20573	NY CITY CONTRACT	2) 500,000.00
DESCRIPTION: PAGING SERVICE-3 YR.		3) 500,000.00
AWARDED TO: PAGENET PAGING NETWORK OF NY INC. NEW YORK, NY		

*ADVERTISED

(Board - 2/26/98)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 50723 P.O. NO: 20626 DESCRIPTION: DIGITAL TONER CARTRIDGES-1 YR.	1 NY STATE CONTRACT	1)\$ ----- 2) 77,000.00 3) 77,000.00
AWARDED TO: DIGITAL EQUIPMENT NEW YORK, NY		
REQUISITION NO: 51118 P.O. NO: 20757 DESCRIPTION: MISCELLANEOUS ELECTRICAL WORK @ NIA	7*	1) 737,000.00 2) 304,800.00 3) 350,000.00
AWARDED TO: ABCON ELECTRIC, INC. FAIRFIELD, NJ		
REQUISITION NO: 52359 P.O. NOS: 21058 DESCRIPTION: UNLEADED GASOLINE NY FACILITIES-1 YR	1 NY STATE CONTRACT	1) ----- 2) 226,800.00 3) 300,000.00
AWARDED TO: RAD ENERGY CORPORATION PURCHASE, NY		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO:	52356	1	1)\$ -----		
P.O. NOS:	21059			2) 86,400.00	
DESCRIPTION:	UNLEADED GASOLINE FOR LGA-1 YR.	NJ STATE CONTRACT		3) 100,000.00	
AWARDED TO:	RAD ENERGY CORPORATION PURCHASE, NY				
REQUISITION NO:	51867	2*	1)\$ 862,890.00		
P.O. NO:	21097			2) 140,410.00	
DESCRIPTION:	BAGGAGE BELT CONVEYOR SYSTEM			3) 110,000.00	
AWARDED TO:	OXFORD AIRPORT TECHNICAL SERVICES FLORAL PARK, NY				
REQUISITION NO:	52337	2	1)\$ 85,593.75		
P.O. NO:	21283			2) 79,439.80	
DESCRIPTION:	SCOTT AIR PAK SERVICE @ LGA-2 YR.	NY STATE CONTRACT		3) 4,000.00	
AWARDED TO:	SOUTH SHORE FIRE & SAFETY EAST MEADOW, NY				
REQUISITION NO:	52074	6*	1)\$ 232,385.00		
P.O. NO:	21463			2) 93,110.00	
DESCRIPTION:	CARPET TILE INSTALLATION-2 YR			3) 105,000.00	
AWARDED TO:	TAUBS CARPET TILE BROOKLYN, NY				

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 51882		4*	1)\$ 171,566.97
P.O. NO: 21475			2) 95,000.00
DESCRIPTION: MEETER/GREETER @ NIA			3) 100,000.00
AWARDED TO: META-LIFE, INC. MAYWOOD, NJ			
REQUISITION NO: 52327		1*	1) -----
P.O. NO: 21477			2)\$ 83,000.00
DESCRIPTION: SNOW EQUIPMENT RENTAL @ KIA-5 MOS.			3) 80,000.00
AWARDED TO: AERO SNOW REMOVAL CORP. PORT WASHINGTON, NY			
REQUISITION NO: 52448		3*	1)\$ 204,360.00
P.O. NO: 21484			2) 173,527.00
DESCRIPTION: WORKSTATION TOWER UNITS			3) 145,000.00
AWARDED TO: KEY INTERNATIONALL INC. NEW YORK, NY			

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 51991 P.O. NO: 21502 DESCRIPTION: WHEEL/SHOVEL LOADER	2*	1)\$ 290,725.00 2) 288,300.00 3) 273,000.00
AWARDED TO: FOLEY MACHINERY DIV. FOLEY INC. PISCATAWAY, NJ		
REQUISITION NO: 51913 P.O. NO: 21516 DESCRIPTION: ELECTRICAL, DATA & TELECOMMUNICATIONS INSTALLATION SERVICES-1 YR.	3*	1)\$ 517,000.00 2) 446,096.50 3) 475,000.00
AWARDED TO: GMA ELECTRICAL CORP. STATEN ISLAND, NY		
REQUISITION NO: 52831 P.O. NO: 21521 DESCRIPTION: FULL SVC. MTC. AGREEMENT ON XEROX-1 YR	1	1)\$ ----- 2) 81,420.00 3) 65,000.00
AWARDED TO: XEROX CORPORATION NEW YORK, NY		

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52342 P.O. NO: 21543 DESCRIPTION: #2 DIESEL NJ FACILITIES-1 YR	4*	1)\$ 127,000.00 2) 105,655.90 3) 175,000.00
AWARDED TO: ALLIED OIL COMPANY MANVILLE, NJ		
REQUISITION NO: 52360 P.O. NO: 21544 DESCRIPTION: #2 DIESEL FOR NEWARK INT'L AIRPORT	6*	1)\$ 425,000.00 2) 400,000.00 3) 500,000.00
AWARDED TO: S.J FUEL INC. BROOKLYN, NY		

*ADVERTISED

(Board - 2/26/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 52196 P.O. NO: 21547 DESCRIPTION: TRAILER MOUNTED MESSAGE BOARDS		2*	1)\$ 119,703.00 2) 84,503.00 3) 150,000.00
AWARDED TO: HOLT MACHINERY CRANFORD, NJ			
REQUISITION NO: 51910 P.O. NO: 21554 DESCRIPTION: GLASS INSTALLATION @ NIA-2 YR.		4*	1)\$ 415,575.00 2) 131,736.00 3) 150,000.00
AWARDED TO: NEW JERSEY GLASS NEWARK, NJ			
REQUISITION NO: 52922 P.O. NO: 21555 DESCRIPTION: AMMUNITION FOR PATC POLICE ACADEMY		1 NJ STATE CONTRACT	1)\$ ----- 2) 87,635.26 3) 87,635.26
AWARDED TO: RAY'S SPORT SHOP INC. PLAINFIELD, NJ			
REQUISITION NO: 52399 P.O. NO: 21571 DESCRIPTION: #2 FUEL DIESEL & INTER BLEND-1 YR		2*	1)\$ 119,026.00 2) 114,800.00 3) 175,000.00
AWARDED TO: METRO FUEL OIL CORP. BROOKLYN, NEW YORK			

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 52498		4*	1)\$ 183,444.00
P.O. NO: 21576			2) 169,538.60
DESCRIPTION: #4 & #6 FUEL OIL CONTRACT FOR KIA-1 YR			3) 300,000.00
AWARDED TO: METRO FUEL OIL CORP. BROOKLYN, NEW YORK			
REQUISITION NO: 51502		11*	SECTION ONE 1)\$ 830,400.00
P.O. NO: 21638			2) 304,584.00
DESCRIPTION: REFUSE REMOVAL, DISPOSAL & RECYCLING SERVICES @ LGA SECTION ONE-2 YR.			3) 277,000.00** STAFF EST. FOR SECTIONS ONE & TWO
AWARDED TO: P&F TRUCKING INC. WOODSIDE, NY			
REQUISITION NO: 51502		SEE ABOVE*	SECTION TWO 1)\$ 145,600.00
P.O. NO: 21449			2) 51,584.00
DESCRIPTION: REFUSE REMOVAL, DISPOSAL & RECYCLING SERVICES @ LGA SECTION TWO-2 YR.			3) SEE ABOVE**
AWARDED TO: USA WASTE SERVICE OF NYC, INC. HOBOKEN, NJ			

*ADVERTISED

(Ord - 2/26/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52358 P.O. NO: 21665 DESCRIPTION: UNLEADED GASOLINE NJ FACILITIES-1 YR	1*	1)\$ ----- 2) 185,208.50 3) 300,000.00
AWARDED TO: RAD ENERGY CORPORATION PURCHASE, NJ		
REQUISITION NO: 52361 P.O. NO: 21669 DESCRIPTION: UNLEADED GASOLINE NJ FACILITIES-1 YR	4*	1)\$ 157,500.00 2) 112,485.00 3) 125,000.00
AWARDED TO: BENTIFUEL SALES & SERVICE INC. SMITHTOWN, NY		
REQUISITION NO: 52527 P.O. NO: 21697 DESCRIPTION: FLAGS & BUNTING-2 YR	2*	1)\$ 85,907.80 2) 77,385.00 3) 58,000.00
AWARDED TO: U.S. FLAGS & FOREIGN FLAGS LAWRENCE, NY		
REQUISITION NO: 52416 P.O. NO: 21727 DESCRIPTION: GLASS REQUIREMENTS CONTRACT @ LGA-2 YR.	5*	1)\$ 214,535.00 2) 112,650.00 3) 120,000.00
AWARDED TO: CHECKER GLASS CORPORATION GARDEN CITY, NY		

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(board - 2/26/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52751 P.O. NOS: 21729, 21736 & 21740 DESCRIPTION: ROCK SALT REQUIREMENTS	3 NJ STATE CONTRACTS	1)\$ ----- 2) 500,000.00 3) 750,000.00
AWARDED TO: 21729 - ATLANTIC SALT CO. \$500,000.00 LOWELL, MA 21736 - INTERNATIONAL SALT CO. 500,000.00 CLARK SUMMIT, PA 21740 - CARGILL, INC. 500,000.00 LANSING, NY <hr/> \$1,500,000.00		
REQUISITION NO: 52578 P.O. NO: 21764 DESCRIPTION: AIRPORT RUNWAY/TAXIWAY SAND	1*	1)\$ ----- 2) 153,000.00 3) 168,300.00
AWARDED TO: MEDFORD SAND & GRAVEL MILLER PLACE, NY		
REQUISITION NO: 52354 P.O. NO: 21769 DESCRIPTION: FIRE ALARM SERVICES @ NIA	1*	1)\$ ----- 2) 301,074.00 3) 300,000.00
AWARDED TO: AFA PROTECTIVE SYSTEMS INC. NORTH BRUNSWICK, NJ		
REQUISITION NO: 52601 P.O. NO: 21772 DESCRIPTION: IN-EXCESS ENGINEERING DRAWINGS-2 YR.	1*	1)\$ ----- 2) 189,986.80 3) 231,453.00
AWARDED TO: FLM DATA GRAPHICS CORP. FAIRFIELD, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 52260 P.O. NOS: 21778 DESCRIPTION: MODULAR OFFICE INSTALLATION AWARDED TO: W.B.S. CORP. C/O SINCLAIR MATERIAL HANDLING TRENTON, NJ	2*	1) \$ 349,950.00 2) 330,950.00 3) 450,000.00
REQUISITION NO: 52829 P.O. NO: 21787 & 21788 DESCRIPTION: PRILLED UREA 1977-1998 WINTER SEASON AWARDED TO: 21787 - THE CHEMICAL COMPANY JAMESTOWN, RI \$150,150.00 21788 - HYDRO/KIRBY AGRI LANCASTER, PA 38,909.40 TOTAL AWARD <u>189,059.40</u>	0* 2 PARTIAL BIDS	1) \$ ----- 2) ----- 3) 256,200.00
REQUISITION NO: 52966 P.O. NO: 21790 DESCRIPTION: MILLIKEN CARPET TILES AWARDED TO: HUDSON BAY ENVIRONMENTS BRONX, NY	3*	1) \$ 97,285.00 2) 86,813.00 3) 97,285.00
REQUISITION NO: 52206 P.O. NO: 21802 DESCRIPTION: REPAIR ELECTRICAL EQUIPMENT @ LGA AWARDED TO: BURLINGTON ELECTRICAL TESTING BENSALEM, PA	2*	1) \$ 408,519.20 2) 95,089.00 3) 242,000.00

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 53308 P.O. NOS: 21851 DESCRIPTION: SCANNING & INDEXING ENGINEERING DRAWINGS	1 TBTA CONTRACT	1) \$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: DRAWING MANAGEMENT, INC. NEW YORK, NY		
REQUISITION NO: 51939 P.O. NO: 21880 DESCRIPTION: BALLASTS-2 YR.	3*	1) \$ 142,457.25 2) 108,192.80 3) 150,000.00
AWARDED TO: LIBERTY ELECTRICAL SUPPLY CO. INC. BROOKLYN, NY		
REQUISITION NO: 53333 P.O. NO: 21895 DESCRIPTION: CELLULAR TELEPHONE SERVICE- 2 YR	1 NY STATE CONTRACT	1) \$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: BELL ATLANTIC NYNEX MOBILE INC. ORANGEBURG, NY		
REQUISITION NO: 52958 P.O. NO: 21911 DESCRIPTION: LADDERS-2 YR.	7*	1) \$ 143,621.90 2) 88,285.00 3) 90,000.00
AWARDED TO: YORK LADDER INC LONG ISLAND CITY, NY		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52600A P.O. NOS: 21929 DESCRIPTION A: - DIAZO WHITE PRINTS VELLUMS & BOND AWARDED TO: A - COMMERCIAL BLUE PRINT & SUPPLY JERSEY CITY, NJ	5*	1A)\$ 690,607.00 2A) 288,719.90
REQUISITION NO: 52600B P.O. NO: 21930 DESCRIPTION B: DIAZO WHITE PRINTS, VELLM & BOND AWARDED TO: B - FLM DATA GRAPHICS CORP. FAIRFIELD, NJ \$160,178.00***	5*	1B)\$ 354,203.00 2B) 160,145.68 3) 438,000.00
*** CONTRACT REQUIRES TWO (2) VENDORS-ONE FOR (A) AND ONE FOR (B).		
REQUISITION NO: 53056 P.O. NO: 21948 DESCRIPTION: PROPANE (L.P.G.) FOR AIRCRAFT FIRE TRAINER @ JFKIA-7 MOS. AWARDED TO: PARAGO GAS PURCHASE, NY	1*	1)\$ ----- 2) 204,000.00 3) 195,000.00
REQUISITION NO: 52971 P.O. NO: 22028 DESCRIPTION: HARDWARE MISCELLANDOUS-2 YR AWARDED TO: GALES INDUSTRIAL SUPPLY KEYPORT, NJ	3*	1)\$ 425,200.66 2) 320,984.74 3) 318,500.00

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 52628 P.O. NOS: 22062 DESCRIPTION: MINI-VANS AWARDED TO: WARNOCK FLEET EAST HANOVER	1 NJ STATE CONTRACT	1)\$ ----- 2) 369,792.00 3) 360,000.00
REQUISITION NO: 52627 P.O. NO: 22065 DESCRIPTION: JEEP CHEROKEES AWARDED TO: WARNOCK FLEET EAST HANOVER, NJ	1 NJ STATE CONTRACT	1)\$ ----- 2) 335,626.00 3) 320,000.00
REQUISITION NO: 53185 P.O. NO: 22091 DESCRIPTION: DESKS & CREDENZAS-1 YR. AWARDED TO: CASHMORE FURNITURE CORP. NEW YORK, NY	8*	1)\$ 301,056.60 2) 179,872.00 3) 160,500.00
REQUISITION NO: 53622 P.O. NO: 22103 DESCRIPTION: ORACLE LICENSES FOR PAYROLL AWARDED TO: SPECIALTY SYSTEMS, INC. TOMS RIVER, NJ	1 NJ STATE CONTRACT	1)\$ ----- 2) 246,753.00 3) 246,753.00

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 52398 P.O. NOS: 22158 DESCRIPTION: #2 FUEL OIL @ YONKERS INDUSTRIAL		5*	1)\$ 209,250.00 2) 170,625.00 3) 300,000.00
AWARDED TO: ALMAR FUEL BROOKLYN, NY			
REQUISITION NO: 52436 P.O. NO: 22159 DESCRIPTION: #2 FUEL OIL @ LGA		6*	1)\$ 260,550.00 2) 210,597.50 3) 300,000.00
AWARDED TO: ALMAR FUEL BROOKLYN, NY			
REQUISITION NO: 52497 P.O. NO: 22160 DESCRIPTION: #2 FUEL OIL @ JFKIA		6*	1)\$ 246,268.40 2) 204,427.50 3) 300,000.00
AWARDED TO: ALMAR FUEL BROOKLYN, NY			
REQUISITION NO: 52606 P.O. NO: 22213 DESCRIPTION: TRANSPORTATION & DISPOSAL OF PCB FLUIDS		1*	1)\$ ----- 2) 147,075.00 3) 424,000.00
AWARDED TO: TCI, INCORPORATED HUDSON, NY			

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 52972 P.O. NOS: 22242 DESCRIPTION: CLINICAL LABORATORY SERVICES	3*	1) \$ 475,112.70 2) 343,324.80 3) 200,000.00
AWARDED TO: MEDILABS INC. VALLEY COTTAGE, NJ		
REQUISITION NO: 22257 P.O. NO: 53324 DESCRIPTION: AERIAL WORKPLATFORM RENTAL-2 YR	6*	1) \$ 667,075.00 2) 110,542.00 3) 270,000.00
AWARDED TO: AMERICAN SERVICE COMPANY, INC. PISCATAWAY, NJ		
REQUISITION NO: 53235 P.O. NOS: 22260 & 22270 DESCRIPTION: VARIOUS PUMP PARTS-2 YR	3*	1) \$ 115,616.93 2) 83,790.00 3) 65,000.00
AWARDED TO: 22260 - TOOL KRIB SUPPLY CO. CALDWELL, NJ		\$81,895.00
22270 - ELLIOT INTERNATIONAL CO NEW YORK, NY		1,626.75
TOTAL AWARD		\$83,521.75
REQUISITION NO: 52630 P.O. NO: 22285 DESCRIPTION: 20 TON WRECKER WITH WHEEL LIFT- 3 YR.	3*	1) \$ 291,716.00 2) 282,544.00 3) 300,000.00
AWARDED TO: WELD-BUILT CO., INC. WYANDANCH, NY		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO:	53921	1	1)\$ -----
P.O. NOS:	22368	NY CITY CONTRACT	2) 193,790.00
DESCRIPTION:	RESTRAC SOFTWARE		3) 188,515.00
AWARDED TO:	RESTRAC, INC. LEXINGTON, MA		
REQUISITION NO:	53779	1	1)\$ -----
P.O. NO:	22369	NY STATE CONTRACT	2) 140,244.71
DESCRIPTION:	DIGITAL SOFTWARE MAINTENANCE-1 YR.		3) 140,244.71
AWARDED TO:	DIGITAL EQUIPMENT CORP. NEW YORK, NY		
REQUISITION NO:	53440	2*	1)\$ 78,960.00
P.O. NOS:	22482		2) 78,820.00
DESCRIPTION:	RESEARCH SCAN CONVERTERS		3) 78,330.00
AWARDED TO:	SYMO INC. RIDGEFIELD PARK, NJ		
REQUISITION NO:	54072	1	1)\$ -----
P.O. NO:	22498	NJ STATE CONTRACT	2) 246,753.00
DESCRIPTION:	ORACLE LICENSES FOR FINANCIAL SYSTEMS		3) 246,753.00
AWARDED TO:	SPECIALTY SYSTEM, INC. TOMS RIVER, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
All Airports - Requirements Contract - Solid Chemical for Winter Season Old World Industries, Inc. Northbrook, IL	1	2) \$ 761,007 3) 824,880
Purchase of Infrastructure in Support of the Payroll, Human Resources, Timekeeping and Financial Systems Replacement Initiatives CIC Systems, Inc. New York, NY	4	2) \$ 968,696* 3) 990,000
P.O. 20222 Requirements Contract for Personal Computers - Increase in Authorization Government Computer Sales, Inc. Issaquab, WA	Existing Contract	2) \$ 500,000

*RFP, award to highest rated proposer.

(board - 2/26/98)

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE
P.O. 20223 Requirements Contract for Personal Computers - Increase in Authorization Dell Marketing, LP Round Rock, TX	Existing Contract	2) \$ 500,000
P.O. 21837 Requirements Contract for Fire Hydrant Parts at Various Facilities United States Pipe & Foundry Company Burlington, NJ	Sole Source	2) \$ 149,000
World Wide Web Site Design Services The PubComm Group New York, NY	3	2) \$ 95,000*

*RFP, award to highest rated proposal.

(Board - 2/26/98)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period October 1, 1997 to December 31, 1997.

NAME	FACILITY	AMOUNT COLLECTED
BORDON LEASING (CANADA D)	George Washington Bridge	\$ 8,547.04
CARDONA CARLOS	John F. Kennedy International Airport	920.53
KIM SUNG SOOK	George Washington Bridge	955.51
RHODES ANTHONY G	Off Property	2,888.28
STAPELTON HOWARD A	LaGuardia Airport	5,568.54
	TOTAL	\$ 18,879.90

PAYMENTS RECEIVED ON CLAIMS NOT YET CLOSED

NAME	FACILITY	AMOUNT COLLECTED
ANTAO & CHUANG	World Trade Center	\$ 1,800.00
PACHECO & LUGO	World Trade Center	22,096.20
DAVID OWENS	World Trade Center	170.00
VIRTUAL PRESENCE INT'L	World Trade Center	25,000.00
	TOTAL	\$ 49,066.20
	TOTAL COLLECTED	\$ 67,946.10

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
BARNES STACEY	John F. Kennedy International Airport	\$ 525.68
ELEZOVIC DAVID	George Washington Bridge	750.00
HAGEDORN & CO	Off Property	116.91
HURWITZ RACHELLE FELDMAN	George Washington Bridge	800.00
INTERPLEX INDUS/CRUM	Off Property	1,004.63
JAHANGIR SHAH/PROGRESSIVE	Off Property	1,163.75
KINAHAN KAREN	George Washington Bridge	268.10
LO CURTO JOHN/OHIO CAS	Lincoln Tunnel	2,611.39
MODERN SANITATION/USF	Newark International Airport	100.00
O'CONNOR JOSEPH	Off Property	1,614.05
PALMER NEWTON	Brooklyn Piers	5,404.85
RHODES ANTHONY/LIBERTY	Off Property	487.70
ROBINSON JOHN L	Holland Tunnel	500.00
SARACENO ALRED	John F. Kennedy International Airport	471.68
SAREEN SONJA	Lincoln Tunnel	4,433.34
ABELEV BARBARA BASYA	George Washington Bridge	36,500.00
FIALKO BELLA	George Washington Bridge	36,500.00
FIALKO NAUM	George Washington Bridge	22,000.00
NIEVES JUAN	LaGuardia Airport	100,000.00
SETHI JAGET P	Lincoln Tunnel	3,500.00
NIKOW ATANAS	George Washington Bridge	400.00
ANGARA SRIHARI	World Trade Center	4,250.00
BETTLER DIANA & WILLIAM	World Trade Center	4,250.00
BITONTI KIM & DAVID	World Trade Center	4,250.00
BOYCE KATHY	World Trade Center	4,250.00
BYERS VESTA	World Trade Center	4,250.00
CIVILETTI LUCIA & ANTHONY	World Trade Center	4,250.00
COLTER TYRONE	World Trade Center	4,250.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
DANIELS WYONA	World Trade Center	\$ 4,250.00
DAVIS MARICA SMITH & KEN	World Trade Center	4,250.00
DER YANG & LEE MEI ZY	World Trade Center	4,250.00
DRAYTON PHILLIP	World Trade Center	4,250.00
ELLIGNSEN ANJA DIGREGRIND	World Trade Center	4,250.00
GOTAY YOLANDA VEGA	World Trade Center	4,250.00
HENCHION JAMES & DOROTHY	World Trade Center	4,250.00
HOILI JENS PETTER	World Trade Center	4,250.00
LEE WILLIAM & JOSEPHINE	World Trade Center	4,250.00
LETTTS DENNIS & ADELA	World Trade Center	4,250.00
MARCH NERVINA	World Trade Center	4,250.00
O'NEILL MICHELE	World Trade Center	4,250.00
PELL MIKE	World Trade Center	4,250.00
RATHWAY MADONNA & ROBERT	World Trade Center	4,250.00
RUGGIERO LOUANN & NICOLAS	World Trade Center	4,250.00
SKLAR BARBARA & HERBERT	World Trade Center	4,250.00
SMITH COILA	World Trade Center	4,250.00
SORLIE JANNE AESEN	World Trade Center	4,250.00
SORLIE PETER	World Trade Center	4,250.00
STEP NONA & ALEXANDER	World Trade Center	4,250.00
THOMAS PAULINE	World Trade Center	4,250.00
TURNER ELLEN & JAMES	World Trade Center	4,250.00
TYLER CHARLISSE	World Trade Center	4,250.00
VAN NESS SANDRA & ROBERT	World Trade Center	4,250.00
YOUNG CAROLINE & SCOTT	World Trade Center	4,250.00
TEJEDA MIGUEL	Port Newark	15,000.00
BURGER GRETA B	Newark International Airport	235.98
DALLAS GOLDIE J	LaGuardia Airport	17,500.00

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
JAQUEZ JULIO JR (INF)	John F. Kennedy International Airport	\$ 75,000.00
PULETZ LILLIAN	Newark International Airport	3,000.00
RUDY'S LIMO SERV	Bus Terminal	317.04
ABRUZZO JAMES	Newark International Airport	652.22
BELLAMY JOANNE	John F. Kennedy International Airport	313.50
CICALESE SAMUEL	Lincoln Tunnel	1,618.39
COOPER JUDITH	Newark International Airport	40.54
DRUCKER HARRIS	Newark International Airport	212.00
EL AL ISRAEL AIRLINES	John F. Kennedy International Airport	10,000.00
ERDMAN ROBERT	LaGuardia Airport	557.91
FERNANDEZ NICOLAS	George Washington Bridge	300.00
GOMES ANTONIO	Newark International Airport	347.68
GRODBERG G GERSON	George Washington Bridge	250.00
HEIM BARBARA	Bus Terminal	135.00
HIRSCHMAN CATHERINE	George Washington Bridge	121.00
JACKMAN ERICA	Bus Terminal	50.00
LEE BRENDA	Goethals Bridge	61.06
LOXLEY RICHARD	Holland Tunnel	3,910.33
MAROULIS ANASTASIA	George Washington Bridge	1,000.00
MAYO EDWARD	Technical Center	121.90
MENG FAN JEN	Newark International Airport	726.36
MONTALVO DAVID	Bus Terminal	1,000.00
MUEHLSTEIN H	LaGuardia Airport	347.68
MURPHY ROBERT	Lincoln Tunnel	775.89
NEAL JOHN L	George Washington Bridge	100.00
PEREDINO MANNY	Bayonne Bridge	550.00
PETERS FRANK	Outerbridge Crossing	209.38
PETRIC & ASSOC INC	Bayonne Bridge	117.40

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
RADIO SHACK	Bus Terminal	\$ 1,800.00
RADIO SHACK/FABRICANTE B	Bus Terminal	15,000.00
RAILROAD ENTERPRISES	Lincoln Tunnel	791.88
RUBNITZ MOSHE	John F. Kennedy International Airport	147.00
SIRJUE ROSE	Bus Terminal	150.00
STEFANOVICI STEPHEN	Newark International Airport	178.53
VANDER PLAAT LIVERY SERV	John F. Kennedy International Airport	635.34
WINN WILLIAM	George Washington Bridge Bus Station	150.00
ZARZUELA HECTOR	Lincoln Tunnel	425.00
FARLEY ALICE F	George Washington Bridge Bus Station	1,350.00
NIEVES AWILADA	Newark International Airport	32,500.00
QUINN WILLIAM	World Trade Center	2,500.00
MC CARDELL SALLY A	LaGuardia Airport	22,500.00
HILL BETTS & NASH	World Trade Center	70,000.00
BLACKMORE KEITH	Newark International Airport	132.00
HATCHER CHRISTA	Newark International Airport	60.00
LUFARNO JOE	Newark International Airport	165.00
WOLF WALTER H	Newark International Airport	61.05
	TOTAL	\$ 638,269.14

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, March 26, 1998

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, March 26, 1998, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. John J. Haley, Jr.
 Hon. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. David S. Mack
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Richard Codd, Director, Community Relations
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 Linda C. Handel, Senior Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Fred V. Morrone, Director, Public Safety
 Anne Marie C. Mulligan, Assistant Treasurer, Treasury
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Robert E. Van Etten, Inspector General
 Louis P. Venech, Senior Policy Transportation Manager, Office of Corporate Policy and Planning
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Peter B. Yunis, Executive Assistant to the Chairman

Guest

Cynthia E. Covie, New Jersey Governor's Authorities Unit

(Board - 3/26/98)

The public meeting was called to order by Chairman Eisenberg at 2:55 p.m. and ended at 3:00 p.m. The Board also met in executive session prior to the public meeting. In addition, the Board held a planning meeting in executive session on March 12, 1998.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of February 26, 1998. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on March 26, 1998, which included discussion of internal audit matters, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed at its meeting on March 26, 1998, which included a discussion of 1997 M/WBE results. Following the public session, the Committee met in executive session to discuss lease 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 Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on March 26, 1998, which included a discussion of a project for wearing course installation on runway decks at LaGuardia Airport. Following the public session, the Committee met in executive session to discuss 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 Finance

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

Staff Report

A presentation was made by staff on Runway 4L-22R at Newark International Airport.

Chairman Eisenberg welcomed Anastasia M. Song as Commissioner of the Port Authority and expressed the Board's pleasure in having Commissioner Song participate in the work of the Board.

LAGUARDIA AIRPORT - WEARING COURSE INSTALLATION ON RUNWAY DECK - PROJECT AUTHORIZATION

As part of a major expansion program undertaken by the Port Authority in the mid-1960s, Runways 4-22 and 13-31 at LaGuardia Airport (LGA) were extended outward on structural decks over Rikers Island Channel and Flushing Bay. The 4-22 extension is 1,800 feet long and the 13-31 extension is 1,000 feet long, allowing the runway lengths to be extended to 7,000 feet. Both runways are 150 feet wide. The total area of the structural deck is two million square feet.

The Federal Aviation Administration requires that runway surfaces maintain a specific grooving pattern and depth to provide improved water channelization and help prevent hydroplaning. These grooves wear over time and must periodically be re-established. As a result of this periodic regrooving, the concrete on the two extended runways has worn to a point that does not allow further regrooving since there is a possibility of reaching the reinforcing steel imbedded in the concrete. Therefore, it is necessary that a "wearing course" be installed to replace the lost material and restore the reinforcing cover, allowing regrooving.

The proposed wearing course project is a separate and distinct effort from other structural modifications and is required to maintain the surface of the decks in good condition for safe air traffic operations. Other modifications to extend the useful life of the decks are progressing concurrently. After thirty years the decks are showing signs of some deterioration. Detailed investigations were conducted resulting in a multifaceted program in three major areas: a Deck Rehabilitation Program; Protective Measures; and the Runway Deck Wearing Surfaces Project. The Rehabilitation Program will extend the useful life of the decks. Protective Measures will examine, then implement, the latest technologies that will offset and defer repair cost by extending the decks' useful lives.

The wearing course project provides for the installation of an epoxy binder wearing course on each deck portion of Runways 4-22 and 13-31 for the entire 150 foot width. Preparation will include sandblasting/shotblasting to fully clean the surface to allow for the complete bond of the epoxy binder to the concrete deck. The binder and aggregates will be placed in four layers. The deck will be grooved upon completion and appropriate pavement markings applied.

The project for installing the wearing course will require coordination with other scheduled work on the decks including delamination repairs under Contract LGA-606. Construction of the wearing course will be performed during summer, with weekend closures; Runway 4-22 during 1998 and Runway 13-31 during 1999.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that a project for the installation of a wearing course along the deck portion on Runways 4-22 and 13-31 at LaGuardia Airport at a total estimated project cost of \$9.5 million, including payments to

contractors, an allowance for extra work (if necessary) and net cost work, planning and engineering, administrative and financial expenses, and a project contingency, 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 authorize the award of Contract LGA-124.058 for preparation work to include sandblasting/shotblasting to fully clean the surface, the application of an epoxy binder and aggregates in four layers on each deck portion of Runways 4-22 and 13-31 for the entire 150 foot width, and deck grooving, at an estimated cost of \$6.8 million, to the lowest bidder qualified by reason of responsibility, experience and capacity at a bid price the Executive Director deems reasonable, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other 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 the contracts including supplemental agreements thereto; and to enter into such other agreements as may be necessary to effectuate the project; and it is further

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

THE WORLD TRADE CENTER - J & H MARSH & McLENNAN, INC. - NEW LEASE AND PROJECT AUTHORIZATION FOR RELATED ELECTRICAL AND HVAC CAPACITY UPGRADES IN THE THIRD ZONE OF ONE WORLD TRADE CENTER

It was recommended that the Board:

(1) authorize the Executive Director to (a) enter into a lease agreement with J & H Marsh & McLennan, Inc. (J&H Marsh) covering the letting of approximately 361,000 rentable square feet of office space in One World Trade Center consisting of the entire 94th through 100th floors and a portion of the 93rd floor for a term of approximately sixteen years in accordance with the terms outlined below or on such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined, the terms of the lease agreement will be subject to the approval of the Committee on Operations; and (b) revise the existing agency agreement with Insignia/Edward S. Gordon Co., Inc. in connection with the lease agreement to provide for acceleration of the payment of the full commission calculated in accordance with said agency agreement (136.5 percent of a full commission); (2) independent of the foregoing lease transaction, authorize a project to increase the electrical capacity, heating, ventilation, and air conditioning (HVAC) capacity and standby power capacity in the upper floors of the third zone of One World Trade Center, at an estimated total project cost of \$20.5 million; and (3) authorize the Executive Director, in connection with the aforesaid, to (a) take such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services as necessary to perform work in connection with the lease and/or to effectuate the project and as he deems in the best interests of the Port Authority including, without limitation, award to the contractor who, in his opinion, is qualified by reason of responsibility, experience, and capacity to perform the work and whose bid/proposal price the Executive Director deems reasonable, rejection of all bids/proposals, solicitation of new bids/proposals on revised or the same requirements from one or more contractors, or negotiation with one or more bidders/proposers or other contractors; and (b) execute contracts and supplemental agreements with such contractors as he deems in the best interests of the Port Authority and order extra work, if necessary, and net cost work in connection with each contract, including supplemental agreements thereto; and (c) enter into such other agreements on a sole source basis as may be necessary to effectuate the project and/or to meet commitments in connection with the aforesaid lease agreement.

J & H Marsh, an insurance brokerage company, intends to relocate its offices to The World Trade Center. The total aggregate basic rental during the lease term will be approximately \$195 million. Based on forecasted load requirements, the electrical and HVAC capacity in the third zone of One World Trade Center is inadequate to meet the anticipated requirements of Class A tenants, including those of J & H Marsh, and new rooftop uses. It is therefore necessary to accelerate capital investment in electrical and HVAC upgrades for the third zone to meet expected electrical and cooling requirements. Work will also be performed to expand the condenser water system and the standby power system to meet J & H Marsh's immediate and standby power and cooling needs.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 J & H Marsh & McLennan, Inc. substantially in accordance with the terms set forth above, or on such other terms as the Executive Director deems appropriate, subject to the conditions set forth in the following delegation, and to revise the existing agency agreement with Insignia/Edward S. Gordon Co., Inc. in connection with the said lease agreement to provide for acceleration of the payment of the full commission calculated in accordance with the agency agreement (136.5 percent of a full commission), substantially in accordance with the terms and conditions outlined above; and it is further

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

RESOLVED, that independent of the foregoing lease authorization, a project to increase the electrical capacity, heating, ventilation, and air conditioning (HVAC) capacity and standby power capacity in the upper floors of the third zone of One World Trade Center, at an estimated total project cost of \$20.5 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director, in connection with the aforesaid, be and he hereby is authorized, to (i) take such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services as necessary to perform work in connection with the lease and/or to effectuate the project and as he deems in the best interests of the Port Authority including, without limitation, award to the contractor who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid/proposal price the Executive Director deems reasonable, rejection of all bids/proposals, solicitation of new bids/proposals on revised or the same requirements from one or more contractors or negotiation with one or more bidders/proposers or other contractors; (ii) execute contracts and supplemental agreements with such contractors as he deems in the best interests of the Port Authority and order extra work, if necessary, and net cost work in connection with each contract, including supplemental agreements thereto; and (iii) enter into such other agreements on a sole source basis as may be necessary to effectuate the project and/or to meet commitments in connection with the aforesaid lease agreement; and it is further

(Board - 3/26/98)

RESOLVED, that the form of the lease and revised agency agreements, as well as the contracts and agreements required to effectuate the foregoing, shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER - YAMAICHI INTERNATIONAL (AMERICA), INC. -
LEASE SURRENDER**

It was recommended that the Board (1) authorize the Executive Director to enter into a surrender agreement with Yamaichi International (America), Inc. (Yamaichi) of its entire Two World Trade Center premises consisting of approximately 88,000 rentable square feet (rsf) effective on or about June 30, 1998, for a payment to the Port Authority of \$11.5 million; and (2) delegate to the Chairman of the Port Authority, the Chairman of the Committee on Operations or the Vice-Chairman of the Committee on Operations the authority to approve the final terms of the surrender agreement in the event they are not substantially in accordance with those outlined herein.

Yamaichi currently occupies approximately 88,000 rsf consisting of the entire 98th floor, part of the 95th and 96th floors and mechanical equipment room space on the 110th floor in Two World Trade Center. They have experienced severe financial difficulties and are in the process of closing their business operations. Yamaichi will continue to occupy its premises through June 30, 1998, and will continue to pay for utilities and cleaning services. In addition, Yamaichi will not have any restoration obligations and will leave the premises in its "As-Is" condition.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 surrender agreement with Yamaichi International (America), Inc., substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Chairman of the Port Authority, the Chairman of the Committee on Operations or the Vice-Chairman of the Committee on Operations be and each hereby is authorized to approve the final terms and conditions of the surrender agreement in the event they are not substantially in accordance with the terms and conditions outlined above; and it is further

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

**THE WORLD TRADE CENTER - UNITED STATES FIRE INSURANCE COMPANY
d/b/a CRUM & FORSTER INSURANCE COMPANY - NEW LEASE**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with United States Fire Insurance Company d/b/a Crum & Forster Insurance Company ("US Fire") covering the letting of approximately 23,000 rentable square feet of office space at Two World Trade Center substantially in accordance with the terms outlined below or on such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined, the terms of the lease agreement will be subject to the approval of the Committee on Operations; and, in connection with such lease agreement, to enter into a brokerage agreement with Insignia/Edward S. Gordon Company, Inc.

US Fire is controlled by Crum & Forster Insurance Company, which is a leading national commercial insurance company, and has been in business for over 100 years. US Fire will be relocating from the World Financial Center.

The proposed agreement will provide for an approximately 6-year term to commence upon delivery of the space on or about June 1, 1998. US Fire will have an option to renew the lease for an additional 5-year period at fair market value in 2004 in the event Oppenheimerfunds, Inc. does not exercise its option to expand into the space. The total aggregate basic rental during the initial term will be approximately \$3.3 million. A brokerage commission will be paid to Insignia/Edward S. Gordon Company, Inc. in accordance with the rates authorized by the Board at its August 11, 1977 meeting.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 United States Fire Insurance Company, d/b/a Crum & Forster Insurance Company (US Fire) covering the letting of approximately 23,000 rentable square feet of office space at Two World Trade Center, substantially in accordance with the terms set forth above, or on such other terms as the Executive Director deems appropriate, subject to the conditions set forth in the following delegation; and to enter into a brokerage agreement with Insignia/Edward S. Gordon Company, Inc. in connection with the lease agreement; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

**THE WORLD TRADE CENTER - THACHER PROFFITT & WOOD - ASBESTOS
ABATEMENT**

It was recommended that the Board authorize the Executive Director to enter into an agreement (the New Supplement) amending the recently executed agreement (the Original Supplement) between the Port Authority and Thacher Proffitt & Wood (Thacher) covering an extension of the Port Authority's existing lease agreement (the Lease) with Thacher for approximately 81,000 rentable square feet of space on the 39th and 40th floors of Two World Trade Center for a fifteen year term, and the addition of approximately 17,671 rentable square feet to the premises, substantially in accordance with the terms outlined below.

The Original Supplement permitted Thacher to alter the 39th and 40th floors and provided Thacher with a finishing allowance of approximately \$2 million to cover this work. The Original Supplement provided that if asbestos was discovered during any alteration project on the 39th or 40th floors, the Port Authority would remove the asbestos provided that Thacher had not previously performed more than two other alteration projects on those floors. This provision was designed to allow Thacher, if it chose to do so, to perform alteration work on the 39th and 40th floors in phases so that it could remain in occupancy of those floors while the work was proceeding. Upon reviewing Thacher's plans to upgrade the 40th floor, it was determined that a phased alteration was neither prudent nor practicable. The New Supplement will provide Thacher an additional finishing allowance of \$2 million to cover the reconstruction. This additional cost will be offset by the reduced cost of a single-phase asbestos abatement as opposed to an abatement conducted in phases. This savings amounts to approximately \$1 million to \$1.3 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 Thacher Proffitt & Wood amending the Port Authority's existing agreement with Thacher Proffitt & Wood covering the letting of space at The World Trade Center, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**ALL FACILITIES - TELEPORT COMMUNICATIONS GROUP PAYPHONES, INC. -
AT&T COMMUNICATIONS, INC. - PUBLIC TELEPHONE INSTALLATION
AND OPERATION - ASSOCIATED PRESUBSCRIBED LONG DISTANCE
SERVICES**

It was recommended that the Board authorize the Executive Director to (i) enter into a permit agreement with Teleport Communications Group Payphones, Inc. ("TCGP") covering the installation and operation of public telephones at all Port Authority facilities, (ii) extend a permit agreement with AT&T Communications, Inc. ("AT&T") to provide presubscribed long distance services on the public telephones and (iii) settle various claims by the Port Authority against TCGP's corporate parent Teleport Communications Group, Inc. ("TCG").

TCG is the incumbent provider of approximately 4,000 public telephones and associated local telephone service and has provided satisfactory service. AT&T has also provided satisfactory service and continues to have the largest share of the "calling card" market. In addition, AT&T provides approximately 700 public telephones.

These proposed agreements were directly negotiated by staff and will be effective from January 1, 1998 to December 31, 2002. TCGP will pay a minimum annual fee during each year of the permit, and percentage fees only in excess of the minimum annual fee. Percentage fee rates will escalate each year of the agreement for telephones located in New York, and will remain constant for telephones located in New Jersey. Commencing one year after execution, the agreement will be revocable by the Port Authority, without cause, on thirty days' prior written notice with appropriate proration of the minimum annual fee. AT&T will pay a single minimum fee plus an extension bonus, and percentage fees only in excess of the minimum fee at rates which escalate each year of the agreement. The agreement will be revocable by the Port Authority, without cause, on thirty days' prior written notice with appropriate proration of the minimum fee and the extension bonus. Aggregate Port Authority revenue for both agreements is estimated at over \$45 million.

In consideration of the payment of \$400,000 by TCG to the Port Authority, the Port Authority would enter into a settlement agreement with TCG in order to resolve claims by the Port Authority arising out of the expiring public telephone permit regarding: (i) monthly circuit charges, (ii) the use of accrual instead of cash accounting, (iii) the failure by Bell Atlantic Network Services, Inc. (acting as TCG's subcontractor) to include in gross receipts monthly line charges paid by AT&T, and (iv) cash deposited in public telephones.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 agreement with Teleport Communications Group Payphones, Inc. and to extend a permit agreement with AT&T Communications, Inc., substantially in accordance with the terms and conditions set forth above; 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 settlement agreement with Teleport Communications Group, Inc., substantially in accordance with the terms and conditions set forth above; and it is further

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

PORT AUTHORITY BUS TERMINAL - DUANE READE - LEASE AMENDMENT

It was recommended that the Board authorize the Executive Director to enter into an agreement (the "Supplement") with the partnership known as Duane Reade, and the partners thereof ("Duane Reade"), amending the Port Authority's existing lease (the "Lease") with Duane Reade covering the operation of a retail drug store in approximately 7,330 square feet of space in the North Wing of the Port Authority Bus Terminal (the "existing space") to provide for the relocation of the premises under the Lease to approximately 7,900 square feet of space in the South Wing of the Port Authority Bus Terminal (the "substitute space") and an extension of the term of the letting under the Lease, because the existing space may be required in connection with the development of the air rights over the North Wing of the Port Authority Bus Terminal (the "Air Rights Project"); provided, that if the term of the letting or the gross effective rent is not substantially in accordance with the terms outlined below, the terms of the agreement will be subject to the approval of the Committee on Operations.

The Supplement would extend the term of the letting under the Lease for a period expiring on the tenth anniversary of the date payment of rental for the substitute space commences, with Duane Reade to have the right to further extend the term of the letting of the substitute space for an additional five year period. Payment of the rentals for the substitute space will commence 240 days from the commencement date of the letting of the substitute space. The letting of the substitute space will commence on or about November 1, 1998. Duane Reade will surrender the existing space approximately 270 days following the commencement date of the letting of the substitute space, with the Port Authority to have the right to extend the effective date of the surrender to a date no later than December 31, 2000. Upon the surrender of the existing space, the Port Authority will reimburse Duane Reade for the unamortized portion of Duane Reade's initial capital investment in the existing space, as previously authorized by the Board. The amount of such reimbursement will not exceed \$160,000. If Duane Reade continues to occupy the existing space for more than 30 days after the commencement date of the letting of the substitute space, Duane Reade will pay an increased basic rental for the existing space until the date such space is surrendered for the Air Rights Project. Duane Reade will install all improvements, fixtures and equipment required for its operations in the substitute space, at its sole cost and expense. The extended term of the letting of the substitute space will be subject to termination by the Port Authority, at any time, without cause, on thirty days' notice, in which event Duane Reade would be reimbursed for the unamortized portion of its initial capital investment in the substitute space to the extent that such initial capital investment does not exceed \$950,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 partnership known as Duane Reade, and the partners thereof, concerning the relocation of its premises at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined

above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

**PORT AUTHORITY BUS TERMINAL - MARRELLA HAIR STYLISTS, INC. - LEASE
EXTENSION AND RELOCATION OF PREMISES**

It was recommended that the Board authorize the Executive Director to enter into an agreement (the "Supplement") with Marrella Hair Stylists, Inc. ("Marrella") to amend its lease for retail space at the Port Authority Bus Terminal ("PABT") to extend the term of the letting and relocate its premises, provided that if the term of the letting or the gross effective rent is not substantially in accordance with the terms outlined below, the terms of the agreement will be subject to the approval of the Committee on Operations.

Marrella's current premises is required as part of a reallocation of retail space in the North Wing of the PABT to provide for the Air Rights development project.

The terms of the lease would be revised by the Supplement as follows: the Supplement would provide for an extended term of approximately ten years commencing on or about June 1, 1998, the anticipated date of occupancy of the new premises, and expiring on the day preceding the tenth anniversary of the Rent Commencement Date, defined in the Supplement as (i) the 240th day following the Commencement Date of the new premises, or (ii) the commencement of business operations in the new premises, whichever occurs first. Marrella will pay a graduated basic rental for its new premises as provided in the Supplement. Marrella will, on behalf of the Port Authority, demolish the new premises, bring utilities to the new premises, relocate all of the base building systems, and construct demising walls and a ceiling in the new premises, and will be reimbursed by the Port Authority for such work in an amount not to exceed \$160,000. Marrella will also be responsible for finishing work in the new premises. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, upon 30 days' notice without any reimbursement obligations.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 Marrella Hair Stylists, Inc., substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

THE PORT AUTHORITY INDUSTRIAL PARK AT YONKERS - WILMON INDUSTRIAL SUPPLY CORP. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Wilmon Industrial Supply Corp. ("WISC") upon the terms outlined below or on such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined below, the terms of the lease agreement will be subject to the approval of the Committee on Operations.

The proposed agreement covers approximately 13,500 rentable square feet of industrial space at the Port Authority Industrial Park at Yonkers for a term of approximately five years commencing on or about April 1, 1998, at an aggregate basic rental over the full term of approximately \$400,000, with WISC having the right to terminate the letting at the end of the third rent-paying year. WISC will pay its proportional share of increases in common area operating and maintenance expenses over the actual costs for the 1998 calendar year and will pay increases in payments in lieu of taxes as provided in the lease agreement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 Wilmon Industrial Supply Corp., substantially in accordance with the terms outlined above, or on such other terms as the Executive Director deems appropriate subject to the conditions set forth in the following delegation; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

THE TELEPORT - AUTHORIZATION TO ENTER INTO A SUPPLEMENTAL AGREEMENT WITH THE CITY OF NEW YORK

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to the Teleport lease to provide for payment of \$2,000,000 to the City of New York (the City) for supplemental rent interest charges. In 1984, the Port Authority signed a 40-year ground lease with the City for the leasing of the Teleport facility. From 1993 through 1996, the Port Authority received retroactive supplemental rent bills from the City for the period 1986 through 1996. Supplemental rent represents a payment in lieu of taxes (PILOT) charged by the City for the operation and maintenance of common use infrastructure and improvements at the Teleport. In addition to the principal amount of \$3,300,000, the City charged interest totaling \$3,200,000.

In 1996, the Port Authority paid the supplemental rent principal but refused to pay the interest claimed by the City. Staff believes that the assessment method used economically disadvantages the Teleport. The property was assessed as a special purpose property as opposed to market value, with increases calculated using a construction index rather than increases in market value. Moreover, staff believes that the Statute of Limitations may bar the City from seeking payment beyond the applicable time limit and further believes, based on the ground lease language, receipt of an invoice starts the Port Authority's obligation to pay supplemental rent.

A payment of \$2,000,000 by the Port Authority will settle the claim of the City for supplemental rent interest at the Teleport. The City has also conducted a reassessment of the property, which for the Tax Year commencing July 1, 1998 will be 43 percent less on the Port Authority-owned Telecenter Building and 50 percent less on the balance of the facility as compared to the prior assessment.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 City of New York amending the Teleport lease, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**PORT AUTHORITY BUS TERMINAL - ADIRONDACK TRANSIT LINES, INC.
AND PINE-HILL KINGSTON BUS CORPORATION - AMENDMENT OF
LICENSE AGREEMENTS**

It was recommended that the Board authorize the Executive Director to enter into an agreement (the Payback Agreement) with Adirondack Transit Lines, Inc. (Adirondack) to provide for the payment by Adirondack of arrearages accumulated by Adirondack and its subsidiary Pine-Hill Kingston Bus Corporation (Pine-Hill) under their respective license agreements covering their operations at the Port Authority Bus Terminal.

Adirondack has been a licensee at the Port Authority Bus Terminal since 1963, and Pine Hill has been a licensee since 1966. The carriers have accumulated an arrearage totaling \$2,236,000, representing unpaid ticket sales fees owed by Adirondack for the period from March 1996 through December 1997 and by Pine Hill for the period from November 1995 through December 1997. Both carriers have been current since January 1998. The Payback Agreement will provide for repayment of the debt by Adirondack through graduated payments over a nine year period commencing January 1, 2002, without interest.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 Adirondack Transit Lines, Inc. at the Port Authority Bus Terminal, substantially in accordance with the terms and conditions outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**SETTLEMENT OF CLAIM - KORISHA SANTORO v. THE PORT AUTHORITY OF
NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle a pending action brought by Korisha Santoro by paying her and her attorney the sum of \$112,500, inclusive of attorney's fees, interest, costs and disbursements. In return, the Port Authority will receive a General Release and Stipulation of Discontinuance with prejudice.

Plaintiff is a 43 year old woman who purportedly injured her back and had to have arthroscopic surgery allegedly due to her falling into a hole in the flooring a few feet from the escalators leading from the PATH platform level to the concourse level of The World Trade Center.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Janiszewski, Lewis, Mack, Philibosian, Schweitzer and Song 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 Korisha Santoro v. The Port Authority of New York and New Jersey by paying to Korisha Santoro and her attorney the sum of \$112,500, in return for a General Release from liability and Stipulation of Discontinuance of 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 January 1, 1998 to January 31, 1998.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK715A	BUILDING 110 REPLACEMENT OF TRANSFORMERS JOHN F. KENNEDY INTERNATIONAL AIRPORT CKR CONTRACTING, INC.	696,838(A) 70,000(D) 766,838	689,338(A)(E) 53,909(D) 743,247
LGA215405	CENTRAL TERMINAL BUILDING CENTER SECTION ASBESTOS ABATEMENT IN STAIRWELLS, LOADING DOCK AND ACCESS RAMP LAGUARDIA AIRPORT PROJECT DEVELOPMENT GROUP, INC.	637,000(A) 43,000(C) 64,000(D) 380,000(F) 1,124,000	637,000(A) 22,398(C) 64,000(D) 380,000(F) 1,103,398
EWR665	PARKING LOT "G" ROADWAY ENTRANCE MODIFICATIONS NEWARK INTERNATIONAL AIRPORT MINASA CONSTRUCTION CO., INC.	177,560(A) 51,207(B) 8,000(C) 13,226(D) 15,874(G) 10,200(H) 12,000(I) 6,141(P) 294,208	177,560(A) 51,207(B) 8,000(C) 13,226(D) 7,774(G) 10,200(H) 12,384(I) 4,263(P) 284,614
EWR671	BAY WATER PUMP STATION AIR FILTRATION SYSTEM NEWARK INTERNATIONAL AIRPORT DAN MCCARON & SON	87,287(A) 6,983(D) 94,270	87,287(A) 3,491(C) 90,778
HT224054	GRATING AT NEW JERSEY RIVER BUILDING HOLLAND TUNNEL SIMPSON & BROWN, INC.	62,000(A) 4,000(D) 66,000	62,000(A) 3,680(D) 65,680
HT368	INSTALLATION OF CATWALK CAR BATTERY CHARGERS HOLLAND TUNNEL TOTAL ELECTRICAL CONSTRUCTION CO., INC.	208,208(A) 0(C) 17,000(D) 225,208	204,228(A)(J) 5,293(C) 10,331(D) 219,852

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
HT405	REPLACEMENT OF FIRE STANPIPE	26,500(A)	26,500(A)
	NEW JERSEY LAND	0(C)	1,943(C)
	VENTILATION BUILDING SOUTH	1,590(D)	19,003(D)
	SHAFT SUMP ROOM		
	HOLLAND TUNNEL		
	DANNY'S PLUMBING & HEATING, INC.	28,090	47,446
GWB110099	REHABILITATION UPPER EXPRESSWAY	6,575,953(A)	6,575,953(A)
	AND 178TH STREET RAMPS	3,409,420(B)	3,409,420(B)
	GEORGE WASHINGTON BRIDGE	1,000,000(C)	344,204(C)
	BELLEZZA COMPANY, INC.	1,498,000(D)	1,223,342(D)
		245,000(K)	245,000(K)
		345,000(L)	345,000(L)
		975,000(M)	973,800(M)
		180,000(N)	0(N)
		650,000(O)	650,000(O)
		250,000(P)	228,284(P)
	15,128,373	13,995,003	
MFB213002	SOIL REMEDIATION VIA WORK ORDER - NEW YORK	900,000(C)	636,633(C)
	BAYONNE BRIDGE, GOETHALS BRIDGE, GEORGE WASHINGTON BRIDGE & OUTER- BRIDGE CROSSING		
	GARRISON PROTECTIVE SERVICES, INC.	900,000	636,633
WTC899802A	EMERGENCY REPAIRS	67,922,384(C)	67,922,384(C)
	WORLD TRADE CENTER KARL KOCH ERECTING CO., INC.	67,922,384	67,922,384

- (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 Payment" column is the authorized net cost amount.
 (D) Extra Work
 (E) The difference between "Total Authorized" and "Total Payment" represents liquidated damages for Delay in Time for Completion per Contract in the amount of \$7,500.
 (F) Board Item dated 10/30/97, authorizing the settlement of all claims against the Port Authority in the amount of \$380,000.
 (G) Memorandum of Justification dated 5/20/97, increasing extra work in the amount of \$15,874.00.
 (H) Memorandum of Justification dated 5/20/97, increasing classified work in the amount of \$10,200.00.

- (I) Memorandum of Justification dated 5/20/97, increasing net cost work in the amount of \$12,000.00.
- (J) The difference between "Total Authorized" and "Total Payment" represent a credit change order in the amount of \$3,980.00 for a reduction in the scope of work.
- (K) Memorandum of Authorization dated 12/15/92, authorizing Supplemental Agreement No. 1 in the amount of \$245,000.00.
- (L) Memorandum of Justification dated 9/24/93, authorizing Supplemental Agreement No. 2, which included an increase in classified work in the amount of \$345,000.00.
- (M) Memorandum of Justification dated 9/24/93, authorizing Supplemental Agreement No. 2, which included an increase in unclassified work in the amount of \$975,000.00.
- (N) Memorandum of Justification dated 9/24/93, authorizing Supplemental Agreement No. 2, which included an increase in net cost work in the amount of \$180,000.00.
- (O) Memorandum of Justification dated 6/13/94, authorizing an increase in classified work in the amount of \$650,000.00.
- (P) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000.00 (whichever is less) without further authorization.

Jard - 3/26/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period January 1, 1998 to January 31, 1998.

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>YTD @ Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
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No new transactions this period.

(Board - 3/26/98)

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>
01/06/98	\$ 25,000,000	GECC CP	--	02/02/98	99.59	5.530%	5.630%	\$ 24,896,312.50	General Electric Capital
01/08/98	25,000,000	GECC CP	--	02/09/98	99.51	5.480	5.583	24,878,222.23	General Electric Capital
01/09/98	10,000,000	US T-NOTE	5.125%	11/30/98	99.82	--	5.328	9,982,031.25	Goldman, Sachs & Co
01/09/98	10,000,000	US T-NOTE	5.125	11/30/98	99.84	--	5.300	9,984,375.00	Dresdner Kleinwort Benson
01/09/98	15,000,000	US T-NOTE	5.250	07/31/98	99.98	--	5.272	14,997,656.25	Dresdner Kleinwort Benson
01/13/98	15,000,000	FMCDN	--	02/17/98	99.48	5.340	5.442	14,922,125.00	Lehman Brothers
01/14/98	10,000,000	FMCDN	--	02/17/98	99.49	5.370	5.472	9,949,283.33	Merrill Lynch Gov Sec
01/14/98	15,000,000	US T-NOTE	6.125	05/15/98	100.27	--	5.263	15,039,843.75	Prudential Securities*
01/20/98	21,000,000	FMCDN	--	02/20/98	99.54	5.390	5.490	20,902,530.83	First Chicago Capital Mkt
01/21/98	13,000,000	FMCDN	--	03/06/98	99.34	5.370	5.481	12,914,676.67	First Chicago Capital Mkt

(Board - 3/26/98)

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>
01/21/98	\$ 30,000,000	FNDN	--	02/27/98	99.45	5.390%	5.495%	\$ 29,833,808.34	Lehman Brothers
01/23/98	15,000,000	US T-BILL	--	07/09/98	97.69	4.985	5.174	14,653,127.09	Dresdner Kleinwort Benson
01/23/98	15,000,000	US T-BILL	--	07/16/98	97.59	4.985	5.179	14,638,587.50	Paribas Corporation
01/23/98	20,000,000	US T-BILL	--	07/02/98	97.79	4.970	5.153	19,558,222.22	Dresdner Kleinwort Benson
01/26/98	5,000,000	US T-NOTE	5.625%	12/31/99	100.44	--	5.381	5,021,875.00	Paribas Corporation
01/26/98	10,000,000	US T-BILL	--	07/09/98	97.71	5.020	5.209	9,771,311.11	Citicorp Securities Mkts
01/26/98	10,000,000	US T-BILL	--	07/16/98	97.62	5.020	5.214	9,761,550.00	Dresdner Kleinwort Benson
01/26/98	10,000,000	US T-NOTE	5.625	12/31/99	100.54	--	5.325	10,053,906.25	Paribas Corporation
01/27/98	11,000,000	FMCDN	--	03/06/98	99.43	5.390	5.496	10,937,416.12	Lehman Brothers
01/28/98	10,000,000	US T-NOTE	5.625	12/31/99	100.36	--	5.423	10,035,937.50	Paribas Corporation
01/28/98	10,000,000	US T-BILL	--	01/07/99	95.22	5.005	5.264	9,521,744.44	Dresdner Kleinwort Benson

(Board - 3/26/98)

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>
01/28/98	\$ 10,000,000	US T-BILL	--	01/07/99	95.20	5.020%	5.281%	\$ 9,520,311.11	CIBC Oppenheimer
01/28/98	<u>15,000,000</u>	US T-BILL	--	12/10/98	95.58	5.035	5.282	<u>14,337,058.34</u>	Goldman, Sachs & Co
	<u>\$ 330,000,000</u>							<u>\$ 326,111,911.83</u>	

BEY - Bond Equivalent Yield

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

(Board - 3/26/98)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
01/09/98	\$ 20,000,000	US T-NOTE	5.500%	12/31/00	100.27	--	5.402%	5.38%	\$ 10,026,562.50	First Chicago Capital Mkt
01/09/98	40,000,000	US T-NOTE	5.250	01/31/01	99.60	--	5.392	5.44	39,840,625.00	Paribas Corporation
01/14/98	15,000,000	US T-BILL	--	05/14/98	98.35	4.950%	5.103	5.71	14,752,500.00	Prudential Securities*
01/23/98	10,000,000	US T-BILL	--	01/29/98	99.92	4.850	4.921	5.21	9,991,916.67	Fuji Securities
01/23/98	25,000,000	US T-BILL	--	02/12/98	99.73	4.800	4.880	5.42	24,933,333.33	Prudential Securities
01/26/98	25,000,000	US T-BILL	--	02/05/98	99.86	5.000	5.076	5.61	24,965,277.78	Paine Webber Inc.
01/28/98	<u>35,000,000</u>	US T-BILL	--	02/05/98	99.89	5.010	5.085	5.43	<u>34,961,033.33</u>	Dean Witter Reynolds
	<u>\$ 170,000,000</u>								<u>\$ 169,497,811.13</u>	

BEY - Bond Equivalent Yield

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

(Board - 3/26/98)

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	01/02/98	01/05/98	\$ 7,908,000	5.870%	\$ 3,868.33
Lehman Brothers	01/02/98	01/05/98	19,945,000	5.870	9,756.43
Paribas Corporation	01/02/98	01/05/98	21,210,000	5.875	10,384.06
Lehman Brothers	01/02/98	01/05/98	22,182,000	5.870	10,850.70
Paribas Corporation	01/02/98	01/05/98	22,700,000	5.875	11,113.54
Paribas Corporation	01/02/98	01/05/98	26,090,000	5.875	12,773.23
Zions First National	01/02/98	01/05/98	27,000,000	5.820	13,095.00
Lehman Brothers	01/02/98	01/05/98	31,280,000	5.870	15,301.13
Nesbitt Burns Secur	01/05/98	01/06/98	481,000	5.600	74.82
Paribas Corporation	01/05/98	01/06/98	4,186,000	5.610	652.32
Paribas Corporation	01/05/98	01/06/98	7,846,000	5.610	1,222.67

(Board - 3/26/98)

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>
Paribas Corporation	01/05/98	01/06/98	\$ 19,955,000	5.610%	\$ 3,109.65
Paribas Corporation	01/05/98	01/06/98	22,012,000	5.610	3,430.20
Paribas Corporation	01/05/98	01/06/98	31,255,000	5.610	4,870.57
Nesbitt Burns Securities	01/05/98	01/06/98	45,538,000	5.600	7,083.69
Nesbitt Burns Securities	01/05/98	01/06/98	48,981,000	5.600	7,619.27
Zions First National Bank	01/06/98	01/07/98	4,187,000	5.430	631.54
Nesbitt Burns Securities	01/06/98	01/07/98	4,643,000	5.440	701.61
Zions First National Bank	01/06/98	01/07/98	9,323,000	5.430	1,406.22
Zions First National Bank	01/06/98	01/07/98	19,958,000	5.430	3,010.33
Zions First National Bank	01/06/98	01/07/98	22,016,000	5.430	3,320.75
Nesbitt Burns Securities	01/06/98	01/07/98	25,119,000	5.440	3,795.76

(Board - 3/26/98)

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>
Zions First National Bank	01/06/98	01/07/98	\$ 31,259,000	5.430%	\$ 4,714.90
Nesbitt Burns Securities	01/06/98	01/07/98	50,238,000	5.440	7,591.52
Nesbitt Burns Securities	01/07/98	01/08/98	140,000	5.300	20.61
Paribas Corporation	01/07/98	01/08/98	4,148,000	5.350	616.44
Paribas Corporation	01/07/98	01/08/98	8,718,000	5.350	1,295.59
Paribas Corporation	01/07/98	01/08/98	19,961,000	5.350	2,966.43
Paribas Corporation	01/07/98	01/08/98	22,013,000	5.350	3,271.38
Paribas Corporation	01/07/98	01/08/98	31,221,000	5.350	4,639.79
Lehman Brothers	01/07/98	01/08/98	39,500,000 *	5.350	5,870.14
Zions First National Bank	01/07/98	01/08/98	45,000,000	5.350	6,687.50
Nesbitt Burns Securities	01/07/98	01/08/98	49,860,000	5.300	7,340.50

(Board - 3/26/98)

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>
Paribas Corporation	01/08/98	01/09/98	\$ 4,149,000	5.320%	\$ 613.13
Paribas Corporation	01/08/98	01/09/98	7,903,000	5.320	1,167.89
Paribas Corporation	01/08/98	01/09/98	19,964,000	5.320	2,950.24
Paribas Corporation	01/08/98	01/09/98	21,594,000	5.320	3,191.11
Nesbitt Burns Securities	01/08/98	01/09/98	22,000,000	5.330	3,257.22
Paribas Corporation	01/08/98	01/09/98	31,214,000	5.320	4,612.74
Zions First National Bank	01/08/98	01/09/98	45,000,000	5.330	6,662.50
Zions First National Bank	01/09/98	01/12/98	4,146,000	5.320	1,838.06
Zions First National Bank	01/09/98	01/12/98	7,896,000	5.320	3,500.56
Zions First National Bank	01/09/98	01/12/98	19,967,000	5.320	8,852.04
Zions First National Bank	01/09/98	01/12/98	21,592,000	5.320	9,572.45

(Board - 3/26/98)

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>
Zions First National Bank	01/09/98	01/12/98	\$ 31,216,000	5.320%	\$ 13,839.09
Paribas Corporation	01/09/98	01/12/98	44,000,000	5.340	19,580.00
Paribas Corporation	01/09/98	01/12/98	45,000,000	5.340	20,025.00
Nesbitt Burns Securities	01/12/98	01/13/98	3,916,000	5.480	596.10
Zions First National Bank	01/12/98	01/13/98	7,568,000	5.500	1,156.22
Nesbitt Burns Securities	01/12/98	01/13/98	7,645,000	5.480	1,163.74
Nesbitt Burns Securities	01/12/98	01/13/98	19,976,000	5.480	3,040.79
Nesbitt Burns Securities	01/12/98	01/13/98	21,465,000	5.480	3,267.45
Zions First National Bank	01/12/98	01/13/98	22,132,000	5.500	3,381.28
Nesbitt Burns Securities	01/12/98	01/13/98	30,580,000	5.480	4,654.96
Zions First National Bank	01/12/98	01/13/98	50,300,000	5.500	7,684.72

(Board - 3/26/98)

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>
Zions First National Bank	01/13/98	01/14/98	\$ 3,913,000	5.460%	\$ 593.47
Zions First National Bank	01/13/98	01/14/98	7,628,000	5.460	1,156.91
Zions First National Bank	01/13/98	01/14/98	19,979,000	5.460	3,030.15
Zions First National Bank	01/13/98	01/14/98	21,456,000	5.460	3,254.16
Lehman Brothers	01/13/98	01/22/98	24,687,500 *	5.430	33,588.72
Lehman Brothers	01/13/98	01/14/98	29,512,500 *	5.400	4,426.88
Zions First National Bank	01/13/98	01/14/98	30,553,000	5.460	4,633.87
Prudential Securities	01/13/98	01/14/98	33,650,000	5.440	5,084.89
Dean Witter Reynolds	01/13/98	01/30/98	39,540,000 *	5.500	101,650.75
Nesbitt Burns Securities	01/13/98	Open	44,662,500 *	Variable **	133,987.50 ***
Prudential Securities	01/13/98	01/14/98	47,850,000	5.440	7,230.67

(Board - 3/26/98)

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>
Nesbitt Burns Securities	01/13/98	01/15/98	\$ 49,550,000 *	5.400%	\$ 14,865.00
Citicorp Securities Mkts	01/14/98	01/15/98	2,656,000	5.530	407.99
Citicorp Securities Mkts	01/14/98	01/15/98	3,913,000	5.530	601.08
Citicorp Securities Mkts	01/14/98	01/15/98	7,322,000	5.530	1,124.74
Citicorp Securities Mkts	01/14/98	01/15/98	21,273,000	5.530	3,267.77
Greenwich Capital Mkts	01/14/98	01/15/98	23,840,000	5.540	3,668.71
Citicorp Securities Mkts	01/14/98	01/15/98	30,555,000	5.530	4,693.59
Greenwich Capital Mkts	01/14/98	01/15/98	50,160,000	5.540	7,719.07
Zions First National Bank	01/15/98	01/16/98	2,656,000	5.550	409.47
Zions First National Bank	01/15/98	01/16/98	3,913,000	5.550	603.25
Zions First National Bank	01/15/98	01/16/98	7,307,000	5.550	1,126.50

(Board - 3/26/98)

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>
Zions First National Bank	01/15/98	01/16/98	\$ 10,515,000	5.550%	\$ 1,621.06
Zions First National Bank	01/15/98	01/16/98	10,758,000	5.550	1,658.53
Zions First National Bank	01/15/98	01/16/98	30,550,000	5.550	4,709.79
Nesbitt Burns Securities	01/15/98	01/16/98	40,000,000	5.570	6,188.89
Zions First National Bank	01/16/98	01/20/98	3,904,000	5.400	2,342.40
Zions First National Bank	01/16/98	01/20/98	7,134,000	5.400	4,280.40
Zions First National Bank	01/16/98	01/20/98	21,150,000	5.400	12,690.00
Zions First National Bank	01/16/98	01/20/98	30,505,000	5.400	18,303.00
Nesbitt Burns Securities	01/16/98	01/20/98	50,000,000	5.410	30,055.56
Zions First National Bank	01/20/98	01/21/98	3,897,000	5.510	596.46
Zions First National Bank	01/20/98	01/21/98	6,281,000	5.510	961.34

(Board - 3/26/98)

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>
Zions First National Bank	01/20/98	01/21/98	\$ 19,997,000	5.510%	\$ 3,060.65
Zions First National Bank	01/20/98	01/21/98	30,372,000	5.510	4,648.60
Nesbitt Burns Securities	01/20/98	01/21/98	45,000,000	5.500	6,875.00
Prudential Securities	01/21/98	01/22/98	3,897,000	5.430	587.80
Prudential Securities	01/21/98	01/22/98	6,218,000	5.430	937.88
Zions First National Bank	01/21/98	01/22/98	17,000,000	5.410	2,554.72
Prudential Securities	01/21/98	01/22/98	20,000,000	5.430	3,016.67
Lehman Brothers	01/21/98	01/22/98	29,625,000 *	5.430	4,468.44
Prudential Securities	01/21/98	01/22/98	29,880,000	5.430	4,506.90
Zions First National Bank	01/22/98	01/23/98	2,133,000	5.390	319.36
Zions First National Bank	01/22/98	01/23/98	3,879,000	5.390	580.77

(Board - 3/26/98)

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>
Zions First National Bank	01/22/98	01/23/98	\$ 6,176,000	5.390%	\$ 924.68
Zions First National Bank	01/22/98	01/23/98	16,120,000	5.390	2,413.52
Greenwich Capital Mkts	01/22/98	01/23/98	29,840,000	5.375	4,455.28
Dresdner Kleinwort Benson	01/22/98	01/26/98	34,947,500 *	5.350	20,774.35
Nesbitt Burns Securities	01/22/98	01/23/98	44,874,000	5.380	6,706.17
Greenwich Capital Mkts	01/22/98	01/23/98	50,160,000	5.375	7,489.17
Zions First National Bank	01/22/98	01/23/98	50,375,000	5.390	7,542.26
Paribas Corporation	01/23/98	01/26/98	3,876,000	5.350	1,728.05
Paribas Corporation	01/23/98	01/26/98	6,157,000	5.350	2,745.00
Zions First National Bank	01/23/98	01/26/98	7,800,000	5.350	3,477.50
Lehman Brothers	01/23/98	01/30/98	24,718,750 *	5.550	26,243.07

(Board - 3/26/98)

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>
Lehman Brothers	01/23/98	01/30/98	\$ 24,925,000 *	5.500%	\$ 26,427.42
Dresdner Kleinwort Benson	01/23/98	Open	24,937,500 *	Variable **	37,717.97 ***
Nesbitt Burns Securities	01/23/98	01/26/98	25,458,000	5.350	11,350.03
Nesbitt Burns Securities	01/23/98	01/26/98	43,102,000	5.350	19,216.31
Paribas Corporation	01/23/98	01/26/98	43,507,000	5.350	19,396.87
Zions First National Bank	01/23/98	01/26/98	50,700,000	5.350	22,603.75
Citicorp Securities Mkts	01/26/98	01/27/98	1,236,000	5.500	188.83
Zions First National Bank	01/26/98	01/27/98	3,861,000	5.500	589.88
Zions First National Bank	01/26/98	01/27/98	6,090,000	5.500	930.42
Greenwich Capital Mkts	01/26/98	01/27/98	14,952,000	5.500	2,284.33
Lehman Brothers	01/26/98	01/29/98	23,830,000 *	5.600	11,001.52

(Board - 3/26/98)

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>
Lehman Brothers	01/26/98	01/29/98	\$ 25,920,000 *	5.600%	\$ 11,966.40
Zions First National Bank	01/26/98	01/27/98	43,483,000	5.500	6,643.24
Citicorp Securities Mkts	01/26/98	01/27/98	44,764,000	5.500	6,838.94
Greenwich Capital Mkts	01/26/98	01/27/98	53,625,000	5.500	8,192.71
Nesbitt Burns Securities	01/27/98	01/28/98	3,856,000	5.520	591.25
Nesbitt Burns Securities	01/27/98	01/28/98	6,075,000	5.520	931.50
Zions First National Bank	01/27/98	01/28/98	8,642,000	5.520	1,325.11
Zions First National Bank	01/27/98	01/28/98	10,520,000	5.520	1,613.07
SBC Capital Markets, Inc.	01/27/98	01/28/98	23,000,000	5.500	3,513.89
Dresdner Kleinwort Benson	01/27/98	Open	29,655,000 *	Variable **	27,595.63 ***
Nesbitt Burns Securities	01/27/98	01/28/98	42,730,000	5.520	6,551.93

(Board - 3/26/98)

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>
Zions First National Bank	01/27/98	01/28/98	\$ 49,500,000	5.520%	\$ 7,590.00
Paribas Corporation	01/28/98	01/29/98	3,852,000	5.590	598.13
Paribas Corporation	01/28/98	01/29/98	6,072,000	5.590	942.85
SBC Capital Markets, Inc.	01/28/98	01/29/98	16,815,000	5.580	2,606.33
Nesbitt Burns Securities	01/28/98	01/29/98	20,000,000	5.570	3,094.44
Dean Witter Reynolds	01/28/98	Open	34,562,500 *	Variable **	26,641.93 ***
Paribas Corporation	01/28/98	01/29/98	42,717,000	5.590	6,633.00
SBC Capital Markets, Inc.	01/28/98	01/29/98	50,735,000	5.580	7,863.93
Citicorp Securities Mkts	01/29/98	01/30/98	3,707,000	5.540	570.47
Citicorp Securities Mkts	01/29/98	01/30/98	6,006,000	5.540	924.26
Prudential Securities	01/29/98	01/30/98	15,742,000	5.540	2,422.52

(Board - 3/26/98)

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>
Lehman Brothers	01/29/98	01/30/98	\$ 27,000,000	5.500%	\$ 4,125.00
Dresdner Kleinwort Benson	01/29/98	Open	34,868,750 *	Variable **	21,502.40 ***
Citicorp Securities Mkts	01/29/98	01/30/98	42,600,000	5.540	6,555.67
Prudential Securities	01/29/98	01/30/98	51,312,000	5.540	7,896.35
Paribas Corporation	01/30/98	02/02/98	3,697,000	5.580	1,719.11
Paribas Corporation	01/30/98	02/02/98	5,930,000	5.580	2,757.45
Paribas Corporation	01/30/98	02/02/98	8,340,000	5.580	3,878.10
Greenwich Capital Mkts	01/30/98	02/02/98	16,915,000	5.580	7,865.48
Nesbitt Burns Securities	01/30/98	02/02/98	22,000,000	5.560	10,193.33
Nesbitt Burns Securities	01/30/98	Open	24,737,500 *	Variable **	11,441.09 ***
Paribas Corporation	01/30/98	02/02/98	33,270,000	5.580	15,470.55

(Board - 3/26/98)

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>
Greenwich Capital Mkts	01/30/98	02/02/98	\$ 49,625,000	5.580%	\$ 23,075.63

* 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 - 3/26/98)

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	01/07/98	01/08/98	\$ 39,500,000	4.600%	\$ 5,047.22
Nesbitt Burns Securities	01/13/98	Open	44,662,500	Variable *	120,216.56 **
Nesbitt Burns Securities	01/13/98	01/15/98	49,550,000	5.100	14,039.17
Dean Witter Reynolds	01/13/98	01/30/98	39,540,000	5.300	96,927.92
Lehman Brothers	01/13/98	01/14/98	29,512,500	4.750	3,894.01
Lehman Brothers	01/13/98	01/22/98	24,687,500	5.230	31,411.41
Lehman Brothers	01/21/98	01/22/98	29,625,000	5.030	4,139.27
Dresdner Kleinwort Benson	01/22/98	01/26/98	34,947,500	5.150	19,949.20
Lehman Brothers	01/23/98	01/30/98	24,718,750	5.200	23,757.47
Lehman Brothers	01/23/98	01/30/98	24,925,000	5.250	24,717.29
Dresdner Kleinwort Benson	01/23/98	Open	24,937,500	Variable *	32,488.02 **

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>
Lehman Brothers	01/26/98	01/29/98	\$ 49,750,000	5.450%	\$ 21,903.82
Dresdner Kleinwort Benson	01/27/98	Open	29,655,000	Variable *	21,747.00 **
Dean Witter Reynolds	01/28/98	Open	34,562,500	Variable *	20,353.47 **
Dresdner Kleinwort Benson	01/29/98	Open	34,868,750	Variable *	15,400.36 **
Nesbitt Burns Securities	01/30/98	Open	24,737,500	Variable *	7,215.10 **

* This rate subject to change daily.

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

(Board - 3/26/98)

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 January 1, 1998 through January 31, 1998, 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

No new transactions this period.

Options Transactions - Sold

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

(Board - 3/26/98)

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 January 1, 1998 and January 31, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of January 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$779.6 million, including \$384.6 million pertaining to refundings and \$110.0 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 January 1, 1998 and January 31, 1998 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.

**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 Service Contract were authorized or amended, during the period February 1, 1998 to February 28, 1998.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Human Resources Department to retain the services of:	Provide expert professional services in connection with the development of tests, pass point recommendations, and test analysis for the selection of Port Authority Police Officers to ensure the above results in selection of candidates who possess the skills and abilities to successfully complete Police Academy training and perform the duties of a Port Authority Police Officer.	\$10,000
Dr. Catherine S. Kline 440 Riverside Drive, Apt. 35 New York, NY 10027		

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES OF SPECIAL BOARD MEETING

Thursday, April 16, 1998

	Page
John F. Kennedy International Airport - Airport Access Project - Authority to Award Contracts LRS-100.001, LRS-100.002 and LRS-100.003 for the Design, Construction, Operation and Maintenance of Jamaica-JFK with Howard Beach Light Rail System	174

MINUTES of a special meeting of The Port Authority of New York and New Jersey held Thursday, April 16, 1998, 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. John J. Haley, Jr.
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 Lillian C. Borrone, Director, Port Commerce
 Darrell B. Buchbinder, Chief, Public Securities Law Division, Law
 Robert E. Catlin, Director, World Trade
 Anthony G. Cracchiolo, Program Director, New York Airport Access, Office of Chief Technology Officer
 Karen E. Eastman, Assistant Secretary
 Linda C. Handel, Senior Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Jack Leibler, Chief, Construction Contracts Division, Law
 Francis J. Lombardi, Chief Engineer
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Charles F. McClafferty, Chief Financial Officer
 Cruz C. Russell, Director, Office of Corporate Policy and Planning
 Douglas L. Smith, Manager, Business Planning, Budget
 Christopher O. Ward, Director, Port Redevelopment Program, Port Commerce
 Peter B. Yunis, Executive Assistant to the Chairman

The Secretary reported that the meeting was duly called in accordance with the By-Laws.

The meeting was called to order in executive session by the Chairman at 12:35 p.m. and ended at 1:13 p.m.

(Board - 4/16/98)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - AIRPORT ACCESS PROJECT -
AUTHORITY TO AWARD CONTRACTS LRS-100.001, LRS-100.002 AND LRS-
100.003 FOR THE DESIGN, CONSTRUCTION, OPERATION AND
MAINTENANCE OF JAMAICA - JFK WITH HOWARD BEACH LIGHT RAIL
SYSTEM**

On May 9, 1996, the Board authorized a project for the implementation of an automated Light Rail System ("LRS") between Jamaica and John F. Kennedy International Airport ("JFK"), a link between Howard Beach and JFK, and an LRS circulating within the Central Terminal Area at a total estimated project cost of \$1.268 billion, excluding interest on bonded debt.

JFK suffers from a lack of public transportation options for access to the facility. In addition, the existing roadway system is unable to adequately address the need for on-airport circulation. The LRS project will provide connections to regional transportation hubs at the Long Island Railroad station in Jamaica as well as the New York City Transit station in Howard Beach. The LRS will also provide stations on-airport, at Federal Circle, the Employee Parking Lot, and at the unit terminals for intra-airport transportation of airport customers and employees.

The Board at its meeting on May 9, 1996 also authorized the Executive Director to apply to the Federal Aviation Administration ("FAA") for additional Passenger Facility Charge ("PFC") collection authority of \$823 million and additional PFC use authority of \$1.248 billion.

An application was submitted to the FAA for the use of PFC funds on July 21, 1997. A Record of Decision for the use of these funds in the amount of \$1.148 billion was received on February 9, 1998. An application for the \$100 million in PFCs which expired on October 1, 1997, due to the FAA's failure to act by the application's expiration date, will be resubmitted to the FAA. In addition to the \$14 million previously approved by the FAA for planning costs for the JFK LRS, an amendment to recover an additional \$38 Million in planning and preliminary engineering costs (\$36 million for JFK LRS, \$2 million for EWR Monorail Extension) will be submitted at the same time. An addendum will also be submitted to the PFC application to permit the Port Authority to reallocate certain Port Authority Capital funds (up to \$300 million) to project elements the FAA deems ineligible for PFC funding and to allocate PFCs to other eligible items. The total amount of PFC funds expected to be approved for the project is \$1.598 billion including interest on bonded debt.

Proposals for the design, construction, operation and maintenance of the LRS were solicited from a list of five joint venture firms developed from a publicly advertised Request for Qualifications. All of the prequalified firms submitted proposals which were reviewed and rated by an interdepartmental Evaluation Committee and Selection Committee.

Competitive ranges established pursuant to the terms and conditions of the Request for Proposals resulted ultimately in the elimination of three proposers from further consideration.

Based on analysis of utilization of existing technology, design, scheduling, staffing, prior experience, cost, and the financial capabilities of the two remaining proposers, the proposal submitted by the Air Rail Transit Consortium (a joint venture of Bombardier Transit Corporation, Slattery/Skanska Inc., Perini Corporation and Karl Koch Erecting Co., Inc.) was considered superior to the other proposal and provided the best value to the Port Authority.

Contract LRS-100.001 provides for the design and construction of an LRS system at JFK. This fully automated system provides for circulation within the Central Terminal Area, a connection to the New York City Transit station at Howard Beach, and a connection to the regional transportation hub located at the Long Island Railroad station in Jamaica.

Contract LRS-100.002 provides for the construction of early action items associated with the LRS, including an underpass under Taxiways A & B, the relocation of an underpass under a portion of the on-airport Van Wyck Expressway and North Service Road and the relocation of certain utilities.

Contract LRS-100.003 provides for the maintenance and operation of the LRS for an initial five-year period. The Port Authority will have the option of extending this contract for two additional five-year periods.

The Air Rail Transit Consortium will be required to provide a corporate guarantee from Skanska AB and Bombardier Inc. which will guaranty the performance of the Air Rail Transit Consortium under Contracts LRS-100.001, LRS-100.002 and LRS-100.003.

Pursuant to the foregoing report presented by staff, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song 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 award to the Air Rail Transit Consortium (a) Contract LRS-100.001 at a contract price of \$829.9 million; and to order extra work for changes in the scope of work up to \$35.7 million; (b) Contract LRS-100.002 at a contract price of \$99.9 million; and to order extra work for changes in the scope of work up to \$4.3 million; and (c) Contract LRS-100.003 at a contract price of \$105 million, subject to escalation for a five-year period and to exercise options to extend the term of Contract LRS-100.003 for up to two additional five-year periods on the same terms and conditions except for the contract price which will be subject to adjustment as provided for in Contract LRS-100.003; and to order extra work up to \$8.4 million; and for Contracts LRS-100.001 and LRS-100.002 to order contingency work for up to \$129 million; and it is further

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

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, April 30, 1998

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MINUTES of the Annual Meeting of The Port Authority of New York and New Jersey held Thursday, April 30, 1998, 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. John J. Haley, Jr.
 Hon. Robert C. Janiszewski
 Hon. Alan G. Philibosian

NEW YORK

Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Anastasia M. Song

Robert E. Boyle, Executive Director
 Richard J. Lobron, Deputy Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 A. Paul Blanco, Chief Administrative Officer
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Coleen M. Camp, Executive Assistant to the Director, Aviation
 George L. Cancro, Jr., Director, Office of Ferry Transportation
 Robert E. Catlin, Director, World Trade
 Richard Codd, Director, Government and Community Relations
 Anthony G. Cracchiolo, Program Director, NY Airport Access, Office of Chief Technology Officer
 William R. DeCota, Deputy Director, Aviation
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 Linda C. Handel, Senior Administrator, Office of the Secretary
 MaryLee Hannell, Executive Assistant to the Chief of Staff
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Comptroller
 Christopher W. Mansfield, Executive Assistant to the Deputy Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Fred V. Morrone, Director, Public Safety
 Cherrie L. Nanninga, Deputy Director, Finance
 Joanne A. Paternoster, Assistant Director, Customer Services, Aviation
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Michael J. Rienzi, Director, Procurement
 Cruz C. Russell, Director, Office of Corporate Policy and Planning

Robert E. Van Etten, Inspector General

Pam L. Walden-Phillips, Senior Airport Engineer, Aviation Technical Services, Aviation

Christopher O. Ward, Director, Port Redevelopment Program, Port Commerce

Angela F. Wood, Special Assistant to the Executive Director

Peter Yerkes, Press Secretary

Peter B. Yunis, Executive Assistant to the Chairman

Margaret R. Zoch, Director, Budget

Guest

Michael Glassner

(Board - 4/30/98)

The public meeting was called to order by Chairman Eisenberg at 2:45 p.m. and ended at 3:15 p.m. The Board also met in executive session prior to the public meeting. In addition, the Board held a planning meeting in executive session on April 16, 1998.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of March 26, 1998. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on April 30, 1998, which included discussion of internal audit 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 Finance

The Committee on Finance reported, for information, on matters discussed in executive session at its meeting on April 30, 1998, which included a discussion of matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on April 30, 1998, which included a 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 Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on April 30, 1998, which included a 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, 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 - 4/30/98)

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on April 30, 1998, which included a discussion of a cooperation agreement with the United States Government for a project to deepen the Arthur Kill Channel and a discussion of airport parking improvements at John F. Kennedy and Newark International and LaGuardia Airports. Following the public session, the Committee met in executive session to discuss 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 Nominating Committee

During the course of the meeting, the Nominating Committee submitted its report, and the report was received and is included with these minutes.

Staff Report

A presentation was made by staff on Airport Parking and Airport Customer Service Initiatives.

(Board - 4/30/98)

AUDIT COMMITTEE ANNUAL REPORT

Commissioner Philibosian submitted the following report:

In accordance with Port Authority By-Laws, the Chair of the Audit Committee reports periodically on the activities of the Audit Committee.

Since the last report, the Audit Committee has met nine times. Our Committee meetings are regularly attended by the Chief Financial Officer, General Counsel, the Chief Technology Officer, the Director of the Audit Department, the Inspector General, the Treasurer, and the Comptroller.

Representatives of Deloitte & Touche LLP, the Port Authority's independent accountants, have attended three of our meetings. At those meetings, we held sessions with only the outside accountants present, which is consistent with our policy that the outside accountants and members of the Audit Committee have direct and unrestricted access to each other.

The Audit Committee keeps informed of relevant matters through quarterly reports prepared by the Director of the Audit Department, the Inspector General and the Treasurer. In addition to these reports, Charles McClafferty, the Chief Financial Officer, and John Brill, the Director of the Audit Department, have kept me informed of special situations, audits and investigations as appropriate. Robert Van Etten has done the same as Inspector General.

Each quarter, the Committee reviews and discusses the detailed reports of audit results prepared by the Audit Department. The Audit Department conducts audits in accordance with an Annual Plan submitted to the Audit Committee. The Annual Audit Plan is based on a schedule of specific audits established after performing a risk assessment, taking into consideration the potential for financial loss, major changes in operations or programs, and the dates and results of previous audits. The Audit Plan is reviewed with the Committee and includes the input of Port Authority senior management and our independent accountants.

The Committee also discusses the quarterly report of the Inspector General with respect to investigations undertaken by that Office. The major function of the Inspector General's Office is to investigate situations or allegations of improper, unethical or illegal activities of individuals within the Port Authority or persons with whom the Port Authority has a business relationship.

On a quarterly basis, the Audit Committee reviews the status of the Port Authority's accounts receivable and discusses the quarterly reports prepared by the Treasurer, Bruce Bohlen. The Committee monitors staff efforts to collect revenues due to the Authority, and also discusses problem accounts and reviews the trends in receivable collections. Over the past year, the ratio of receivables to billings has improved and is well within target.

The Audit Committee has also, during the past year, requested staff presentations on key areas of business risk. For example, we reviewed the Agency's plans for ensuring that all critical computer systems are Year 2000 compliant. We also reviewed controls over the procurement function.

Our Committee continued its practice of reviewing, in detail, the Authority's audited financial statements prior to their release. We are concerned not only with the control systems which assure the accuracy and completeness of the statements, but also with the presentation, the format, and, in the context of full and fair disclosure, the substance and language of the footnotes.

In the opinion of the independent accountants, the 1997 financial statements present fairly, in all material respects, the combined financial position of the Port Authority and the combined results of its operations in conformity with generally accepted accounting principles. We were pleased to learn that the Government Finance Officers Association recognized the Port Authority's 1996 Comprehensive Annual Financial Report with its Certificate of Excellence in Financial Reporting, an award that the Port Authority has received for each of the past thirteen years. This is a significant achievement for staff of the Comptroller's Department.

Finally, as the Chair of the Audit Committee, I review the expense reports of the Executive Director and members of the Board.

This annual report to the Board provides the Audit Committee with the opportunity to acknowledge the dedication and professionalism of our staff. The Committee recognizes the strengths, talent and commitment of our financial professionals, all of whom make an important contribution to the Authority and also to the Region.

The Committee believes that reasonable controls and procedures are in place, and that there is a reasonable basis for this Board to have a high level of confidence in the professional and ethical conduct of our personnel.

RETENTION OF INDEPENDENT AUDITORS

Under the By-Laws, the Audit Committee has the responsibility to recommend retention of independent auditors for designation by the Board to audit the accounts and financial statements of the Port Authority and its subsidiaries. The Audit Committee monitors the independent auditing function and decides annually the question of which firm to recommend to the Board for retention by the Port Authority and for what period of time in light of then-current circumstances.

Consistent with long-standing policy and after a full review and discussion of the performance of Deloitte & Touche LLP, the Audit Committee recommended that the Board designate Deloitte & Touche LLP as independent auditors to audit the accounts and financial statements of the Port Authority and its wholly-owned subsidiaries for the year ending December 31, 1998, to perform an evaluation of the system of internal accounting controls, to perform a review of the Passenger Facility Charge Program, to provide other audit services, to conduct an actuarial evaluation of non-pension post-retirement benefits for active and retired employees, and to provide services requested in the disclosure process in connection with the issuance from time to time of Port Authority obligations.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song voting in favor; none against:

RESOLVED, that Deloitte & Touche LLP be and it hereby is designated as independent auditors to audit the accounts and financial statements of The Port Authority of New York and New Jersey and its wholly-owned subsidiaries for the year ending December 31, 1998; and it is further

RESOLVED, that, for the year ending December 31, 1998, Deloitte & Touche LLP be and it hereby is designated to perform an evaluation of the system of internal accounting controls, and to provide other audit services, including a review of revenue and cost computations relating to and under the terms of the various lease agreements, such as those with the cities of New York and Newark, financial and statistical data reports submitted to the Federal Transit Administration, field work and financial disclosure requirements of the Single Audit Act of 1984 for recipients of Federal financial assistance, and to participate as requested in the disclosure process in connection with the issuance from time to time of Port Authority obligations; and it is further

RESOLVED, that, for the year ending December 31, 1998, Deloitte & Touche LLP be and it hereby is designated to perform a review of the Passenger Facility Charge Program pursuant to the Aviation Safety and Capacity Expansion Act of 1990; and it is further

RESOLVED, that Deloitte & Touche LLP be and it hereby is designated to conduct an actuarial evaluation regarding non-pension post-retirement benefits for active and retired employees of The Port Authority of New York and New Jersey and its wholly-owned subsidiaries, in accordance with the criteria outlined in the Governmental Accounting Standards Board Statement No. 12, and in connection therewith to estimate future potential non-pension post-retirement liabilities, provide methodology for periodically updating the results of the evaluation, and provide a written report detailing the results of the evaluation; and it is further

RESOLVED, that, in accordance with the By-Laws of the Port Authority, the matters of arranging for such services by the above-designated auditors and for monitoring the auditors' performance be and each hereby is referred to the Audit Committee.

ELECTION OF OFFICERS

Chairman Eisenberg announced that in accordance with the provisions of the By-Laws, the election of officers was in order.

Commissioner O'Neill, as Chair of the Nominating Committee, submitted the following report:

"On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article XIa. of the By-Laws, the Committee, by unanimous action, submits the nomination for election to the offices of Chairman and Vice-Chairman of The Port Authority of New York and New Jersey of Commissioners Lewis M. Eisenberg and Charles A. Gargano, respectively. By unanimous action, the Committee also submits the nomination of Robert E. Boyle as Executive Director of the Port Authority and of Jeffrey S. Green as General Counsel of the Port Authority. By unanimous action, the Committee also submits the nominations of Daniel D. Bergstein as Secretary, Charles F. McClafferty as Director of Finance, Margaret R. Zoch as Comptroller, Bruce D. Bohlen as Treasurer and John D. Brill as Director of the Audit Department."

Pursuant to the foregoing report, Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song voting in favor, the following were unanimously elected as officers of the Port Authority: Commissioner Lewis M. Eisenberg as Chairman, Commissioner Charles A. Gargano as Vice-Chairman, Robert E. Boyle as Executive Director, Jeffrey S. Green as General Counsel, Daniel D. Bergstein as Secretary, Charles F. McClafferty as Director of Finance, Margaret R. Zoch as Comptroller, Bruce D. Bohlen as Treasurer and John D. Brill as Director of the Audit Department.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - EAST PARKING GARAGE
VERTICAL CIRCULATION AND EXTERIOR FACADE IMPROVEMENTS -
PROJECT AUTHORIZATION**

Passengers at the East Parking Garage ("Garage") in the Central Terminal Area at John F. Kennedy International Airport are currently served by two freight elevators which were originally designed to service a future hotel on top of the Garage. Redevelopment of the new Terminal 4, consolidation of Trans World Airlines, Inc. into Terminal 5, new airline tenancies in Terminal 6 and greater usage of baggage carts due to the recently implemented complimentary baggage cart program will increase demand on the Garage's elevators to levels which cannot be accommodated. Moreover, these elevators do not provide direct access to street level, thereby requiring passengers to use access ramps. To enhance customer service, this project will provide for the removal of these elevators from passenger use, the installation of four new elevators on the west face of the Garage with direct access to street level and the construction of an appropriate enclosure and canopy to connect the elevators with the street level walkway to Terminal 4. Also included in this project is an electrical substation to power the elevators, public and emergency phones, closed-circuit television cameras, a variable message signing system indicating the availability of parking on each level, flight information display monitors in the ground floor lobby area, and an architectural facade to be placed on the Garage building's exterior.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philiposian and Song voting in favor; none against:

RESOLVED, that a project for the design and construction of four new elevators, an architectural building facade and other improvements at the East Parking Garage (Garage) in the Central Terminal Area at John F. Kennedy International Airport at an estimated total project cost of \$20.5 million including payments to contractors, allowance for extra work (if necessary) and net cost work, planning and engineering, administrative and financial expenses, and a project contingency be and the same is hereby 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: a) award Contract JFK-134.174 for the construction of four Garage elevators, the external structures to enclose the elevators, public and emergency phones, closed circuit television cameras in the elevator cabs, a variable message signing system, flight information display monitors, an electrical substation to power the elevators, a canopy at the ground floor Garage lobby area, and an architectural facade for the Garage building's exterior, at an estimated contract cost of \$13.1 million, to the lowest bidder qualified by reason of responsibility, experience, and capacity and whose bid price the Executive Director deems reasonable, and to order extra work (if necessary) up to six percent of the contract price, order net cost work, reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as the Executive Director deems in the best interest of the Port

Authority; and b) take action with respect to such other purchase and construction contracts and agreements for professional and advisory services related to the foregoing project as the Executive Director deems in the best interest of the Port Authority, including, without limitation, award 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; reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; execute contracts and supplemental agreements thereto; and 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.

LAGUARDIA AIRPORT - TAXIWAY DECK STRENGTHENING AND GENERAL TAXIWAY MODIFICATIONS - PROJECT AUTHORIZATION

In February of 1997, Boeing Aircraft Corporation ("Boeing") presented to the Port Authority, a plan for finalizing the development and commencing production of the new B767-400 aircraft. Due to the B767-400's general arrangement, weight and landing gear configuration, Boeing requested that the Port Authority initiate an effort to analyze these characteristics in terms of operations at LaGuardia Airport ("LGA"). The Port Authority has worked closely with Boeing in conducting the required geometric and structural analysis. Concurrently, the Port Authority, Boeing and the Federal Aviation Administration ("FAA") formed a Task Force to review the need for and the type of possible non-deck modifications and any related waivers necessary for the ultimate approval of B767-400 operations at LGA.

As part of the structural analysis, Boeing and Port Authority engineering staff studied the effects of the B767-400's wheel configuration on the concrete decks. The analysis showed that the taxiway portions of the deck structures would require strengthening. In response, Boeing generated a structural plan for replacing existing girders under the deck taxiways with larger, heavier steel girders. The plan was deemed unacceptable by the Port Authority, since steel girders in the salt water environment posed a maintenance concern and the installation of the girders might preclude future, potential strengthening of the decks by the Port Authority. This plan also negatively impacted the allowed take-off weights of some aircraft currently operating at LGA. Therefore, the Port Authority developed and Boeing has accepted a proposal for the addition of concrete girders, pile caps and piles for strengthening the taxiway.

The Port Authority, Boeing and FAA Task Force has addressed non-deck related issues raised by B767-400 operations at LGA. These issues involve the clearances between taxiways, taxiways and the service road, and taxiways and the blast fences, as well as the need for expansion of certain fillet (taxiway edge) areas. Some of these issues will be addressed through physical modifications such as widening of the fillets. The Task Force also recommended that the FAA grant waivers involving the clearance issues discussed above. At LGA these clearances currently do not meet FAA standards and these waivers would continue this practice, which is dictated by the airport's physical constraints. It is expected that the FAA will approve the waivers.

The proposed taxiway deck strengthening and general taxiway modification project provides for cutting holes through taxiway areas of the concrete decks, to enable the installation of steel piles to be concrete filled and the construction and installation of pile caps and girders. Various modifications will also be made to expand the taxiway fillet areas at a number of locations. The contracts for conducting the deck taxiway strengthening will require coordination with other scheduled work on the decks, including delamination repairs under Contract LGA-606 and the installation of an epoxy-binder wearing course along each runway portion of the concrete decks.

Construction for the deck taxiway strengthening started in April, 1998 with a contract to install four to five holes with steel covers as a test effort. The holes are required for the installation of piles. Work for the holes and pile installation is scheduled to be conducted during the summer months along Taxiways "R" and "U" (adjacent to Runway 4-22) in 1998 and

along Taxiways "P" and "G" (adjacent to Runway 13-31) in 1999. The installation of pile caps and girders will follow the pile installation along each taxiway, respectively. It is anticipated that the construction along Taxiways "P" and "G" will be completed by March, 2000 while Taxiways "R" and "U" will be completed by June of 2000. The construction of asphalt fillets along various taxiways is anticipated to be constructed in the Summer of 1999.

A study conducted as part of the physical modification investigation found that there would be no negative noise impacts from the operation of the B767-400 out of LGA. In addition, the B767-400 will replace older aircraft that, in comparison, generate higher noise levels.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song voting in favor; none against:

RESOLVED, that a project for the planning, design, and construction improvements to the taxiway portions of the LaGuardia Airport (LGA) concrete deck areas and other related areas which are necessary for the operation of the Boeing 767-400ER (767-400) aircraft at an estimated project cost of \$44.5 million, including payments to contractors, allowances for extra work (if necessary), net cost work, planning, engineering and administrative and financial expenses, and a project contingency, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with the Boeing Aircraft Corporation (Boeing) under which the Port Authority will plan, design and construct necessary improvements to the taxiway portions of the runway decks and at other non-deck areas for the safe operation of the Boeing 767-400ER; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Port Authority Contracts LGA-124.066 (estimated at \$3 million), LGA-124.067 (estimated at \$12 million), and LGA-124.068 (estimated at \$12 million) required to complete the project, including award to the lowest bidder qualified by reason of responsibility, experience and capacity and at a bid price the Executive Director deems reasonable, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other 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 the contracts including supplemental agreements thereto; and to enter into such other agreements as may be necessary to effectuate the project; and it is further

RESOLVED, that the Chief Engineer be and he hereby is authorized to award Supplemental Agreement No. 2 to Contract LGA-220.047A (estimated at \$200,000) for necessary test work; and it is further

RESOLVED, that the form of the agreements and contracts required for the above-described project shall be subject to the approval of General Counsel or his authorized representative.

**LAGUARDIA AIRPORT - CENTRAL TERMINAL BUILDING GARAGE
IMPROVEMENT PROGRAM - PROJECT AUTHORIZATION**

The LaGuardia Airport Central Terminal Building ("CTB") Garage Improvement Program ("Program") is considered an extension of the overall LaGuardia Airport redevelopment effort and part of a continued commitment to provide better airport services. The Program focuses on modernizing and upgrading the almost 25-year old CTB Parking Garage (Garage) and the terminal connectors in a manner consistent with the CTB's modernization, while improving the level of service to passengers and meeters/greeters who drive to the airport. This project will include lighting, painting and signage improvements to all levels of the Garage, the enclosure of the third floor elevator lobbies and the modernizing of the terminal connectors' architectural finishes to match the surrounding CTB redevelopment.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song voting in favor; none against:

RESOLVED, that a project for improvements to the LaGuardia Airport Central Terminal Building Parking Garage (Garage) including lighting, painting, signage, enclosing the third floor elevator lobbies and modernizing the terminal connectors' architectural finishes, at a total estimated project cost of \$32.0 million including payments to contractors, allowance for extra work (if necessary) and net cost work, planning and engineering, administrative and financial expenses, and a project contingency be and the same is hereby 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: a) award Contract LGA 124.069 for the modernization of the terminal connectors' architectural finishes in the estimated amount of \$8.5 million, Contract LGA 124.071 for the Garage's lighting and painting in the estimated amount of \$8.3 million, and Contract LGA 124.081 for the Garage's signage improvements in the estimated amount of \$2.9 million, to the lowest respective bidder qualified by reason of responsibility, experience and capacity and whose bid price the Executive Director deems reasonable, and to order extra work (if necessary) up to eight percent of each contract price, order net cost work, reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority; and b) take action with respect to such other purchase and construction contracts and agreements 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 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; reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other 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 to 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.

LAGUARDIA AIRPORT - FOAM ARRESTOR BED INSTALLATIONS - PROJECT AUTHORIZATION

Current Federal Aviation Administration ("FAA") criteria for the construction and design of airports calls for a 1,000-foot runway safety overrun area. However, United States airports already constructed at the time that this standard was developed, including John F. Kennedy International, Newark International and LaGuardia Airports, are permitted to maintain safety overrun areas of less than 1,000 feet. The safety overrun area requirement was put into effect by the FAA in order 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. Overrun incidents are the most common form of serious aircraft operational mishaps.

The Port Authority has been working with the FAA and the aviation industry since 1985 on arrestor bed technology. The information gathered during the design, installation and operation of the arrestor bed at John F. Kennedy International Airport, installed in 1996, was used in the preparation of an FAA Standard for Soft Ground Arresting Systems for airports nationwide. This standard is currently out in draft form for industry comments. Based on the success of the installation at John F. Kennedy International Airport and a similar arrestor bed at the FAA Technical Center, it is appropriate to move forward with installations at all Port Authority airport runways that do not have the traditional 1,000 foot overrun. LaGuardia Airport has been chosen for the first installations. However, arrestor beds for the decks at LaGuardia are not included in the proposed project since a detailed feasibility study is first required to be performed.

It is therefore recommended that the Board authorize a project for the design, construction and installation of two foam arrestor beds at LaGuardia Airport on Runways 4 and 31 at a total cost not to exceed \$9.8 million and authorize the Executive Director to award a contract to Engineered Systems Inc. and Edwards & Kelcey, Inc., a joint venture, for \$7,101,380, exclusive of up to 6 percent for extra work (if necessary). Engineered Systems Inc. is the only company approved for such work by the FAA, is the world leader in active aircraft arresting systems and is the firm that designed, built, and installed the only existing foam arrestor beds at the FAA Technical Center and John F. Kennedy International Airport. Edwards & Kelcey, Inc. will serve as the Engineer of Record for the work in a joint venture with Engineered Systems Inc. The proposed arrestor beds will be placed within existing overrun areas. Contract duration is presently estimated from mid-May to the beginning of December, 1998. This work will be conducted during runway closures planned for other work. All costs for the work are fully recoverable through Airport Improvement Program funding and the flight fee formula.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song voting in favor; none against:

RESOLVED, that a project for the design, construction and installation of two Foam Arrestor Beds at LaGuardia Airport on Runways 4 and 31 at a total project cost not to exceed \$9.8 million, including payments to contractors, allowances for extra work (if necessary), net cost work, planning,

engineering and administrative and financial expenses, and a project contingency, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award a contract for the design, construction and installation of the two foam arrestor beds to Engineered Systems Inc. and Edwards & Kelcey, Inc., a joint venture, in the amount of \$7,101,380, exclusive of up to 6 percent for extra work (if necessary); and it is further

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

PROJECT COOPERATION AGREEMENT - ARTHUR KILL CHANNEL 41/40-FOOT DEEPENING PROJECT

Staff recommended that the Board authorize the Executive Director to negotiate and enter into a Project Cooperation Agreement ("PCA") with the United States Government acting through the Department of the Army for the deepening and selective widening of the Arthur Kill Channel. This PCA will enable final design and construction of a Federal channel to a depth of 41/40 feet in the Arthur Kill to allow modern deep draft containerships safe access to the Howland Hook Marine Terminal as well as petroleum facilities located on the Arthur Kill.

Section 202(b) of the 1986 Water Resources Development Act ("WRDA") authorized deepening of the Arthur Kill Channel to 41 feet from its confluence with the Kill Van Kull Channel to the Howland Hook Marine Terminal and to 40 feet from the Howland Hook Marine Terminal to the Tosco and Petroport facilities.

The United States Army Corps of Engineers ("Corps") completed a final Limited Re-Evaluation Report ("LRR") and Draft Supplemental Environmental Impact Statement verifying that the construction to 41/40 feet is still appropriate. The LRR also indicates the annual economic benefit of deepening the Channel from 35 feet to 41/40 feet would be \$67.8 million yielding a benefit cost ratio of 2.3, well in excess of the federal requirement (benefit cost ratio greater than 1.0).

The Corps estimates the cost of construction at \$253.5 million. The Corps is conducting a value engineering exercise which is expected to identify measures that could significantly reduce the cost and construction schedule. As the local sponsor, the Port Authority will be responsible for 35 percent of this amount, estimated at \$88.7 million. In addition, the local sponsor is responsible for ensuring that associated berth dredging, bulkheading and utility relocation work are performed as well as providing lands, easements, rights of way and dredge disposal areas. The Corps estimates the cost for this work is \$45.6 million. This amount includes work that will not be the responsibility of the Port Authority. Utility relocations, estimated at \$8.5 million, can be made part of the Project Cooperation Agreement. Specific terms and conditions of the Project Cooperation Agreement have yet to be negotiated.

The Corps has divided the deepening work into four separate contracts that involve the removal of sediment, clean non-rock and rock material. Rock will be disposed of in the ocean at the New York, New Jersey artificial reef site and clean non-rock material will be disposed of in the ocean at the Historic Area Remediation Site. Material not suitable for ocean disposal will be processed at a permitted facility and placed upland for beneficial re-use.

The current Corps New York/New Jersey Harbor Navigation Feasibility Study and the Port Authority's Comparative Port Development and Investment Options for the Port of New York and New Jersey study anticipate deepening of the Arthur Kill Channel to 41/40 feet and are considering deeper depths for this channel.

Project execution is subject to Federal reauthorization and appropriations. Because the estimated cost of this work exceeds the current authorization, Congress must authorize an increase in the project cost. The Corps anticipates that reauthorization would be part

of a 1998 WRDA and that appropriations would be timed to coincide with its projected construction schedule. If funds are not appropriated in a given year, it may be necessary for the Port Authority to provide additional funding, subject to reimbursement by the Corps, to cover the Federal share for a portion of the work in order for construction to continue.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philiposian and Song 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) negotiate and enter into a Project Cooperation Agreement (PCA) with the United States Department of the Army to construct a 41/40-foot deep channel with selective widening in the Arthur Kill Channel authorized by Congress at an estimated cost of \$253.5 million excluding interest, and to sign associated agreements, contracts and documents to fulfill the Port Authority's responsibilities under the PCA;

(b) pay the United States Government, in order to fund the Non-Federal Sponsor's share, the local share of such construction costs currently estimated at \$88.7 million plus \$8.5 million for utility relocation; and

(c) provide an interest bearing escrow, letter of credit or other funding assurance as required under Federal law to fulfill this funding obligation; and it is further

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

HOLLAND TUNNEL - ELECTRICAL AND MECHANICAL REHABILITATION OF VENTILATION SYSTEM EQUIPMENT - PROJECT AUTHORIZATION

The Holland Tunnel ventilation fan system, installed in 1927, requires rehabilitation to ensure the continued safety of the traveling public. The work, which is expected to begin in August 1999 and be completed in January 2003, will include the design and construction of the following elements: replacement of all 84 supply and exhaust fans with new, higher performance units complete with diagnostic capability; replacement of all high and low voltage electrical switchgears, conduits, and cabling; replacement of all fan motors and drives with new, high efficiency motors and adjustable speed drives; installation of an automated ventilation control system and an automatic fire detection system; modernization and upgrade of the original 1927 ventilation building elevators, and removal of incidental asbestos and lead-based paint. No impacts to customers are anticipated as all work will be performed within the ventilation buildings.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song voting in favor; none against:

RESOLVED, that a project for the rehabilitation of the electrical, mechanical and ancillary components of the Holland Tunnel ventilation system at an estimated total project cost of \$85.6 million including payments to contractors, allowance for extra work (if necessary) and net cost work, engineering, administrative and financial expenses, and a project contingency be and the same is hereby 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 a) award Contract HT-224.008, a contract to rehabilitate the electrical, mechanical and ancillary components of the Holland Tunnel ventilation system, in the estimated amount of \$53 million, and Contract HT-224.008M, a contract for three year maintenance of the automated fan control system, in the estimated amount of \$750,000, to the lowest bidder on the combined contracts qualified by reason of responsibility, experience, and capacity and whose bid price the Executive Director deems reasonable and to order extra work (if necessary) up to six percent of the contract price of Contract HT-224.008 and up to six percent annually of the annual maintenance price of Contract HT-224.008M, order net cost work, reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as he deems in the best interest of the Port Authority; and b) take action with respect to such other purchase and construction contracts and agreements 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 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; reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or others contractors; and to 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 to 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.

QUEENS WEST WATERFRONT DEVELOPMENT - INCREASE IN AUTHORIZATION FOR THE RECONSTRUCTION OF THE EAST RIVER WHARF AND AUTHORIZATION FOR ADDITIONAL STAFF COSTS/CHARGES

At its meeting of January 7, 1992, the Board authorized the Queens West Waterfront Development project and further authorized the Executive Director to enter into a Municipal Agreement with the City of New York/New York City Economic Development Corporation and the New York State Urban Development Corporation ("UDC") (now known as the Empire State Development Corporation) providing for, among other things, the effectuation of the project through the Queens West Development Corporation ("QWDC"), a subsidiary of UDC, with two Port Authority nominated directors to serve on its board. The Municipal Agreement further provided for a Port Authority project investment of \$125 million including up to \$250,000 for Port Authority staff charges incurred in the rendering of advice and counsel to the Port Authority nominated directors of QWDC (Board Advice). The funding for Board Advice has been exhausted and an allowance to expend additional funds under the Municipal Agreement for Board Advice is necessary.

The East River wharf will become part of the Queens-side landing of the New York Waterway ferry which commenced operations in 1994. At its meeting of November 18, 1993, the Board authorized a \$1.5 million expenditure for emergency-related costs associated with the demolition of the deteriorated wharf structure following a partial wharf collapse. The Board also authorized the receipt of a Federal grant, thereafter awarded at \$2.32 million, for wharf reconstruction work. At its meeting of July 11, 1996, the Board authorized an additional \$2.85 million expenditure to expand the wharf reconstruction scope, increasing the total authorized expenditure, exclusive of the grant, to \$4.35 million from the Port Authority's \$125 million project commitment. The reconstruction work has been underway since early 1997 under construction Contract QW-417.057 and professional services Agreement No. 415-95-90, and staff has determined that an additional \$1 million for work and services and associated project costs is necessary to complete the wharf reconstruction work.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philiposian and Song voting in favor; none against:

RESOLVED, that an additional \$250,000 allowance, from the Port Authority's Queens West Waterfront Development project commitment of \$125 million, for staff costs incurred in the rendering of advice and counsel to the Port Authority nominated directors of the Queens West Development Corporation, be and the same is hereby authorized; and it is further

RESOLVED, that an additional \$1 million to the previously authorized \$4.35 million, from the Port Authority's Queens West Waterfront Development project commitment of \$125 million, to complete the East River Wharf reconstruction be and the same is hereby authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, from the above-authorized \$1 million, to: a) increase the extra work authorization under Contract QW-417.057 with Ribar Contracting, Inc. from \$492,000 to \$900,000 for a total estimated contract cost of \$4.7 million, and b) increase the compensation for expert professional services under Agreement No. 415-95-90 with URS Consultants, Inc. from \$475,750 to \$675,750; and it is further

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

AUTHORIZATION FOR PORT AUTHORITY STAFF TO PROVIDE PORT RELATED ADVISORY SERVICES TO THE GOVERNMENT OF CAPE VERDE, AFRICA AS PART OF A CONSORTIUM WITH THE SKAARUP GROUP AND LOUIS BERGER INTERNATIONAL, INC.

As a corollary to the Port Authority's expanding international trade interaction with an ever increasing number of economically interdependent nations, widespread awareness of the Port Authority's professional skills, knowledge and ability in the fields of international trade/travel has also grown substantially. As a result, the Port Authority increasingly has been called on in recent years to offer expert advice, consultation or assistance to such nations or political jurisdictions of these nations.

A consortium ("Consortium") composed of Shipbuilding Ventures, Inc., a wholly-owned affiliate of the Skaarup Group, Louis Berger International, Inc. and Coudert Brothers has been requested by the government of Cape Verde to develop a total transportation plan for Cape Verde. The centerpiece and first stage of the project will be to determine Cape Verde's potential to be a maritime transshipment hub for cargo between Africa and North/South America, Europe and Asia. The project will also involve the development of a plan and an institutional vehicle to implement the plan. The plan and implementation process will provide the Cape Verde government with a systematized approach for the development and privatization of its internationally related transportation facilities.

The Consortium would like the Port Authority to participate in this project because it can utilize its experience in a diverse array of transportation facilities, its particular experience in the port business and its organizational framework and functions to advise on the development of an institutional vehicle with oversight for transportation infrastructure development and operational privatization.

Participation in this initiative provides the Port Authority with an opportunity to establish contacts for business development, assists in the development of Cape Verde as a maritime transshipment hub for West Africa, provides the Port Authority with exposure to new business for the Port of New York and New Jersey, and provides opportunities for regional stevedores, terminal operators, engineering and design firms and exporters.

Under the proposed agreement between the Consortium and the Port Authority and the Consortium and the Cape Verde government, the Port Authority will provide one or more Port Authority staff to advise on the development of an institutional framework to oversee the development and privatization of maritime infrastructure and facilities, the functional and contractual relationships between the proposed institution and the private sector and the integration of the various ports in Cape Verde as an integrated port system. The Port Authority will be compensated for staff services, expenses and the cost of transportation, lodging and meals. Staff members may be requested to travel to Cape Verde periodically during the term of the project. Staff anticipates that the project will take approximately 14 months to complete, with estimated compensation to the Port Authority of \$65,000.

(Board - 4/30/98)

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song 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 (i) enter into an agreement with a consortium composed of Shipbuilding Ventures, Inc., a wholly-owned affiliate of the Skaarup Group, Louis Berger International, Inc. and Coudert Brothers, for the Port Authority to provide professional advisory services for the development of Cape Verde, Africa as a transshipment hub; and (ii) enter into such other agreements as may be necessary to effectuate the provision of advisory services substantially in accordance with the terms and conditions set forth above; and it is further

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

AUTHORIZATION FOR PORT AUTHORITY STAFF TO PROVIDE ADVISORY SERVICES TO A CONSORTIUM LED BY LURIE YATES PARTNERSHIP OF SOUTH AFRICA TO EXPAND AND UPGRADE THE CAPE TOWN INTERNATIONAL AIRPORT

It was recommended that the Board authorize the Executive Director to enter into an agreement with a consortium (Project Management Consortium - Lurie Yates) led by Lurie Yates Partnership ("Lurie Yates"), a South African development management firm, for the Port Authority to provide professional advisory services for the expansion and upgrade of Cape Town International Airport in South Africa at an estimated compensation of \$300,000. The provision of such services will be contingent upon acceptance of the consortium's bid submitted to Airports Company South Africa.

The objective of the Port Authority is to promote the development of the New York and New Jersey region. In keeping with that objective, it is appropriate that the Port Authority assist in strengthening the network of facilities and services which expedite trade, commerce and transportation within an increasingly globalized environment by participating in foreign/overseas trade and business development projects. In that regard, foreign municipalities and states around the world have expressed interest in obtaining assistance from Port Authorities in the United States in general, and from The Port Authority of New York and New Jersey, in particular, to provide technical, business and financial expertise for the improvement of terminals and other trade-related business ventures.

South Africa will be the air and maritime transportation hub for the Southern Africa region. It is currently the central point for the development of the Maputo transportation corridor, a multimodal transportation network, which will extend throughout Southern Africa with connection to inland countries. Cape Town is one of the main commercial cities in South Africa.

A consortium led by Lurie Yates and composed of South African and United States firms is submitting a bid to the Airports Company South Africa, which oversees nine major South African airports, to upgrade and expand Cape Town International Airport in line with its 1997 Master Plan. The expansion will be performed on the International Terminal Building to handle the forecasted growth to the year 2001. This initial expansion will provide the platform for incremental capacity expansion to 2015.

Lurie Yates and its consortium members would like the Port Authority to participate with them in this endeavor because of its experience in the development of a diverse array of transportation facilities and its particular experience in developing and managing several airports. This initiative will provide the Port Authority with an opportunity to establish contacts for aviation business development, establish the potential for new aviation business for the Port Authority, provide access opportunities for regional exporters of services and goods, and provide Port Authority staff with exposure to aviation infrastructure development in growing world markets.

Under the proposed agreement between Project Management Consortium - Lurie Yates and the Port Authority, the Port Authority will provide one or more Port Authority staff

members to advise on the identification of overall planning, construction, operational and customer service issues. Staff advisors will provide value-added assistance thereby limiting the amount of time required of Port Authority staff. The project will take approximately 30 months beginning in May 1998. Staff may be requested to travel to South Africa for a short period during the term of the initiative. Compensation to the Port Authority for staff services, expenses and the cost of transportation, lodging and meals is estimated at \$300,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song 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 (i) enter into an agreement with a consortium led by Lurie Yates Partnership, a South African development management firm, for the Port Authority to provide professional advisory services for the expansion and upgrade of Cape Town International Airport in South Africa; and (ii) enter into such other agreements as may be necessary to effectuate the provision of advisory services substantially in accordance with the terms and conditions set forth above; and it is further

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

**GEORGE WASHINGTON BRIDGE BUS STATION - S&R CONFECTIONS, INC. -
LEASE AMENDMENT**

It was recommended that the Board authorize the Executive Director to enter into an agreement (the "Supplement") with S&R Confections, Inc. ("S&R") to amend its lease ("Lease") for retail space at the George Washington Bridge Bus Station ("GWBBS") to extend the term of the letting and relocate its premises, substantially in accordance with the terms and conditions outlined below or such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that established for this transaction, the terms of the agreement will be subject to the approval of the Committee on Operations.

S&R has operated a retail food stand at the GWBBS since January 1, 1988. Under the Supplement, S&R will operate a larger grocery/convenience store.

The terms of the Lease would be revised by the Supplement as follows: the Supplement would provide for an extended term of approximately ten years commencing on or about June 1, 1998, and expiring on the day preceding the tenth anniversary of the Rent Commencement Date, defined in the Supplement as (i) the 240th day following the Commencement Date of the new premises, or (ii) the commencement of business operations in the new premises, whichever occurs first. S&R will pay a graduated basic rental for its new premises as provided in the Supplement. S&R will be responsible for finishing work in the new premises. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, upon 30 days' notice, in which event S&R will be reimbursed for the unamortized portion of its initial capital investment in the premises, to the extent specified in the Supplement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philiposian and Song 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 S&R Confections, Inc., substantially in accordance with the terms and conditions outlined above, or such other terms as the Executive Director deems appropriate, subject to the conditions set forth in the following delegation; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the agreement in the event that the gross effective rent or the term of the letting is not substantially in accordance with that established for this transaction.

**ELIZABETH-PORT AUTHORITY MARINE TERMINAL - SEA-LAND SERVICE, INC.
- GENERAL OFFICE BUILDING - CONSENT TO SUBLEASE WITH U.S.
GENERAL SERVICES ADMINISTRATION (GSA) AND LEASE WITH GSA
FOR U.S. CUSTOMS**

It was recommended that the Board authorize the Executive Director to (1) enter into an arrangement with Sea-Land Service, Inc. ("Sea-Land") and the United States General Services Administration ("GSA"), acting on behalf of the United States Customs Service ("Customs"), to provide for the letting to GSA of approximately 11,765 square feet of office space in Building 1210 ("the Building") now leased by Sea-Land at the Elizabeth-Port Authority Marine Terminal for an initial term of ten years with the option for GSA to extend for two additional five-year periods, with Customs to be Sea-Land's tenant under a sublease until the end of Sea-Land's lease and the Port Authority's tenant for the remainder of the letting; and (2) provide for a payment structure for the expense associated with renovating the space to GSA's specifications, estimated at \$502,000.

The term of the letting to GSA will commence on or about August 1, 1998, when it is estimated that Customs will occupy the space, and will expire on July 31, 2008 under a form of GSA Lease which will contain provisions mandated by law in United States Government leases. The rent will commence at the annual base rate of \$21.75 per square foot during the first five years of the term and at the annual base rate of \$24.75 per square foot during the second five years of the term. GSA will have the right to extend the term for two five-year periods, with the rent to be at the annual base rate of \$29.75 per square foot during the option period or periods. Sea-Land will provide full building services and maintenance, including structural repair and replacement, to GSA during Sea-Land's lease for the Building at an estimated cost of \$7.40 per square foot during the first year of GSA's letting, with this cost to be included in the rent. This component of the rent will be subject to an annual CPI adjustment during the term of the letting and for any option period or periods after the initial term. The service and maintenance obligations will be assumed by the Port Authority at the end of Sea-Land's lease for the Building. Sea-Land will perform all necessary upfitting construction prior to Customs's occupying the premises. Sea-Land will be reimbursed up to \$502,000 by the Port Authority for all costs approved by GSA. Sea-Land will pay two additional rentals, one on account of up to an estimated \$264,000 of the reimbursement and the other on account of up to an estimated \$238,000 of the reimbursement. The \$238,000 component will be fully recovered by the Port Authority from Sea-Land over the remaining term of its lease and the \$264,000 component will be partially recovered by the Port Authority from Sea-Land during that period, with the remainder to be recovered from GSA thereafter through the end of its ten-year lease term. GSA will have the right to terminate the lease during any option period on 120 days' notice to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song 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 General Services Administration and Sea-Land Service, Inc., substantially in accordance with the terms and conditions set forth above;

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

**ELIZABETH-PORT AUTHORITY MARINE TERMINAL - SEA-LAND SERVICE, INC.
- GENERAL OFFICE BUILDING - CONSENT TO SUBLEASE WITH U.S.
GENERAL SERVICES ADMINISTRATION (GSA) AND LEASE WITH GSA
FOR U.S. DEPARTMENT OF THE INTERIOR, FISH AND WILDLIFE
SERVICE**

It was recommended that the Board authorize the Executive Director to (1) enter into an arrangement with Sea-Land Service, Inc. ("Sea-Land") and the United States General Services Administration ("GSA"), acting on behalf of the United States Department of the Interior, Fish and Wildlife Service ("Interior"), to provide for the letting to GSA of approximately 7,216 square feet of office space in Building 1210 ("the Building") now leased by Sea-Land at the Elizabeth Port Authority Marine Terminal for an initial term of ten years with the option for GSA to extend for two additional five-year periods, with Interior to be Sea-Land's tenant under a sublease until the end of Sea-Land's lease and the Port Authority's tenant for the remainder of the letting; and (2) provide for a payment structure for the expense associated with renovating the space to GSA's specifications, estimated at \$308,300.

The term of the letting to GSA will commence on or about August 1, 1998, when it is estimated that Interior will occupy the space, and will expire on July 31, 2008 under a form of GSA Lease which will contain provisions mandated by law in United States Government leases. The rent will commence at the annual base rate of \$21.75 per square foot during the first five years of the term and at the annual base rate of \$24.75 per square foot during the second five years of the term. GSA will have the right to extend the term for two five-year periods, with the rent to be at the annual base rate of \$29.75 per square foot during the option period or periods. Sea-Land will provide full building services and maintenance, including structural repair and replacement, to GSA during Sea-Land's lease for the Building at an estimated cost of \$7.40 per square foot during the first year of GSA's letting, with this cost to be included in the rent. This component of the rent will be subject to an annual CPI adjustment during the term of the letting and for any option period or periods after the initial term. The service and maintenance obligations will be assumed by the Port Authority at the end of Sea-Land's lease for the Building. Sea-Land will perform all necessary upfitting construction prior to Interior's occupying the premises. Sea-Land will be reimbursed up to \$308,300 by the Port Authority for all costs approved by GSA. Sea-Land will pay two additional rentals, one on account of up to an estimated \$162,100 of the reimbursement and the other on account of up to an estimated \$146,200 of the reimbursement. The \$146,200 component will be fully recovered by the Port Authority from Sea-Land over the remaining term of its lease and the \$162,100 component will be partially recovered by the Port Authority from Sea-Land during that period, with the remainder to be recovered from GSA thereafter through the end of its ten-year lease term. GSA will have the right to terminate the lease during any option period on 120 days' notice to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song 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 General Services Administration and Sea-Land Service,

Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

BATHGATE INDUSTRIAL PARK - AVNE SYSTEMS, LTD. - LEASE SUPPLEMENT

It was recommended that the Board approve the action of the Executive Director in authorizing execution of a lease supplement (the "lease supplement") with Avne Systems, Ltd. ("Avne") which has been executed subject to Board approval and under which the Port Authority grants to Avne the right to terminate its letting of approximately 68,100 square feet of space at the Bathgate Industrial Park.

The lease supplement will allow the Port Authority to recover an appropriate termination payment which represents past and future deferred rents in addition to compensation for potential downtime of the building if Avne decides to leave the Bronx.

On December 17, 1996, Avne filed a petition in Bankruptcy Court seeking reorganization under Chapter 11 of the Federal Bankruptcy Code. Subsequent to filing, Avne was sold and the new buyer agreed to enter into a restructured lease with the Port Authority.

On September 27, 1997, Avne emerged from Chapter 11, assuming a modified lease with the Port Authority which provided for repayment of certain pre- and post-petition rental arrearages. Subsequently, the new buyer alleged financial problems and requested that its lease be modified to include a right to terminate, which the Port Authority rejected.

On January 6, 1998, Port Authority staff met with the principals of International Service Group Holdings, Inc. ("ISG") a new investor interested in purchasing Avne. As part of its proposal, ISG expressed an interest in remaining in the Bronx until August-September 1998 while it analyzed the business and the Bronx location. As a part of the plan ISG and Port Authority staff agreed to an exit strategy that would provide the Port Authority with payments that represented past and future deferred rent as well as compensation for downtime of the building if they decide to leave the Bronx.

The lease supplement provides, among other things, that Avne will have the right to terminate its lease within 183 days following written notice to the Port Authority. The notice must be given no later than the later of April 30, 1998 or one month after the statutory review period for this action by the Board has expired. Avne paid \$50,000 on February 4, 1998 for this right and will be required to pay an additional \$75,000 upon giving notice and \$60,000 upon vacating the premises. In the event of termination, Avne may also be required to make monthly payments starting October 1, 1999 ranging from \$4,000 to \$5,000 per month depending upon the rentals for the premises at that time. This proposal represents the recovery of the deferred rents and four to six months of downtime for the building. The obligations of ISG under the agreement are guaranteed by International Services Group Holdings, Inc., LLC.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song voting in favor, none against:

RESOLVED, that the action of the Executive Director in authorizing execution of the lease supplement with Avne Systems, Ltd. (Avne) under which the Port Authority grants Avne the right to terminate its letting of

) approximately 68,100 square feet of space at the Bathgate Industrial Park in accordance with the above-described terms and the guaranty of International Services Group Holdings, Inc., LLC, is hereby approved.

**LAGUARDIA AIRPORT - CENTRAL TERMINAL BUILDING ASBESTOS
ABATEMENT - CONTRACT LGA-110.107 - SETTLEMENT OF CLAIM**

At its meeting on April 9, 1992, the Board authorized a project for the Center Section Modernization of the Central Terminal Building at LaGuardia Airport.

On December 4, 1992, the Executive Director authorized the award of publicly advertised Contract LGA-110.107 to National Surface Cleaning, Inc. ("NSC"), the low bidder, at its bid price in the estimated total amount of \$2,298,715, an authorization for Extra Work in the amount of \$230,000 and an allowance for Net Cost Work, roughly estimated at \$250,000.

On March 10, 1994 the Director of Aviation authorized an increase in Extra Work for Contract LGA-110.107 from \$230,000 to \$430,000, an increase of \$200,000. The present total authorized amount for Contract LGA-110.107 is \$2,978,715.

NSC has submitted a claim against the Port Authority in connection with Contract LGA-110.107 in the amount of \$3,232,162.97. This claim is for additional costs alleged to have been incurred primarily because of a denial by the Port Authority of site access to NSC to perform the work as contemplated in the contract documents due to operational constraints and ongoing work of other contractors.

Thorough staff review of the claim followed and various discussions, reviews and negotiations ensued with NSC. In March 1998, it was tentatively agreed that NSC would be paid the sum of \$847,000 in settlement of the claim subject to approval of the Board.

Total authorized payments to NSC for all contract work, extra work and net cost work (excluding the proposed claim settlement of \$847,000) is forecast to be approximately \$2,978,715.

Although the Law Department has advised that there are legal defenses to this claim, the settlement nevertheless appears equitable under the circumstances.

NSC will sign a release of all claims under Contract LGA-110.107 prior to receiving the \$847,000 payment.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song 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) make a payment of \$847,000 to National Surface Cleaning, Inc. in full settlement of all claims against the Port Authority in connection with Contract LGA-110.107; and 2) enter into an appropriate agreement to effectuate such settlement; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**SETTLEMENT OF CLAIM - ALFRED T. HOFSTADTER v. THE PORT AUTHORITY
OF NEW YORK AND NEW JERSEY, et al.**

It was recommended that General Counsel be authorized to enter into a settlement with Alfred T. Hofstadter (plaintiff), and his attorneys, in the amount of \$600,000, in exchange for a general release and a dismissal of the lawsuit.

Mr. Hofstadter was seriously injured when he was struck by a vehicle while standing behind his disabled vehicle on the George Washington Bridge.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Haley, Janiszewski, Kalikow, Mack, O'Neill, Philibosian and Song voting in favor; none against:

RESOLVED, that General Counsel be and hereby is authorized, for and on behalf of the Port Authority, to settle the claim entitled Alfred T. Hofstadter v. The Port Authority of New York and New Jersey for \$600,000 in exchange for a general release and a dismissal of this lawsuit.

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 February 1, 1998 to February 28, 1998.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
EWR124016	EWR REDEVELOPMENT PROGRAM AUTOMATED PEOPLE MOVER REMOTE STATIONS NEWARK INTERNATIONAL AIRPORT TERMINAL CONSTRUCTION CORP.	16,886,000(A) 30,000(C) 4,239,000(D) 21,155,000	16,704,341(A)(E) --0--(C) 4,045,025(D) 20,749,366
EWR153021	BUILDINGS #5, #10, #70, #79 AND #80 A.D.A. COMPLIANCE NEWARK INTERNATIONAL AIRPORT TAK CONSTRUCTION, INC.	286,849(A) 50,000(C) 23,000(D) 359,849	280,172(A)(J) --0--(C) 14,907(D) 295,079
EWR616	RESTORATION OF RIP-RAP AT BRIDGES N-26 and N-27 NEWARK INTERNATIONAL AIRPORT FERREIRA TRUCKING CO., INC.	166,000(A) 25,000(C) 9,960(D) 200,960	166,000(A) --0--(C) 6,259(D) 172,259
BT340	WEARING COURSE, EXPANSION JOINT AND TROUGH REPLACEMENT PORT AUTHORITY BUS TERMINAL SKILLMAN II CONSTRUCTION CO., INC.	1,224,730(A) 2,262,250(B) 200,000(C) 349,000(D) 91,017(F) 107,000(G) 4,233,997	1,224,730(A) 2,221,874(B) 41,748(C) 172,386(D) 91,017(F) 107,000(G) 3,858,755
AKG215	REPLACEMENT OF POWER INVERTERS WITH UPS UNITS GOETHALS BRIDGE J.G. SALAS & SONS, INC.	177,300(A) 10,640(D) 187,940	177,300(A) 6,480(D) 183,780
AK0153	TOLL PLAZA LIGHTING IMPROVE- MENTS - NJ & NY OUTERBRIDGE CROSSING J. G. SALAS & SONS, INC.	96,700(A) 7,712(D) 104,412	96,550(A)(H) 7,250(D) 103,800
MFB274055	MULTI-FACILITY BRIDGES ADVANCE SIGNAGE FOR ELECTRONIC TOLL COLLECTION BAYONNE BRIDGE, OUTERBRIDGE CROSSING AND GOETHALS BRIDGE PRIMER CONSTRUCTION CORP.	338,600(A) 10,000(C) 27,000(D) 375,600	338,600(A) 3,435(C) 6,000(D) 348,035

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
PN235	DEMOLITION OF BUILDINGS 116, 128, 129 AND 139 PAVING AND PORT NEWARK BAYONNE DURABLE CONSTRUCTION CO., INC.	738,000(A) 500,000(C) 181,400(D) 18,450(F) 1,437,850	738,000(A) 407,849(C) 181,400(D) 18,450(F) 1,345,699
WTC115234	ONE WTC 74TH FLOOR ASBESTOS ABATEMENT THE WORLD TRADE CENTER ASBESTOS CONTAINMENT SERVICES, INC.	668,000(A) 10,000(C) 53,440(D) 731,440	645,650(A)(I) 1,219(C) 28,360(D) 675,229

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) The difference between "Total Authorized" and "Total Payment" represents credit change orders in the amount of \$161,659 for changes in the scope of work and deleted work.
- (F) Premium for furnishing performance and payment bond as provided for in the Contract.
- (G) Memorandum of Authorization dated 09/03/96, authorizing Supplemental Agreement No. 1 in the amount of \$107,000.
- (H) The difference between "Total Authorized" and "Total Payment" represents a credit change order in the amount of \$150 for a change in the scope of work.
- (I) The difference between "Total Authorized" and "Total Payment" represents chargebacks against the contractor in the amount of \$22,350.
- (J) The difference between "Total Authorized" and "Total Payment" represents credit change orders in the amount of \$6,677 for changes in the scope of work.

(Board - 4/30/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period February 1, 1998 to February 28, 1998.

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>YTD</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.

(Board - 4/30/98)

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>
02/03/98	\$ 25,000,000	GECC CP	--	03/02/98	99.59	5.510%	5.610%	\$ 24,896,687.50	General Electric Capital
02/05/98	25,000,000	US T-BILL	--	05/07/98	98.71	5.085	5.223	24,678,656.25	Paribas Corporation
02/06/98	10,000,000	US T-NOTE	5.625%	12/31/99	100.48	--	5.350	10,048,437.50	Paribas Corporation
02/09/98	5,000,000	US T-NOTE	5.625	12/31/99	100.42	--	5.384	5,021,093.75	Paribas Corporation
02/09/98	10,000,000	US T-NOTE	5.375	01/31/00	100.02	--	5.366	10,001,562.50	Dean Witter Reynolds
02/09/98	15,000,000	US T-BILL	--	12/10/98	95.74	5.040	5.281	14,361,600.00	Dresdner Kleinwort Benson
02/09/98	25,000,000	GECC CP	--	03/16/98	99.47	5.490	5.596	24,866,562.50	General Electric Capital
02/11/98	5,000,000	US T-NOTE	5.375	01/31/00	99.98	--	5.382	4,999,218.75	The Nikko Securities Co
02/12/98	10,000,000	US T-BILL	--	04/30/98	98.91	5.105	5.233	9,890,809.72	Prudential Securities
02/12/98	10,000,000	US T-BILL	--	05/14/98	98.72	5.065	5.202	9,871,968.06	Nesbitt Burns Securities

(Board - 4/30/98)

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>
02/17/98	\$ 10,000,000	US T-BILL	--	04/23/98	99.05	5.255%	5.379%	\$ 9,905,118.06	Paribas Corporation
02/18/98	25,000,000	FMCDN	--	04/01/98	99.37	5.400	5.510	24,842,500.00	Goldman, Sachs & Co
02/19/98	10,000,000	US T-BILL	--	04/30/98	99.01	5.105	5.228	9,900,736.11	Citicorp Securities Mkts
02/19/98	15,000,000	US T-BILL	--	06/18/98	98.34	5.030	5.186	14,750,595.84	Paribas Corporation
02/19/98	20,000,000	US T-BILL	--	04/02/98	99.41	5.085	5.186	19,881,350.00	Dresdner Kleinwort Benson
02/19/98	20,000,000	US T-BILL	--	04/23/98	99.08	5.235	5.357	19,816,775.00	Paribas Corporation
02/20/98	10,000,000	US T-NOTE	5.625%	12/31/99	100.41	--	5.384	10,041,406.25	Paribas Corporation
02/20/98	21,000,000	FMCDN	--	04/03/98	99.37	5.400	5.510	20,867,700.00	Lehman Brothers
02/23/98	10,000,000	US T-BILL	--	02/04/99	95.17	5.030	5.293	9,516,561.11	Paribas Corporation
02/23/98	15,000,000	US T-BILL	--	05/28/98	98.67	5.095	5.235	14,800,445.84	Citicorp Securities Mkts
02/24/98	5,000,000	US T-NOTE	5.375	01/31/00	99.89	--	5.433	4,994,531.25	Dresdner Kleinwort Benson

(Board - 4/30/98)

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>
02/24/98	\$ 10,000,000	US T-BILL	--	05/21/98	98.78	5.105%	5.240%	\$ 9,878,047.22	Citicorp Securities Mkts
02/25/98	5,000,000	US T-NOTE	5.625%	12/31/99	100.16	--	5.526	5,008,203.13	Dresdner Kleinwort Benson
02/25/98	5,000,000	US T-NOTE	5.375	01/31/00	99.77	--	5.498	4,988,671.88	Paribas Corporation
02/25/98	10,000,000	US T-BILL	--	11/12/98	96.28	5.155	5.385	9,627,694.44	Dean Witter Reynolds
02/25/98	10,000,000	US T-BILL	--	02/04/99	95.12	5.110	5.379	9,511,711.11	Paribas Corporation
02/26/98	10,000,000	US T-NOTE	5.625	11/30/99	100.09	--	5.562	10,009,375.00	Paribas Corporation
02/27/98	<u>30,000,000</u>	FMCDN	--	04/10/98	99.37	5.420	5.530	<u>29,810,300.01</u>	Goldman, Sachs & Co
	<u>\$ 381,000,000</u>							<u>\$ 376,788,318.78</u>	

BEY - Bond Equivalent Yield.

(Board - 4/30/98)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
02/04/98	\$ 25,000,000	US T-BILL	--	02/12/98	99.89	4.800%	4.872%	5.260%	\$ 24,973,333.33	Paine Webber Inc.
02/05/98	25,000,000	US T-BILL	--	02/19/98	99.82	4.750	4.825	5.690	24,953,819.45	Dean Witter Reynolds
02/05/98	10,000,000	US T-NOTE	5.625%	12/31/99	100.55	--	5.315	5.900	10,054,687.50	Paribas Corporation
02/12/98	35,000,000	US T-BILL	--	02/26/98	99.81	4.790	4.866	5.530	34,934,802.78	Lehman Brothers
02/19/98	45,000,000	US T-BILL	--	03/12/98	99.73	4.670	4.748	5.360	44,877,412.50	Nesbitt Burns Securities
02/23/98	50,000,000	US T-BILL	--	03/05/98	99.86	4.940	5.015	5.660	49,931,388.90	Citicorp Securities Mkts
02/25/98	25,000,000	US T-BILL	--	03/26/98	99.61	4.820	4.906	5.730	24,902,930.55	Dean Witter Reynolds
02/26/98	<u>25,000,000</u>	US T-BILL	--	03/26/98	99.63	4.730	4.813	5.760	<u>24,908,027.78</u>	Fuji Securities
	<u>\$ 240,000,000</u>								<u>\$ 239,536,402.77</u>	

BEY - Bond Equivalent Yield.

(Board - 4/30/98)

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>
Citicorp Securities Mkts	02/02/98	02/03/98	\$ 3,528,000	5.600%	\$ 548.80
Citicorp Securities Mkts	02/02/98	02/03/98	5,932,000	5.600	922.76
Prudential Securities	02/02/98	02/03/98	18,120,000	5.610	2,823.70
Paribas Corporation	02/02/98	02/03/98	39,000,000	5.650	6,120.83
Citicorp Securities Mkts	02/02/98	02/03/98	41,395,000	5.600	6,439.22
Nesbitt Burns Securities	02/02/98	02/19/98	44,775,000 *	5.400	114,176.25
Prudential Securities	02/02/98	02/03/98	48,345,000	5.610	7,533.76
Zions First National Bank	02/03/98	02/04/98	3,529,000	5.470	536.21
Zions First National Bank	02/03/98	02/04/98	5,344,000	5.470	811.99
Greenwich Capital Mkts	02/03/98	02/04/98	12,637,000	5.480	1,923.63
Lehman Brothers	02/03/98	02/12/98	14,332,500 *	5.550	19,432.48

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	02/03/98	02/12/98	\$ 20,580,000 *	5.550%	\$ 27,903.05
Lehman Brothers	02/03/98	02/10/98	29,662,500 *	5.480	31,129.15
SBC Capital Markets, Inc.	02/03/98	02/04/98	33,000,000	5.450	4,995.83
Zions First National Bank	02/03/98	02/04/98	40,025,000	5.470	6,081.58
Greenwich Capital Mkts	02/03/98	02/04/98	53,835,000	5.480	8,194.88
Zions First National Bank	02/04/98	02/05/98	3,500,000	5.400	525.00
Zions First National Bank	02/04/98	02/05/98	5,338,000	5.400	800.70
Prudential Securities	02/04/98	02/05/98	14,594,000	5.400	2,189.10
Citicorp Securities Mkts	02/04/98	02/05/98	15,344,000	5.400	2,301.60
Lehman Brothers	02/04/98	02/10/98	34,457,500 *	5.480	30,944.75
Zions First National Bank	02/04/98	02/05/98	39,911,000	5.400	5,986.65

(Board - 4/30/98)

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>
Prudential Securities	02/04/98	02/05/98	\$ 51,875,000	5.400%	\$ 7,781.25
Citicorp Securities Mkts	02/04/98	02/05/98	54,656,000	5.400	8,198.40
Dresdner Kleinwort Benson	02/05/98	02/10/98	3,080,600 *	5.350	2,293.34
Zions First National Bank	02/05/98	02/06/98	3,501,000	5.390	524.18
Zions First National Bank	02/05/98	02/06/98	5,278,000	5.390	790.23
Zions First National Bank	02/05/98	02/06/98	5,339,000	5.390	799.37
Paribas Corporation	02/05/98	02/06/98	5,470,000	5.390	818.98
Zions First National Bank	02/05/98	02/06/98	10,200,000	5.390	1,527.17
Citicorp Securities Mkts	02/05/98	02/06/98	12,941,000	5.390	1,937.56
Citicorp Securities Mkts	02/05/98	02/06/98	27,059,000	5.390	4,051.33
Paribas Corporation	02/05/98	02/06/98	34,398,000	5.390	5,150.15

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>
Dresdner Kleinwort Benson	02/05/98	Open	\$ 39,652,800 *	Variable **	\$ 156,187.97 ***
Paribas Corporation	02/05/98	02/06/98	45,000,000	5.390	6,737.50
Dresdner Kleinwort Benson	02/05/98	02/10/98	46,732,300 *	5.350	34,789.60
Zions First National Bank	02/05/98	02/06/98	51,000,000	5.390	7,635.83
Paribas Corporation	02/06/98	02/09/98	3,467,000	5.360	1,548.59
Paribas Corporation	02/06/98	02/09/98	5,339,000	5.360	2,384.75
Zions First National Bank	02/06/98	02/09/98	10,172,000	5.360	4,543.49
Citicorp Securities Mkts	02/06/98	02/09/98	17,262,000	5.360	7,710.36
Paribas Corporation	02/06/98	02/09/98	20,000,000	5.360	8,933.33
Citicorp Securities Mkts	02/06/98	02/09/98	22,738,000	5.360	10,156.31
Zions First National Bank	02/06/98	02/09/98	29,655,000	5.360	13,245.90

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>
Citicorp Securities Mkts	02/06/98	02/09/98	\$ 30,000,000	5.360%	\$ 13,400.00
Dean Witter Reynolds	02/06/98	02/11/98	34,597,500 *	5.450	26,092.28
Paribas Corporation	02/06/98	02/09/98	46,188,000	5.360	20,630.64
Zions First National Bank	02/09/98	02/10/98	3,465,000	5.450	524.56
Zions First National Bank	02/09/98	02/10/98	5,336,000	5.450	807.81
Paribas Corporation	02/09/98	02/10/98	19,655,000	5.450	2,975.55
Citicorp Securities Mkts	02/09/98	02/10/98	33,000,000	5.500	5,041.67
Zions First National Bank	02/09/98	02/10/98	39,844,000	5.450	6,031.94
Paribas Corporation	02/09/98	02/10/98	46,552,000	5.450	7,047.46
Lehman Brothers	02/10/98	02/11/98	435,000 *	5.450	65.85
Prudential Securities	02/10/98	02/11/98	3,212,000	5.430	484.48

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>
Prudential Securities	02/10/98	02/11/98	\$ 5,049,000	5.430%	\$ 761.56
Lehman Brothers	02/10/98	02/19/98	9,862,500 *	5.520	13,503.41
Paribas Corporation	02/10/98	02/11/98	19,636,000	5.440	2,967.22
Citicorp Securities Mkts	02/10/98	02/11/98	19,755,000	5.430	2,979.71
Dean Witter Reynolds	02/10/98	02/13/98	24,712,500 *	5.450	11,257.92
Citicorp Securities Mkts	02/10/98	02/11/98	25,245,000	5.430	3,807.79
Prudential Securities	02/10/98	02/11/98	39,343,000	5.430	5,934.24
Paribas Corporation	02/10/98	02/11/98	46,550,000	5.440	7,034.22
Lehman Brothers	02/10/98	02/11/98	49,440,000 *	5.450	7,484.67
Zions First National Bank	02/11/98	02/12/98	3,189,000	5.550	491.64
Zions First National Bank	02/11/98	02/12/98	5,042,000	5.550	777.31

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	02/11/98	02/12/98	\$ 8,966,000	5.550%	\$ 1,382.26
Lehman Brothers	02/11/98	02/12/98	14,812,500 *	5.550	2,283.59
Paribas Corporation	02/11/98	02/12/98	15,627,000	5.550	2,409.16
Lehman Brothers	02/11/98	02/17/98	29,700,000 *	5.380	26,845.50
Zions First National Bank	02/11/98	02/12/98	30,240,000	5.550	4,662.00
Zions First National Bank	02/11/98	02/12/98	42,000,000	5.550	6,475.00
Paribas Corporation	02/11/98	02/12/98	50,400,000	5.550	7,770.00
Paribas Corporation	02/12/98	02/13/98	3,143,000	5.450	475.82
Paribas Corporation	02/12/98	02/13/98	5,043,000	5.450	763.45
Citicorp Securities Mkts	02/12/98	02/13/98	10,930,000	5.450	1,654.68
Zions First National Bank	02/12/98	02/13/98	13,275,000	5.450	2,009.69

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	02/12/98	02/13/98	\$ 36,741,000	5.450%	\$ 5,562.18
Zions First National Bank	02/12/98	02/13/98	49,725,000	5.450	7,527.81
Citicorp Securities Mkts	02/12/98	02/13/98	54,656,000	5.450	8,274.31
Paribas Corporation	02/13/98	02/17/98	3,131,000	5.380	1,871.64
Dresdner Kleinwort Benson	02/13/98	02/25/98	3,150,150 *	5.450	5,687.77
Paribas Corporation	02/13/98	02/17/98	5,028,000	5.380	3,005.63
Citicorp Securities Mkts	02/13/98	02/17/98	21,169,000	5.380	12,654.36
Smith Barney Inc.	02/13/98	02/17/98	30,000,000	5.400	18,000.00
Smith Barney Inc.	02/13/98	02/17/98	30,000,000	5.400	18,000.00
Paribas Corporation	02/13/98	02/17/98	36,692,000	5.380	21,933.66
Citicorp Securities Mkts	02/13/98	02/17/98	44,322,000	5.380	26,494.71

(Board - 4/30/98)

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>
Dresdner Kleinwort Benson	02/13/98	02/25/98	\$ 46,599,850 *	5.450%	\$ 84,138.62
Paribas Corporation	02/17/98	02/18/98	3,133,000	5.730	498.67
Paribas Corporation	02/17/98	02/18/98	5,031,000	5.730	800.77
Prudential Securities	02/17/98	02/18/98	14,843,000	5.730	2,362.51
Lehman Brothers	02/17/98	02/18/98	24,820,000	5.780	3,984.99
Paribas Corporation	02/17/98	02/18/98	36,714,000	5.730	5,843.65
Lehman Brothers	02/17/98	02/18/98	50,180,000	5.780	8,056.68
Prudential Securities	02/17/98	02/18/98	50,687,000	5.730	8,067.68
Zions First National Bank	02/18/98	02/19/98	3,120,000	5.550	481.00
Zions First National Bank	02/18/98	02/19/98	5,010,000	5.550	772.38
Paribas Corporation	02/18/98	02/19/98	5,900,000	5.510	903.03

(Board - 4/30/98)

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>
Paribas Corporation	02/18/98	02/19/98	\$ 8,300,000	5.510%	\$ 1,270.36
Lehman Brothers	02/18/98	02/24/98	24,737,500 *	5.500	22,366.82
Citicorp Securities Mkts	02/18/98	02/19/98	27,304,000	5.550	4,209.37
Zions First National Bank	02/18/98	02/19/98	35,478,000	5.550	5,469.53
Citicorp Securities Mkts	02/18/98	02/19/98	38,073,000	5.550	5,869.59
Paribas Corporation	02/18/98	02/19/98	49,800,000	5.510	7,622.17
Paribas Corporation	02/19/98	02/20/98	3,119,000	5.440	471.32
Zions First National Bank	02/19/98	02/20/98	4,104,000	5.440	620.16
Paribas Corporation	02/19/98	02/20/98	4,991,000	5.440	754.20
Zions First National Bank	02/19/98	02/20/98	10,212,000	5.440	1,543.15
Lehman Brothers	02/19/98	02/20/98	16,480,000 *	5.450	2,494.89

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>
Nesbitt Burns Securities	02/19/98	02/20/98	\$ 24,862,500 *	5.500%	\$ 3,798.44
Lehman Brothers	02/19/98	02/20/98	33,445,000 *	5.450	5,063.20
Paribas Corporation	02/19/98	02/20/98	34,786,000	5.440	5,256.55
Nesbitt Burns Securities	02/19/98	02/20/98	50,000,000	5.450	7,569.44
Zions First National Bank	02/19/98	02/20/98	51,060,000	5.440	7,715.73
Zions First National Bank	02/20/98	02/23/98	3,115,000	5.350	1,388.77
Zions First National Bank	02/20/98	02/23/98	4,988,000	5.350	2,223.82
Nesbitt Burns Securities	02/20/98	02/23/98	13,209,000	5.360	5,900.02
Greenwich Capital Mkts	02/20/98	02/23/98	29,000,000	5.380	13,001.67
Zions First National Bank	02/20/98	02/23/98	34,718,000	5.350	15,478.44
Nesbitt Burns Securities	02/20/98	02/23/98	52,136,000	5.360	23,287.41

(Board - 4/30/98)

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>
Zions First National Bank	02/23/98	02/24/98	\$ 3,105,000	5.480%	\$ 472.65
Zions First National Bank	02/23/98	02/24/98	4,774,000	5.480	726.71
Zions First National Bank	02/23/98	02/24/98	14,234,000	5.480	2,166.73
Prudential Securities	02/23/98	02/24/98	15,600,000	5.510	2,387.67
Lehman Brothers	02/23/98	02/24/98	24,725,000 *	5.500	3,777.43
Nesbitt Burns Securities	02/23/98	02/24/98	34,510,000	5.490	5,262.78
Prudential Securities	02/23/98	02/24/98	47,400,000	5.510	7,254.83
Zions First National Bank	02/23/98	02/24/98	51,100,000	5.480	7,778.56
Prudential Securities	02/24/98	02/25/98	3,059,000	5.460	463.95
Prudential Securities	02/24/98	02/25/98	4,775,000	5.460	724.21
Nesbitt Burns Securities	02/24/98	02/25/98	6,127,000	5.470	930.96

(Board - 4/30/98)

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>
Zions First National Bank	02/24/98	02/25/98	\$ 10,425,000	5.470%	\$ 1,584.02
Prudential Securities	02/24/98	02/25/98	18,004,000	5.460	2,730.61
Nesbitt Burns Securities	02/24/98	02/25/98	27,385,000	5.470	4,161.00
Prudential Securities	02/24/98	02/25/98	47,350,000	5.460	7,181.42
Zions First National Bank	02/24/98	02/25/98	50,575,000	5.470	7,684.59
Paribas Corporation	02/25/98	02/26/98	2,870,000	5.620	448.04
Paribas Corporation	02/25/98	02/26/98	3,046,000	5.620	475.51
Paribas Corporation	02/25/98	02/26/98	4,647,000	5.620	725.45
Lehman Brothers	02/25/98	02/26/98	6,740,000	5.620	1,052.19
Paribas Corporation	02/25/98	02/26/98	11,748,000	5.620	1,833.99
Dean Witter Reynolds	02/25/98	02/26/98	32,760,000	5.600	5,096.00

(Board - 4/30/98)

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>
Paribas Corporation	02/25/98	02/26/98	\$ 50,102,000	5.620%	\$ 7,821.48
Lehman Brothers	02/25/98	02/26/98	50,260,000	5.620	7,846.14
Paribas Corporation	02/26/98	02/27/98	2,948,000	5.580	456.94
Paribas Corporation	02/26/98	02/27/98	4,563,000	5.580	707.27
Paribas Corporation	02/26/98	02/27/98	11,032,000	5.580	1,709.96
Lehman Brothers	02/26/98	02/27/98	24,945,000	5.590	3,873.40
Lehman Brothers	02/26/98	02/27/98	25,790,000	5.590	4,004.61
Lehman Brothers	02/26/98	02/27/98	30,265,000	5.590	4,699.48
Citicorp Securities Mkts	02/26/98	02/27/98	32,053,000	5.600	4,986.02
Prudential Securities	02/26/98	Open	44,775,000 *	Variable **	34,825.00 ***
Paribas Corporation	02/26/98	02/27/98	53,104,000	5.580	8,231.12

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>
Dean Witter Reynolds	02/27/98	03/02/98	\$ 2,948,000	5.630%	\$ 1,383.10
Dean Witter Reynolds	02/27/98	03/02/98	4,564,000	5.630	2,141.28
Zions First National Bank	02/27/98	03/02/98	14,000,000	5.630	6,568.33
Dean Witter Reynolds	02/27/98	03/02/98	15,262,500	5.630	7,160.66
Paribas Corporation	02/27/98	03/02/98	31,846,000	5.630	14,941.08
Dean Witter Reynolds	02/27/98	03/02/98	48,812,500	5.630	22,901.20
Nesbitt Burns Securities	02/27/98	03/02/98	50,000,000	5.630	23,458.33

* 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>
Nesbitt Burns Securities	02/02/98	02/19/98	\$ 44,775,000	5.100%	\$ 107,833.13
Lehman Brothers	02/03/98	02/12/98	34,912,500	5.300	45,172.90
Lehman Brothers	02/03/98	02/10/98	29,662,500	5.200	26,984.64
Lehman Brothers	02/04/98	02/10/98	34,457,500	5.250	29,432.45
Dresdner Kleinwort Benson	02/05/98	02/10/98	49,812,900	4.900	34,038.82
Dresdner Kleinwort Benson	02/05/98	Open	39,652,800	Variable *	131,460.05 **
Dean Witter Reynolds	02/06/98	02/11/98	34,597,500	5.250	24,266.30
Lehman Brothers	02/10/98	02/19/98	9,862,500	5.000	12,054.17
Dean Witter Reynolds	02/10/98	02/13/98	24,712,500	5.150	10,365.52
Lehman Brothers	02/10/98	02/11/98	49,875,000	5.050	6,996.35

(Board - 4/30/98)

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>
Lehman Brothers	02/11/98	02/17/98	\$ 29,700,000	4.950%	\$ 23,677.50
Lehman Brothers	02/11/98	02/12/98	14,812,500	4.750	1,954.43
Dresdner Kleinwort Benson	02/13/98	02/25/98	49,750,000	5.250	82,985.76
Lehman Brothers	02/18/98	02/24/98	24,737,500	5.250	21,164.31
Nesbitt Burns Securities	02/19/98	02/20/98	24,862,500	5.200	3,591.25
Lehman Brothers	02/19/98	02/20/98	49,925,000	5.150	7,142.05
Lehman Brothers	02/23/98	02/24/98	24,725,000	5.200	3,571.39
Prudential Securities	02/26/98	Open	44,775,000	Variable *	20,055.47 **

* This rate subject to change daily.

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

(Board - 4/30/98)

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 February 1, 1998 through February 28, 1998, 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

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.

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 February 1, 1998 and February 28, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of February 28, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$779.6 million, including \$384.6 million pertaining to refundings and \$110.0 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 February 1, 1998 and February 28, 1998 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.

**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 Service Contract were authorized or amended, during the period March 1, 1998 to March 31, 1998.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Chief of Staff to retain the services of: Wiess, Yess and Company, P.C., Certified Public Accountants 940 West Port Plaza Suite 210 St. Louis, MO 63146	Provide expert professional services in connection with the completion of Internal Revenue Service (IRS) Form 5500, an annual return required for employers maintaining an Internal Revenue Code Section 125 Cafeteria Plan, and to conduct required discrimination testing. The cafeteria benefits plan permits employees to make to make contributions for health insurance on a pre-tax basis.	\$10,000

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, May 28, 1998

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**MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, May 28, 1998,
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. Aubrey C. Lewis
Hon. Alan G. Philibosian

NEW YORK

Hon. Peter S. Kalikow
Hon. George D. O'Neill
Hon. Melvin L. Schweitzer
Hon. Anastasia M. Song

Robert E. Boyle, Executive Director
Jeffrey S. Green, General Counsel
Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
A. Paul Blanco, Chief Administrative Officer
Lillian C. Borrone, Director, Port Commerce
Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
William J. Cahill, Principal Information Officer, Office of Corporate Communications
Robert E. Catlin, Director, World Trade
Richard Codd, Director, Government and Community Relations
Michael P. DePallo, Director/General Manager, PATH
Karen E. Eastman, Assistant Secretary
Linda C. Handel, Senior Administrator, Office of the Secretary
MaryLee Hannell, Executive Assistant to the Chief of Staff
Mark O. Hatfield, Jr., Director, Office of Corporate Communications
Howard G. Kadin, Attorney, Law
Robert J. Kelly, Director, Aviation
Louis J. LaCapra, Chief of Staff
Francis J. Lombardi, Chief Engineer
Michael G. Massiah, Director, Office of Business and Job Opportunity
Charles F. McClafferty, Chief Financial Officer
Fred V. Morrone, Director, Public Safety
Catherine F. Pavelec, Executive Assistant to the Secretary
Michael J. Rienzi, Director, Procurement
Cruz C. Russell, Director, Office of Corporate Policy and Planning
Christopher O. Ward, Director, Port Redevelopment Program, Port Commerce
Angela F. Wood, Special Assistant to the Executive Director
Peter Yerkes, Press Secretary
Peter B. Yunis, Executive Assistant to the Chairman
Margaret R. Zoch, Comptroller

The public meeting was called to order by Chairman Eisenberg at 2:45 p.m. and ended at 2:56 p.m. The Board also met in executive session prior to the public meeting (Vice-Chairman Gargano left the meeting during this executive session). In addition, the Board held a planning meeting in executive session on May 13, 1998.

Action on Minutes

The Secretary reported that the Minutes of April 16, 1998 contained a typographical error on page 174. The last sentence of the fourth paragraph should include, after the word "is", "\$1.298 billion; together with \$300 million in Port Authority Capital the total available funds for this project cost is".

The Secretary submitted for approval Minutes of the meeting of April 30, 1998. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on May 28, 1998, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on action taken and matters discussed in executive session at its meeting on May 28, 1998, which included a discussion of 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 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on May 28, 1998, which included a 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.

(Board – 5/28/98)

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on May 28, 1998, which included a 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, 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 Construction

The Committee on Construction reported, for information, on matters discussed in executive session at its meeting on May 28, 1998, which included a 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.

Staff Report

Presentations were made by staff on Terminal One at John F. Kennedy International Airport and a pavement project at the Outerbridge Crossing.

**NEWARK INTERNATIONAL AIRPORT - EVA AIRWAYS CORPORATION - CARGO
BUILDING 156 - LEASE ANA-721 - SURRENDER AGREEMENT**

It was recommended that the Board authorize the Executive Director to enter into a surrender agreement with EVA Airways Corporation ("EVA") at Newark International Airport for the surrender of its premises in Cargo Building 156 effective June 30, 1998. This would enable EVA to relocate its premises at the Airport for the operation of an all-freighter service business at the Airis International Air Cargo Center ("Building 360") which can accommodate this new service.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song 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 surrender agreement with EVA Airways Corporation, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**NEWARK INTERNATIONAL AIRPORT - UNITED AIR LINES, INC. - HANGAR 14,
EXTENSION OF LEASE AN-896**

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement with United Air Lines, Inc. (UAL) at Newark International Airport which agreement would extend the term of the UAL lease for Hangar 14 for 20 years commencing April 1, 1998 and expiring March 31, 2018. The supplemental agreement would also provide for the construction by UAL of a new cargo building and a new general service equipment facility on the premises and also for certain renovation work by UAL of Hangar 14. To accommodate UAL's plans, the supplement would also provide for the addition of approximately 1/2 acre to the premises under the lease.

Under the supplement, the Port Authority would provide construction payments for UAL's cost of construction in an amount not to exceed \$15 million, which would be the basis for an additional, financially self-sustaining rental.

The supplement would also include payment by UAL of building rent for the Hangar and land rent subject to annual escalation, and the Airport Services Factor adjusted annually in accordance with the lease.

Under the supplement, UAL will be required to commit to make good faith efforts to reach goals of 17 percent M/WBE participation in purchasing, subcontracting and services associated with construction in the premises under the lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song 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 United Air Lines, Inc., amendatory and supplementary to its hangar lease at Newark International Airport, substantially in accordance with the terms and conditions set forth above; the form of said agreement shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - EXCLUSIVE REAL ESTATE BROKERAGE SERVICES - AGREEMENT WITH INSIGNIA/ESG, INC.

It was recommended that the Board authorize the Executive Director to enter into an agreement (which may be incorporated as an amendment to an existing agreement) with Insignia/ESG, Inc. ("ESG"), appointing it as an agent of the Port Authority for the specific purpose of engaging in negotiations with Dean Witter Reynolds Inc. ("Dean Witter"), in connection with an early renewal and restructuring of Dean Witter's lease of space in Two World Trade Center ("WTC"), to be compensated as outlined to the Board in the event such negotiations result in a lease renewal.

Discussions with Dean Witter regarding a renewal of its leasehold at Two WTC have reached an impasse. The retention of ESG as special agent would allow these discussions to continue and could result in a lease renewal with the largest tenant at the WTC and resolution of certain legal matters. The agreement with ESG will be in effect for a period expiring on June 30, 1999, with the Port Authority having the option to extend the agreement for two additional six-month periods.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Schweitzer and Song voting in favor; Commissioner Philibosian abstaining; 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 Insignia/ESG, Inc. for the provision of exclusive real estate brokerage services in accordance with the terms outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

THE WORLD TRADE CENTER - OHRENSTEIN & BROWN, LLP - NEW LEASE

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Ohrenstein & Brown, LLP (O&B), upon the terms outlined below or on such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined to the Board, the terms of the lease agreement will be subject to the approval of the Committee on Operations. It was also recommended that the Board authorize the Executive Director to enter into a brokerage agreement with Parker Madison Partners, Inc., in connection with the lease agreement, providing for the payment of a commission not exceeding an amount calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977.

The proposed lease covers approximately 33,000 rentable square feet of office space on the eighty-fifth floor of One World Trade Center for a term of approximately 15 years and eleven months commencing on or about September 1, 1998, at an aggregate basic rental over the full term of approximately \$18 million in addition to operating and maintenance cost escalation and increases in payments in lieu of taxes as provided in the lease agreement. O&B will have assignment, subleasing, expansion and renewal rights as set forth in the lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song 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 Ohrenstein & Brown, LLP, substantially in accordance with the terms outlined above, or on such other terms as the Executive Director deems appropriate subject to the conditions set forth in the following delegation; and a brokerage agreement with Parker Madison Partners, Inc., substantially in accordance with the terms outlined above, the form of the agreement in each case shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

THE WORLD TRADE CENTER - HOKKAIDO TAKUSHOKU BANK, LTD. - LEASE SURRENDER

It was recommended that the Board authorize the Executive Director to enter into a surrender agreement with Hokkaido Takushoku Bank, Ltd. ("Hokkaido") providing for the surrender of Hokkaido's One World Trade Center premises consisting of approximately 4,000 rentable square feet of space, effective March 31, 1998, for a total consideration to the Port Authority in the amount of approximately \$89,000.

Hokkaido, a Japanese bank, has ceased all operations. Hokkaido's lease, scheduled to expire on November 30, 2000, has a present value of approximately \$250,000 for the period April 1, 1998 through November 30, 2000. The surrender amount consists of a payment by Hokkaido to the Port Authority of \$50,274 (six months' rent) and a waiver by Hokkaido of payment by the Port Authority of \$38,670 that Hokkaido was entitled to receive as a construction allowance. Hokkaido has already vacated its premises in finished condition and will not have any restoration obligation.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song 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 surrender agreement with Hokkaido Takushoku Bank, Ltd., substantially in accordance with the terms and conditions set forth above; the form of such surrender agreement shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER - KANKAKU SECURITIES (AMERICA) INC. -
LEASE SURRENDER**

It was recommended that the Board authorize the Executive Director to enter into a surrender agreement with Kankaku Securities (America) Inc. ("Kankaku") providing for the surrender of Kankaku's One World Trade Center premises consisting of approximately 9,500 rentable square feet of space, effective June 30, 1998, for a payment to the Port Authority in the amount of approximately \$1 million.

Kankaku, a Japanese securities firm, will cease all operations in the United States by June 30, 1998. Kankaku's lease, scheduled to expire on August 25, 2006, provides for a termination right, effective August 25, 2001, conditioned upon payment to the Port Authority of \$510,300. Kankaku's rental obligation through August 25, 2001, combined with the fixed termination buy-out payment, has a present value of approximately \$1.35 million. A surrender payment in the amount of \$1 million has been negotiated, representing the amount of the termination buy-out payment and more than 50 percent of the rental obligation. Kankaku will not have a restoration obligation.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song 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 surrender agreement with Kankaku Securities (America) Inc., substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Chairman of the Board of Commissioners, the Chairman of the Operations Committee or the Vice-Chairman of the Operations Committee be delegated the authority to approve the final terms and conditions of the surrender agreement in the event they are not substantially in accordance with the terms and conditions outlined above; and it is further

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

PORT AUTHORITY INDUSTRIAL PARK AT YONKERS - KAWASAKI RAIL CAR, INC. - LEASE SUPPLEMENT

It was recommended that the Board authorize the Executive Director to enter into a supplemental lease agreement with Kawasaki Rail Car, Inc. ("Kawasaki") covering the expansion of its current space at the Port Authority Industrial Park at Yonkers substantially in accordance with the terms and conditions outlined below.

The proposed supplemental lease agreement will provide for the letting of approximately 8,200 additional rentable square feet for a period expiring on May 31, 1999. Kawasaki will pay an aggregate basic rental for the added space over the two-year term of approximately \$131,000. Payments in lieu of taxes (PILOTS) and common operating and maintenance expenses are included in the rent.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song 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 lease agreement with Kawasaki Rail Car, Inc. covering the letting of approximately 8,200 rentable square feet of expansion space at the Port Authority Industrial Park at Yonkers, substantially in accordance with the terms outlined above; the form of such supplemental lease agreement shall be subject to the approval of General Counsel or his authorized representative.

CONSTRUCTION OF OFFICE SPACE AND TRAINING FACILITIES AT PORT AUTHORITY TECHNICAL CENTER (PATC) FOR PUBLIC SAFETY DEPARTMENT AND PORT AUTHORITY POLICE HEADQUARTERS - PROJECT AUTHORIZATION

The Public Safety Department's management staff currently occupies the 2nd and 3rd floors of the Journal Square Transportation Center ("JSTC"), portions of the 2nd and 3rd floors of the Port Authority Technical Center ("PATC", a privately-owned building in which the Port Authority leases space), and an office on the 84th floor of One World Trade Center. During the past few years, the Public Safety Department ("Department") has been searching for a location to consolidate headquarters staff, the Police Academy and the facility units to provide greater efficiency, promote improved communications and provide for the future needs of the Port Authority police force.

Several locations were identified to accommodate the needs of the Department including vacant floors at JSTC, a vacant warehouse structure at Port Newark, and PATC. A careful assessment of the costs and feasibility associated with each of these locations resulted in the selection of PATC as the best overall location.

Under the proposed project, current Port Authority units occupying the 3rd floor of PATC (Risk Management, Maintenance Engineering and Design Division, Central Surveys, Reproduction) would be relocated to locations on the 2nd floor of PATC and elsewhere and new office and training accommodations for the Department would be constructed on the 3rd floor of PATC, which already contains the Police Firearms Training Center.

The relocation of Department staff from JSTC and The World Trade Center to PATC will provide two full floors of rentable space at JSTC along with a number of vacated parking spaces in the Public Parking Garage currently required for police use under agreements with various police unions, as well as one large tenant area on the 84th floor of One World Trade Center. In addition, the consolidation of the Department's Headquarters on the 3rd floor of PATC will provide the necessary space to construct dormitory facilities for the Police Academy's new In-Residency Training Program and reserve space necessary for the implementation of a New Jersey-based Emergency Operations Center for the Port Authority as part of a Business Resumption Planning initiative. Construction is planned to commence in June 1998 and to be completed by December 1998.

The terms of the Port Authority's PATC lease provide that the construction must be performed by Trends Urban Renewal Associates, the Landlord, at a cost agreed upon by the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that a project for the construction of office space and training facilities at the Port Authority Technical Center (PATC) for the Public Safety Department and Port Authority Police Headquarters at a total estimated project cost of \$13.8 million including payments to the contractor,

allowances for extra work (if necessary) and net cost work, engineering, administrative and financial expenses, and a project contingency, be and the same is hereby authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a contract with Trends Urban Renewal Associates (the PATC Landlord) for the construction of classrooms, office space, police recruit dormitories, and employee shower and locker rooms, in connection with the relocation of the Public Safety Department's offices from the Journal Square Transportation Center and The World Trade Center to the Port Authority Technical Center, Jersey City, New Jersey at a total estimated cost of \$11,645,000; the form of the contract shall be subject to the approval of General Counsel or his authorized representative.

NEW YORK STATE LINKED DEPOSIT PROGRAM - PORT AUTHORITY PARTICIPATION

It was recommended that the Board authorize the Executive Director to: (1) make available up to an additional \$8,000,000 to support loans for Port Authority certified minority, women-owned and small businesses; (2) enter into agreements with Empire State Development, the New York State Department of Taxation and Finance and/or other appropriate public entities in connection with the New York State Linked Deposit Program ("LDP") (the Port Authority shall not make, guarantee or collateralize any loan and a default by the borrower on a LDP loan will in no way affect the linked deposit agreement between the LDP and the Port Authority); and (3) enter into agreements with financial institutions as appropriate.

In 1996, the Board authorized participation in a separate program for up to \$2,000,000 to support loans only available for Port Authority certified minority, women-owned and small businesses that are awarded Port Authority contracts. This program for \$8,000,000 is similar to, although distinct from, the earlier program in that these funds are not restricted to businesses awarded Port Authority contracts.

The LDP, managed by Empire State Development, was established by the New York State Legislature to encourage and assist small businesses within New York State to enable them to gain access to affordable capital, make investments in their business, and undertake projects that will contribute to improving their productivity, performance and competitiveness. Since 1994, the LDP has assisted 418 firms, resulting in the creation of 3,868 new jobs and the retention of 10,040 jobs in New York State. Based on the size of the contracts and contract awards, it is projected that each loan would be in the range of \$200,000 - \$250,000 (with a maximum loan amount of \$500,000) and not be outstanding for more than two years.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philiposian, Schweitzer and Song 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) make available up to an additional \$8,000,000 to support loans for Port Authority certified minority, women-owned and small businesses in connection with the New York State Linked Deposit Program ("LDP"); (2) enter into agreements with Empire State Development, the New York State Department of Taxation and Finance and/or other appropriate public entities in connection with the LDP (the Port Authority shall not make, guarantee or collateralize any loan and a default by the borrower on a LDP loan will in no way affect the linked deposit agreement between the LDP and the Port Authority); and (3) enter into agreements with financial institutions as appropriate; in each case, the form of such agreements shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT OF CLAIM - PUBLIC SAFETY DEPARTMENT COMPUTERIZED ARREST PROCESSING SYSTEM (CAPS) - NORTH WINDS, INC. AND RANDOLPH KROFICK

In 1992-93, staff decided to pursue the development of a computerized system to expedite the completion of the various forms required to process an arrest. Because some information, such as the name of the arrestee, is the same on each of the several forms required for a single arrest, staff hoped that a computerized system could speed the completion of arrest forms, thereby creating substantial savings in police staff costs.

In December 1993, following a publicly advertised Request For Proposals process, the Port Authority entered into an agreement with North Winds Partnership ("North Winds") to provide for the development and installation of a computerized arrest processing system; North Winds, Inc. and Randolph Krofick are the successors to North Winds Partnership. The development and installation were to be done in two phases. In the first phase, North Winds would develop, install, and test a pilot system at Newark International Airport ("EWR"), and in the second phase, North Winds would expand the system to Port Authority police commands at New York facilities. The total amount of the original agreement was \$644,764. In 1997, the Port Authority requested extra work to be done at the end of Phase I and before Phase II at an additional cost of \$89,000, for a total anticipated contract cost of \$733,764.

Total payments to North Winds to date under the agreement are \$423,501.86. Beside the contract costs, staff originally estimated incurring recurring costs of approximately \$200,000 annually for the support and administration of the Computerized Arrest Processing System ("CAPS") project. At this time, staff estimates that completion of the CAPS project would take at least two to three more years. Further, during Phase I of the CAPS project, staff determined that the system was more complex than anticipated and would not provide the anticipated net savings in the time it takes to process arrests. Also, staff learned that maintenance of the system would be more costly than originally anticipated. Staff now estimates that administrative costs after completion of the development and installation would be at least \$250,000 annually in complementary software licensing fees, hardware maintenance, and Port Authority staff costs. Staff, therefore, decided that the CAPS project should be ended because it would not provide operational improvements sufficient to warrant the increased costs, and on August 25, 1997, staff informed North Winds, Inc. by letter that the Port Authority had elected not to pursue Phase II of the CAPS project.

North Winds, Inc. and its President, Randolph Krofick, have submitted a claim against the Port Authority for \$306,257.30 for profits it anticipated would have been earned had the Port Authority not ended the agreement and for extra work. Thorough staff review of the claim followed and various discussions, reviews, and negotiations ensued with North Winds, Inc. and Mr. Krofick after which it was tentatively agreed that the Port Authority would pay North Winds, Inc. and Mr. Krofick \$225,000 in settlement of all claims, subject to Board approval. This settlement is considered fair and reasonable to the contractor and the Port Authority. Total payments under the contract, including the settlement, would total \$648,501.86.

The hardware equipment that had been purchased in Phase I comprises eleven personal computers and four printers. This equipment is being used at the EWR police desk and for police administrative functions.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song 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) make a payment of \$225,000 to North Winds, Inc. and Randolph Krofick, in full settlement of a claim against the Port Authority for terminating its agreement with North Winds, Inc. and Mr. Krofick for the development of a Computerized Arrest Processing System and for compensation for extra work; and b) enter into appropriate agreements to effectuate the settlement of the claim, the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

CONFIDENTIAL ITEM

This item shall be treated as confidential, and shall not be available for public inspection until the appropriate time.

) **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 January 1, 1998 to March 31, 1998.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK110136	DESIGN AND CONSTRUCTION OF TERMINAL 1 SUBSURFACE REMEDIATION SYSTEMS JOHN F. KENNEDY INTERNATIONAL AIRPORT TERRA VAC, INC.	1,433,000(A) 947,785(B) 270,000(C) 239,000(D) 250,000(E) 3,139,785	1,288,887(A)(F) 859,393(B) 51,599(C) 239,000(D) 200,561(E) 2,639,440
JFK110141	PAVING AND DRAINAGE IMPROVEMENTS AT BULK FUEL FARM JOHN F. KENNEDY INTERNATIONAL AIRPORT HAMPTON CF CORP.	1,104,000(A) 1,073,000(B) 250,000(C) 218,000(D) 128,000(R) 122,000(S) 18,978(M) 2,913,978	1,104,000(A) 1,073,000(B) -0-(C) 218,000(D) 128,000(R) 120,407(S) 18,978(M) 2,662,385
EWR555	UPGRADE OR CLOSURE OF UNDER- GROUND STORAGE TANK SYSTEMS VIA WORK ORDER NEWARK INTERNATIONAL AIRPORT ROSSINI CONTRACTING CORP.	900,000(C) 900,000(G) 875,000(H) 2,675,000	900,000(C) 900,000(G) 810,138(H) 2,610,138
EWR581	BAY WATER PUMPING STATION SUPERVISORY CONTROL SYSTEM MODIFICATIONS NEWARK INTERNATIONAL AIRPORT PCS CONSTRUCTION, INC.	139,000(A) 14,000(D) 153,000	-0-(A)(T) -0-(D) -0-
EWR658	PARKING LOT D PERIMETER SECURITY FENCE NEWARK INTERNATIONAL AIRPORT CONSOLIDATED STEEL & ALUMINUM FENCE CO. INC.	179,873(B) 35,000(C) 11,000(D) 2,675(M) 228,548	179,873(B) 4,661(C) 6,039(D) 2,675(M) 193,248

LGA554A	PRIORITY TAXIWAY "B" PAVEMENT REPAIRS SUPPLEMENTAL AGREEMENT NO. 2 LAGUARDIA AIRPORT NEW YORK PAVING, INC.	12,850(A) 320,180(B) 35,000(C) 34,000(D) 221,400(U) 126,000(V) 167,000(W) 916,430	12,850(A) 320,180(B) -0-(C) 17,175(D) 221,400(U) 40,124(V) 167,000(W) 778,729
LGA555	REHABILITATION OF RUNWAY 4-22 AND TAXIWAY 1 LAGUARDIA AIRPORT GRACE INDUSTRIES, INC.	2,919,990(A) 7,558,010(B) 350,000(C) 786,000(D) 53,376(I) 11,667,376	2,572,058(A)(J) 6,879,725(B) 12,346(C) 637,328(D) 53,376(I) 10,154,833
LGA575	PAVING AND DRAINAGE ADJACENT TO T/W "DD" FROM T/W "G" TO POLICE BOAT RAMP #1 LAGUARDIA AIRPORT A.F.C. ENTERPRISES, INC.	355,258(A) 177,200(B) 27,000(D) 559,458	355,258(A) 166,048(B) -0-(D) 521,306
LGA563	CENTRAL HEATING AND REFRIGERATION PLANT - REPLACEMENT OF CONDENSER WATER PUMPS LAGUARDIA AIRPORT SHERIDAN INTERNATIONAL ENTER- PRISES, CORP.	184,863(A) 19,000(D) 44,000(K) 247,863	184,863(A) 19,000(D) 43,532(K) 247,395
LGA568	BOWERY BAY POLICE MARINE RESCUE FACILITY LAGUARDIA AIRPORT CORNERSTONE 3 CONSTRUCTION	231,900(A) 18,088(D) 249,988	231,290(A) 15,160(D) 246,450
LGA583	WHITEHOUSE AREA PAVEMENT AND DRAINAGE IMPROVEMENTS ADJACENT TO TAXIWAY "DD" LAGUARDIA AIRPORT COLUMBUS CONSTRUCTION CORP.	256,589(A) 10,000(C) 20,000(D) 286,589	236,300(A)(L) -0-(C) -0-(D) 236,300
HT372B	ROADWAY SURFACE RETEXTURING AND BUILD-UP REMOVAL HOLLAND TUNNEL HUMBLE EQUIPMENT CO., INC.	96,760(B) 14,000(C) 6,000(D) 116,760	73,099(B) 2,904(C) -0-(D) 76,003
HT378	NEW JERSEY LAND VENTILATION BUILDING BOILER AND TANK REMOVALS HOLLAND TUNNEL DAN MCCARRON & SONS	51,842(A) 5,184(D) 57,026	51,842(A) -0-(D) 51,842

LT418	REPLACEMENT OF OIL/WATER SEPARATOR	94,600(A) 5,000(C)	94,600(A) 2,557(C)
	NEW JERSEY EMERGENCY GARAGE LINCOLN TUNNEL PYRO INSTALLATIONS CORP.	8,000(D) 107,600	-0-(D) 97,157
GWB394	PAVEMENT REHABILITATION OF WESTBOUND LOWER LEVEL NJ DEPARTURE ROADWAY	1,083,000(A) 602,000(B) 30,000(C)	1,083,000(A) 566,071(B) 5,121(C)
	GEORGE WASHINGTON BRIDGE GARDNER M. BISHOP, INC., JOSEPH M. SANZARI, INC., A JOINT VENTURE	84,250(D) 1,799,250	29,500(D) 1,683,692
GWB407	LOWER LEVEL TOLL PLAZA REFRIGERANT VAPOR MONITORING AND VENTILATION SYSTEM	42,000(A) 3,360(D)	42,000(A) -0-(D)
	GEORGE WASHINGTON BRIDGE PROFESSIONAL ENVIRONMENTAL SYSTEMS, INC.	45,360	42,000
BT303	PAVEMENT REHABILITATION AND RESEALING EXPANSION JOINTS AND FLASHING	578,552(A) 1,220,448(B) 124,000(C)	578,552(A) 1,220,448(B) 97,187(C)
	PORT AUTHORITY BUS TERMINAL CONASCO, INC.	180,000(D) 40,477(I) 122,045(M) -0-(N)	46,092(D) 40,477(I) 122,045(M) 11,830(N)
		2,265,522	2,116,631
BT276	VARIABLE MESSAGE SIGN SYSTEM PORT AUTHORITY BUS TERMINAL BARBARO ELECTRIC CO., INC.	636,436(A) 64,000(D) 700,436	636,436(A) 64,000(D) 700,436
BT338	REMOVAL AND REPLACEMENT OF UNDERGROUND FUEL STORAGE TANK PORT AUTHORITY BUS TERMINAL K.G. INDUSTRIES, INC.	89,535(A) 4,800(C) 9,000(D) 103,335	89,535(A) -0-(C) -0-(D) 89,535
MFB100508	IMMEDIATE REPAIRS GEORGE WASHINGTON BRIDGE AND GEORGE WASHINGTON BRIDGE BUS STATION HALLEN CONSTRUCTION CO., INC.	1,000,000(C) 25,000(Q) 1,025,000	1,000,000(C) 17,215(Q) 1,017,215
BP290026	PIER 9B REHABILITATION BROOKLYN PORT AUTHORITY MARINE TERMINAL B & R ROOFING, INC.	394,725(A) 215,600(B) 30,500(C) 49,000(D) 9,603(I) 53,000(O) 752,428	394,725(A) 195,452(B) 31,271(C) 49,000(D) 9,603(I) 48,313(O) 728,364

BP393004	PIER 11 REHABILITATION	233,000(A)	233,000(A)
	BROOKLYN PORT AUTHORITY	168,150(B)	168,150(B)
	MARINE TERMINAL	65,000(C)	57,625(C)
	B & R ROOFING, INC.	33,000(D)	31,093(D)
		16,522(M)	16,522(M)
		515,672	506,390
MFI104	MISCELLANEOUS STRUCTURAL	500,000(C)	477,493(C)
	REPAIRS		
	VIA WORK ORDER		
	GEORGE WASHINGTON BRIDGE		
	GEORGE WASHINGTON BRIDGE BUS		
	STATION		
	BAYONNE BRIDGE		
	OUTERBRIDGE CROSSING		
	GOETHALS BRIDGE		
	HALLEN CONSTRUCTION CO., INC.	500,000	477,493
WTC217	GROUND FAULT PROTECTION	179,000(A)	142,000(A)(X)
	UPGRADE	10,740(D)	-0-(D)
	THE WORLD TRADE CENTER KLEINBERG ELECTRIC, INC.	189,740	142,000
WTC861089	FIRE COMMAND CENTERS	549,000(A)	545,400(A)(P)
	THE WORLD TRADE CENTER	44,000(D)	32,192(D)
	ARROW CONSTRUCTION/ BRIAN KAHN CARPENTRY INC.	593,000	577,592

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) Memorandum of Authorization dated 08/17/95, increasing extra work in the amount of \$250.00.
- (F) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the amount of \$144,113 for deleted work.
- (G) Memorandum of Justification dated 10/27/93, increasing net cost work in the amount of \$900,000.
- (H) Memorandum of Justification dated 02/28/95, increasing net cost work in the amount of \$875,000.
- (I) Premium for furnishing performance and payment bond as provided for in the Contract.
- (J) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$19,000 for deleted work and a deduction from compensation in the amount of \$328,932 for deficiencies in asphalt pavement density.
- (K) Memorandum of Justification dated 02/03/97, increasing extra work in the amount of \$44,000.

- (L) The difference between "Total Authorized" and "Total Payments" represents a deduction from compensation in the amount of \$20,289 for deficiencies in asphalt pavement density.
- (M) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10%, or \$250,000 (whichever is less) without further authorization.
- (N) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (M).
- (O) Memorandum of Justification dated 10/07/96, increasing extra work in the amount of \$53,000.
- (P) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$3,600 for a reduction in the scope of work.
- (Q) Memorandum of Authorization dated 06/21/96, increasing net cost work in the amount of \$25,000.
- (R) Memorandum of Authorization dated 09/25/95, increasing classified work in the amount of \$128,000.
- (S) Memorandum of Authorization dated 09/25/95, increasing extra work in the amount of \$122,000.
- (T) The Port Authority elected to cancel the Contract prior to the performance of any work and will determine an alternate method to accomplish the work.
- (U) Memorandum of Justification dated 03/01/95, authorizing Supplemental Agreement No. 1 in the amount of \$221,400 for lump sum work.
- (V) Memorandum of Justification dated 03/01/95, authorizing Supplemental Agreement No. 1 in the amount of \$126,000 for classified work.
- (W) Memorandum of Authorization dated 10/07/96, authorizing Supplemental Agreement No. 2 in the amount of \$167,000.
- (X) Contract mutually terminated prior to completion of work.

(Board - 5/28/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period January 1, 1998 to March 31, 1998.

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>YTD @Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
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No new transactions this period.

(Board - 5/28/98)

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>
03/02/98	\$ 10,000,000	US T-BILL	--	02/04/99	95.13	5.170%	5.442%	\$ 9,513,158.33	CIBC Oppenheimer
03/02/98	10,000,000	US T-BILL	--	08/27/98	97.47	5.110	5.315	9,747,338.89	Paribas Corporation
03/03/98	25,000,000	US T-BILL	--	04/16/98	99.34	5.365	5.475	24,836,069.45	Dean Witter Reynolds
03/03/98	25,000,000	GECC CP	--	04/02/98	99.54	5.540	5.643	24,884,583.33	General Electric Capital
03/04/98	5,000,000	US T-NOTE	5.625%	11/30/99	99.97	--	5.638	4,998,437.50	Paribas Corporation
03/06/98	24,000,000	FMCDN	--	04/17/98	99.37	5.430	5.541	23,847,960.00	Prudential Securities
03/16/98	25,000,000	GECC CP	--	04/15/98	99.54	5.530	5.633	24,884,791.68	General Electric Capital
03/18/98	15,000,000	US T-NOTE	5.125	11/30/98	99.77	--	5.451	14,965,429.69	Dresdner Kleinwort Benson
03/20/98	5,000,000	US T-NOTE	5.625	11/30/99	100.16	--	5.517	5,008,203.13	Paribas Corporation
03/20/98	5,000,000	US T-NOTE	5.625	11/30/99	100.13	--	5.541	5,006,250.00	Dresdner Kleinwort Benson
03/20/98	5,000,000	US T-NOTE	5.625	11/30/99	100.13	--	5.541	5,006,250.00	Citicorp Securities Mkts

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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>
03/26/98	\$ 10,000,000	US T-NOTE	5.625%	11/30/99	100.08	--	5.570%	\$ 10,007,812.50	Paribas Corporation
03/27/98	5,000,000	US T-NOTE	5.625	11/30/99	100.02	--	5.609	5,000,781.25	Dresdner Kleinwort Benson
03/27/98	10,000,000	US T-BILL	--	02/04/99	95.53	5.125%	5.379	9,552,986.11	Paribas Corporation
03/30/98	10,000,000	US T-BILL	--	03/04/99	95.16	5.138	5.406	9,516,218.75	Paribas Corporation
03/31/98	<u>10,000,000</u>	US T-BILL	--	03/04/99	95.17	5.142	5.411	<u>9,517,176.39</u>	Paribas Corporation
	<u>\$ 199,000,000</u>							<u>\$ 196,293,447.00</u>	

BEY - Bond Equivalent Yield.

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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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
03/04/98	\$ 40,000,000	US T-BILL	--	04/09/98	99.50	5.020%	5.115%	5.360%	\$ 39,799,200.00	Prudential Securities
03/09/98	15,000,000	US T-BILL	--	06/18/98	98.61	4.950	5.089	5.650	14,791,687.50	Prudential Securities
03/11/98	5,000,000	US T-NOTE	5.625%	11/30/99	100.13	--	5.542	6.420	5,006,250.00	Prudential Securities
03/13/98	5,000,000	US T-NOTE	5.625	11/30/99	100.20	--	5.498	8.000	5,009,765.63	Paribas Corporation
03/18/98	5,000,000	US T-NOTE	5.625	11/30/99	100.25	--	5.464	12.790	5,012,500.00	Paribas Corporation
03/31/98	<u>20,000,000</u>	US T-BILL	--	05/21/98	99.28	5.095	5.203	5.250	<u>19,855,641.66</u>	The Nikko Securities Co
	<u>\$ 90,000,000</u>								<u>\$ 89,475,044.79</u>	

BEY - Bond Equivalent Yield.

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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>
Greenwich Capital Mkts	03/02/98	03/03/98	\$ 2,866,000	5.680%	\$ 452.19
Nesbitt Burns Securities	03/02/98	03/03/98	3,513,000	5.700	556.23
Greenwich Capital Mkts	03/02/98	03/03/98	4,520,000	5.680	713.16
Greenwich Capital Mkts	03/02/98	03/03/98	13,614,000	5.680	2,147.99
Nesbitt Burns Securities	03/02/98	03/03/98	27,279,000	5.700	4,319.18
Lehman Brothers	03/02/98	03/03/98	29,775,000 *	5.700	4,714.38
Lehman Brothers	03/02/98	03/03/98	29,775,000 *	5.700	4,714.38
Paribas Corporation	03/02/98	03/03/98	31,839,000	5.690	5,032.33
Nesbitt Burns Securities	03/02/98	03/03/98	32,208,000	5.700	5,099.60
Greenwich Capital Mkts	03/02/98	03/03/98	50,405,000	5.680	7,952.79
Citicorp Securities Mkts	03/03/98	03/04/98	2,850,000	5.660	448.08

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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>
Citicorp Securities Mkts	03/03/98	03/04/98	\$ 4,506,000	5.660%	\$ 708.44
Nesbitt Burns Securities	03/03/98	03/04/98	10,000,000	5.650	1,569.44
Citicorp Securities Mkts	03/03/98	03/04/98	12,762,000	5.660	2,006.47
Paribas Corporation	03/03/98	03/04/98	31,755,000	5.660	4,992.59
Citicorp Securities Mkts	03/03/98	03/04/98	51,225,000	5.660	8,053.71
Paribas Corporation	03/04/98	03/05/98	2,846,000	5.470	432.43
Paribas Corporation	03/04/98	03/05/98	4,478,000	5.470	680.41
Paribas Corporation	03/04/98	03/05/98	13,526,000	5.470	2,055.20
Dresdner Kleinwort Benson	03/04/98	03/13/98	24,656,250 *	5.450	33,491.41
Dresdner Kleinwort Benson	03/04/98	03/09/98	24,781,250 *	5.350	18,585.94
Nesbitt Burns Securities	03/04/98	03/05/98	31,752,000	5.480	4,833.36

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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	03/04/98	03/05/98	\$ 48,000,000	5.450%	\$ 7,266.67
Paribas Corporation	03/04/98	03/05/98	50,470,000	5.470	7,668.64
Nesbitt Burns Securities	03/05/98	03/06/98	2,846,000	5.440	430.06
Nesbitt Burns Securities	03/05/98	03/06/98	4,479,000	5.440	676.83
Citicorp Securities Mkts	03/05/98	03/06/98	12,427,000	5.440	1,877.86
Citicorp Securities Mkts	03/05/98	03/06/98	19,329,000	5.440	2,920.83
Lehman Brothers	03/05/98	03/13/98	24,750,000 *	5.450	29,920.00
Nesbitt Burns Securities	03/05/98	03/06/98	26,979,000	5.440	4,076.83
Dresdner Kleinwort Benson	03/05/98	03/09/98	28,575,000 *	5.350	17,065.63
Nesbitt Burns Securities	03/05/98	03/06/98	37,026,000	5.440	5,595.04
Lehman Brothers	03/05/98	03/10/98	44,831,250 *	5.500	33,723.06

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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	03/05/98	03/06/98	\$ 45,000,000	5.450%	\$ 6,812.50
Citicorp Securities Mkts	03/06/98	03/09/98	709,000	5.370	317.28
Citicorp Securities Mkts	03/06/98	03/09/98	2,779,000	5.370	1,243.60
Citicorp Securities Mkts	03/06/98	03/09/98	4,415,000	5.370	1,975.71
Citicorp Securities Mkts	03/06/98	03/09/98	18,079,000	5.370	8,090.35
Dresdner Kleinwort Benson	03/06/98	03/10/98	19,800,000 *	5.450	11,825.00
Paribas Corporation	03/06/98	03/09/98	31,396,000	5.350	13,997.38
Citicorp Securities Mkts	03/06/98	03/09/98	44,448,000	5.370	19,890.48
Nesbitt Burns Securities	03/06/98	03/09/98	45,000,000	5.360	20,100.00
Dresdner Kleinwort Benson	03/09/98	03/13/98	2,757,033 *	5.450	1,677.20
Nesbitt Burns Securities	03/09/98	03/10/98	2,773,000	5.470	421.34

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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>
Nesbitt Burns Securities	03/09/98	03/10/98	\$ 4,319,000	5.470%	\$ 656.25
Paribas Corporation	03/09/98	03/10/98	7,245,000	5.490	1,104.86
Nesbitt Burns Securities	03/09/98	03/10/98	13,003,000	5.470	1,975.73
Paribas Corporation	03/09/98	03/10/98	31,381,000	5.470	4,768.17
Dresdner Kleinwort Benson	03/09/98	03/13/98	46,492,967 *	5.450	28,283.22
Paribas Corporation	03/09/98	03/10/98	48,755,000	5.490	7,435.14
Nesbitt Burns Securities	03/09/98	03/10/98	50,138,000	5.470	7,618.19
Nesbitt Burns Securities	03/10/98	03/11/98	2,759,000	5.450	417.68
Nesbitt Burns Securities	03/10/98	03/11/98	4,320,000	5.450	654.00
Nesbitt Burns Securities	03/10/98	03/11/98	12,999,000	5.450	1,967.90
Lehman Brothers	03/10/98	03/11/98	26,000,000	5.440	3,928.89

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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>
Zions First National Bank	03/10/98	03/11/98	\$ 31,374,000	5.440%	\$ 4,740.96
Lehman Brothers	03/10/98	03/11/98	49,000,000	5.440	7,404.44
Nesbitt Burns Securities	03/10/98	03/11/98	50,146,000	5.450	7,591.55
Paribas Corporation	03/11/98	03/12/98	2,660,000	5.490	405.65
Citicorp Securities Mkts	03/11/98	03/12/98	2,770,000	5.540	426.27
Citicorp Securities Mkts	03/11/98	03/12/98	4,321,000	5.540	664.95
Citicorp Securities Mkts	03/11/98	03/12/98	15,272,000	5.540	2,350.19
Nesbitt Burns Securities	03/11/98	03/12/98	31,378,000	5.540	4,828.73
Paribas Corporation	03/11/98	03/12/98	35,340,000	5.490	5,389.35
Nesbitt Burns Securities	03/11/98	03/12/98	45,000,000	5.540	6,925.00
Citicorp Securities Mkts	03/11/98	03/12/98	47,883,000	5.540	7,368.66

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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	03/12/98	03/13/98	\$ 2,151,000	5.450%	\$ 325.64
Paribas Corporation	03/12/98	03/13/98	4,314,000	5.450	653.09
Paribas Corporation	03/12/98	03/13/98	16,020,000	5.450	2,425.25
Nesbitt Burns Securities	03/12/98	03/13/98	30,234,000	5.450	4,577.09
Nesbitt Burns Securities	03/12/98	03/13/98	42,000,000	5.450	6,358.33
Zions First National Bank	03/12/98	03/13/98	45,000,000	5.450	6,812.50
Paribas Corporation	03/12/98	03/13/98	47,108,000	5.450	7,131.63
Nesbitt Burns Securities	03/13/98	03/16/98	2,138,000	5.410	963.88
Nesbitt Burns Securities	03/13/98	03/16/98	4,299,000	5.410	1,938.13
Nesbitt Burns Securities	03/13/98	03/16/98	12,837,000	5.410	5,787.35
Nesbitt Burns Securities	03/13/98	03/16/98	30,415,000	5.410	13,712.10

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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>
Greenwich Capital Mkts	03/13/98	03/16/98	\$ 41,185,000	5.400%	\$ 18,533.25
Nesbitt Burns Securities	03/13/98	03/16/98	50,300,000	5.410	22,676.92
Greenwich Capital Mkts	03/13/98	03/16/98	51,815,000	5.400	23,316.75
Paribas Corporation	03/16/98	03/17/98	4,194,000	5.640	657.06
Nesbitt Burns Securities	03/16/98	03/17/98	13,372,000	5.640	2,094.95
Paribas Corporation	03/16/98	03/17/98	13,616,000	5.640	2,133.17
Paribas Corporation	03/16/98	03/17/98	30,302,000	5.640	4,747.31
Nesbitt Burns Securities	03/16/98	03/17/98	34,120,000	5.640	5,345.47
Nesbitt Burns Securities	03/16/98	03/17/98	49,508,000	5.640	7,756.25
Paribas Corporation	03/16/98	03/17/98	49,550,000	5.640	7,762.83
Nesbitt Burns Securities	03/17/98	03/18/98	3,834,000	5.520	587.88

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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>
Citicorp Securities Mkts	03/17/98	03/18/98	\$ 7,378,000	5.500%	\$ 1,127.19
Nesbitt Burns Securities	03/17/98	03/18/98	21,102,000	5.520	3,235.64
Nesbitt Burns Securities	03/17/98	03/18/98	29,385,000	5.520	4,505.70
Citicorp Securities Mkts	03/17/98	03/18/98	29,976,000	5.500	4,579.67
Citicorp Securities Mkts	03/17/98	03/18/98	32,646,000	5.500	4,987.58
Zions First National Bank	03/17/98	03/18/98	40,000,000	5.500	6,111.11
Nesbitt Burns Securities	03/17/98	03/18/98	42,073,000	5.520	6,451.19
Nesbitt Burns Securities	03/18/98	03/19/98	3,805,000	5.460	577.09
CIBC Oppenheimer	03/18/98	03/19/98	4,603,000	5.450	696.84
Nesbitt Burns Securities	03/18/98	03/19/98	20,063,000	5.460	3,042.89
Lehman Brothers	03/18/98	03/20/98	24,718,750 *	5.430	7,470.56

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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>
Nesbitt Burns Securities	03/18/98	03/19/98	\$ 28,585,000	5.460%	\$ 4,335.39
Nesbitt Burns Securities	03/18/98	03/19/98	41,687,000	5.460	6,322.53
CIBC Oppenheimer	03/18/98	03/19/98	49,397,000	5.450	7,478.16
Zions First National Bank	03/18/98	03/19/98	50,000,000	5.460	7,583.33
Paribas Corporation	03/19/98	03/20/98	3,783,000	5.440	571.65
Paribas Corporation	03/19/98	03/20/98	12,236,000	5.440	1,849.00
Nesbitt Burns Securities	03/19/98	03/20/98	12,370,000	5.440	1,869.24
Paribas Corporation	03/19/98	03/20/98	27,820,000	5.440	4,203.91
Nesbitt Burns Securities	03/19/98	03/20/98	44,630,000	5.440	6,744.09
Paribas Corporation	03/19/98	03/20/98	49,040,000	5.440	7,410.49
Zions First National Bank	03/19/98	03/20/98	50,000,000	5.430	7,541.67

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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>
Nesbitt Burns Securities	03/20/98	03/23/98	\$ 3,781,000	5.370%	\$ 1,692.00
Citicorp Securities Mkts	03/20/98	03/23/98	4,432,000	5.360	1,979.63
Nesbitt Burns Securities	03/20/98	03/23/98	12,884,000	5.370	5,765.59
Nesbitt Burns Securities	03/20/98	03/23/98	27,759,000	5.370	12,422.15
Citicorp Securities Mkts	03/20/98	03/23/98	29,323,000	5.360	13,097.61
Nesbitt Burns Securities	03/20/98	03/23/98	48,385,000	5.370	21,652.29
Citicorp Securities Mkts	03/20/98	03/23/98	50,245,000	5.360	22,442.77
Nesbitt Burns Securities	03/23/98	03/24/98	2,425,000	5.470	368.47
CIBC Oppenheimer	03/23/98	03/24/98	3,782,000	5.460	573.60
Nesbitt Burns Securities	03/23/98	03/24/98	19,575,000	5.470	2,974.31
CIBC Oppenheimer	03/23/98	03/24/98	27,542,000	5.460	4,177.20

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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>
CIBC Oppenheimer	03/23/98	03/24/98	\$ 28,758,000	5.460%	\$ 4,361.63
CIBC Oppenheimer	03/23/98	03/24/98	32,514,000	5.460	4,931.29
Zions First National Bank	03/23/98	03/24/98	50,000,000	5.460	7,583.33
Citicorp Securities Mkts	03/24/98	03/25/98	3,726,000	5.430	562.01
Citicorp Securities Mkts	03/24/98	03/25/98	11,941,000	5.430	1,801.10
Lehman Brothers	03/24/98	03/27/98	24,695,000 *	5.540	11,325.40
Lehman Brothers	03/24/98	03/27/98	24,867,500 *	5.540	11,404.51
Citicorp Securities Mkts	03/24/98	03/25/98	26,993,000	5.430	4,071.44
Dean Witter Reynolds	03/24/98	03/25/98	41,300,000	5.430	6,229.42
Dean Witter Reynolds	03/24/98	03/25/98	43,700,000	5.430	6,591.42
Citicorp Securities Mkts	03/24/98	03/25/98	49,142,000	5.430	7,412.25

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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>
Zions First National Bank	03/25/98	03/26/98	\$ 3,634,000	5.570%	\$ 562.26
Zions First National Bank	03/25/98	03/26/98	9,982,000	5.570	1,544.44
Zions First National Bank	03/25/98	03/26/98	26,382,000	5.570	4,081.88
Citicorp Securities Mkts	03/25/98	03/26/98	38,558,000	5.560	5,955.07
Citicorp Securities Mkts	03/25/98	03/26/98	44,442,000	5.560	6,863.82
Zions First National Bank	03/25/98	03/26/98	50,950,000	5.570	7,883.10
Citicorp Securities Mkts	03/26/98	03/27/98	3,634,000	5.530	558.22
Citicorp Securities Mkts	03/26/98	03/27/98	11,838,000	5.530	1,818.45
Paribas Corporation	03/26/98	03/27/98	25,512,000	5.550	3,933.10
Citicorp Securities Mkts	03/26/98	03/27/98	26,060,000	5.530	4,003.11
Paribas Corporation	03/26/98	03/27/98	47,488,000	5.550	7,321.07

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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>
Citicorp Securities Mkts	03/26/98	03/27/98	\$ 49,019,000	5.530%	\$ 7,529.86
CIBC Oppenheimer	03/27/98	03/30/98	3,627,000	5.450	1,647.26
Lehman Brothers	03/27/98	03/30/98	6,110,000	5.470	2,785.14
CIBC Oppenheimer	03/27/98	03/30/98	22,581,000	5.450	10,255.54
CIBC Oppenheimer	03/27/98	03/30/98	28,769,000	5.450	13,065.92
CIBC Oppenheimer	03/27/98	03/30/98	32,062,000	5.450	14,561.49
Lehman Brothers	03/27/98	03/30/98	51,890,000	5.470	23,653.19
Paribas Corporation	03/30/98	03/31/98	3,614,000	5.650	567.20
Paribas Corporation	03/30/98	03/31/98	4,744,000	5.650	744.54
CIBC Oppenheimer	03/30/98	03/31/98	10,016,000	5.650	1,571.96
Paribas Corporation	03/30/98	03/31/98	21,720,000	5.650	3,408.83

(Board - 5/28/98)

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>
Paribas Corporation	03/30/98	03/31/98	\$ 22,545,000	5.650%	\$ 3,538.31
CIBC Oppenheimer	03/30/98	03/31/98	31,984,000	5.650	5,019.71
Paribas Corporation	03/30/98	03/31/98	34,000,000	5.650	5,336.11
Citicorp Securities Mkts	03/31/98	04/01/98	3,482,000	5.900	570.66
Citicorp Securities Mkts	03/31/98	04/01/98	9,910,000	5.900	1,624.14
Citicorp Securities Mkts	03/31/98	04/01/98	22,397,000	5.900	3,670.62
Paribas Corporation	03/31/98	04/01/98	30,081,000	5.950	4,971.72
CIBC Oppenheimer	03/31/98	04/01/98	34,250,000	5.850	5,565.63
Paribas Corporation	03/31/98	04/01/98	49,919,000	5.950	8,250.50
Citicorp Securities Mkts	03/31/98	04/01/98	50,000,000	5.900	8,194.44

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

(Board - 5/28/98)

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	03/02/98	03/03/98	\$ 29,775,000	5.300%	\$ 4,383.54
Lehman Brothers	03/02/98	03/03/98	29,775,000	5.300	4,383.54
Dresdner Kleinwort Benson	03/04/98	03/09/98	24,781,250	5.050	17,553.39
Dresdner Kleinwort Benson	03/04/98	03/13/98	24,656,250	5.150	31,642.19
Dresdner Kleinwort Benson	03/05/98	03/09/98	28,575,000	5.100	16,271.88
Lehman Brothers	03/05/98	03/10/98	44,831,250	5.300	32,440.39
Lehman Brothers	03/05/98	03/13/98	24,750,000	5.250	28,703.13
Dresdner Kleinwort Benson	03/06/98	03/10/98	19,800,000	5.100	11,055.00
Dresdner Kleinwort Benson	03/09/98	03/13/98	49,250,000	5.300	29,139.58
Lehman Brothers	03/18/98	03/20/98	24,718,750	5.000	5,664.71
Lehman Brothers	03/24/98	03/27/98	49,562,500	5.400	21,958.94

(Board - 5/28/98)

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, 1998 through March 31, 1998, 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

No new transactions this period.

Options Transactions - Sold

Transaction				Exercise	xpirations/		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 - 5/28/98)

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, 1998 and March 31, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of March 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$779.6 million, including \$384.6 million pertaining to refundings and \$110.0 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, 1998 and March 31, 1998 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 - 5/28/98)

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, 1998 through March 31, 1998 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 Hedge</u>
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No outstanding Hedge during the 1st Quarter 1998.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period January 1, 1998 to March 31, 1998.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
JFK-407-98 John F. Kennedy International Airport - Supervision of Fabrication and Installation for Art Fence in Areas 1, 2 and 4 of the Central Terminal Area on a Call-in Basis Tunnels & Towers, Inc. New York, NY	Sole Source	2) \$ 420,000 5) 350,000
JFK-554.011 John F. Kennedy International Airport - Redeveloped Roadway Network - Interim CTA Improvements Phase II William A. Gross Construction Associates, Inc. New Hyde Park, NY	14	1) \$ 945,655 2) 487,325 3) 29,240 5) 600,000

(Board - 5/28/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
JFK-970.621 John F. Kennedy International Airport - Construction of 315 Foot Blast Fence for Taxiway 'PD' Janco Contracting Corporation Staten Island, NY	6	1) \$ 369,000 2) 149,885 3) 8,993 4) 15,000 5) 135,000
John F. Kennedy International Airport - Agreement to Provide Specialized Passenger Assistance Travelers Aid Services New York, NY	Sole Source	2) \$ 150,000
EWR-124.050 Duplication of Closed Circuit Television Monitors in the Terminal B Operation Control Center Toni Harris Enterprises, Inc. Budd Lake, NJ	13	1) \$ 330,000 2) 175,000 3) 11,000 4) 50,000 5) 225,000
EWR-683 Newark International Airport - Removal and Disposal of Sediment - Bay Water Pump Station Underwater Service Corporation Kingston, PA	16	1) \$ 350,000 2) 92,999 3) 5,600 5) 134,000

(Board - 5/28/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
PSE-641 Newark International Airport - Cleaning of the International Facility at Terminal B-3 - Three Month Extension TUCS Cleaning Service, Inc. West Orange, NJ	Existing Contract	2) \$ 250,000
LGA-980.410 Central Terminal Building - Curbside Public Address System Twin Towers Enterprises, Inc. Maspeth, NY	Sole Source	2) \$ 224,820 3) 13,490 5) 185,000
LaGuardia Airport - Senior Citizens Apple Aide Volunteer Program	Negotiated	2) \$ 93,280
GWB-330A George Washington Bridge - Completion of Fencing and Site Improvements M.A.C.C. Construction, Inc. Newark, NJ	2	1) \$ 225,000 2) 164,500 3) 9,900 4) 10,000 5) 230,000

(Board - 5/28/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
GWB-408 George Washington Bridge - Cabrini Slip - Furnish and Install Barrier Gate C.C.M. Contracting Corporation Maspeth, NY	3	1) \$ 500,000 2) 387,000 3) 23,200 5) 250,000
AK-151 Staten Island Bridges - Paving of Access Roadways Beneath Bridge Roadways and Goethals Bridge Administration Building Parking Lot W. Kelly Equipment, Inc. Morris Plains, NJ	12	1) \$ 719,875 2) 264,264 3) 15,900 4) 25,000 5) 380,000
BT-373 Port Authority Bus Terminal - Upgrade of Life Safety Control Systems at 41 st Street Ventilation Building PyroSignal & Suppression, Inc. Bayside, NY	Sole Source	2) \$ 85,542 3) 6,840 5) 85,000
BT-379 Port Authority Bus Terminal - Reroofing of North and South Wing - Miscellaneous Roofs Plato Construction Corp. Brooklyn, NY	4	1) \$ 772,400 2) 615,798 3) 49,264 4) 50,000 5) 605,000

(Board - 5/28/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
98-NYIP-001 Bathgate Industrial Park - Authorization to Enter into Security Guard Service Agreement Explorer Investigation Agency, Inc. New York, NY	5	1) \$ 485,884 2) 379,034 3) 22,742
Yonkers Industrial Park - Reimbursement via Rent Credit for Facility Improvement Skil-Care Corporation Yonkers, NY	Negotiated	2) \$ 89,919
HH-971.125 Howland Hook Marine Terminal - Maintenance Dredging and Material Disposition Weeks Marine Inc. Camden, NJ	3	1) \$ 1,177,500 2) 455,700 3) 27,350 4) 25,000 5) 800,000
PSE-758 New Jersey Marine Terminals - General Cleaning Contract Byers Janitorial Service & Supplies, Inc. Perth Amboy, NJ	8	1) \$ 1,369,004 2) 455,634 3) 27,338 5) 481,880

(Board - 5/28/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
HT-390 Holland Tunnel - Ventilation Buildings and Mid-River Sump Rooms - Fire Standpipe Replacement Regis Contracting Inc. Central Valley, NY	9	1) \$ 599,862 2) 245,000 3) 19,600 4) 20,000 5) 280,000
Purchase of Trade Information Data The Journal of Commerce New York, NY	Sole Source	2) \$ 130,000
MF-415.810 Tunnels, Bridges and Terminals Department - New Jersey Facilities - Asbestos Removal via Work Order A-Tech Restoration, Inc. North Haledon, NJ	20	1) 25% 2) 3%* 5) 7%

*Compensation based on actual net cost of work plus a percentage fee, with a maximum total work allowance of \$900,000.

(Award - 5/28/98)

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period January 1, 1998 to March 31, 1998.

PART II.

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52606	1*	1)\$ -----
P.O. NO: 22213	2 INCOMPLETE BIDS	2) 147,075.00
DESCRIPTION: TRANSPORTATION & DISPOSAL OF PCB FLUIDS PCB CONTAMINATED DEVICES & SOLID WASTE FROM PA FACILITIES		3) 424,000.00
AWARDED TO: TCI, INCORPORATED HUDSON, NY		
REQUISITION NO: 52972	3*	1)\$ 475,112.70
P.O. NO: 22242		2) 343,324.80
DESCRIPTION: CLINICAL LAB SERVICES		3) 200,000.00
AWARDED TO: MEDILABS INC. VALLEY COTTAGE, NY		
REQUISITION NO: 52631	3*	1)\$ 142,675.00
P.O. NO: 22286		2) 135,458.00
DESCRIPTION: TELESCOPING AERIAL TRUCK & EQUIPMENT		3) 120,000.00
AWARDED TO: BRUNO TRUCK SALES BROOKLYN, NY		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u>	<u>2) LOW BID</u>	<u>3) STAFF ESTIMATE</u>
REQUISITION NO: 53681	1*	1)\$ -----		
P.O. NO: 22492	2 INCOMPLETE BIDS	2) 225,000.00		
DESCRIPTION: GENUINE OSHKOSH HEAVY DUTY PARTS		3) 250,000.00		
AWARDED TO: BEYER BROTHERS. GMC CORP. FAIRVIEW, NJ				
REQUISITION NO. 54009	1	1) -----		
P.O. NO. 22513	NY STATE CONTRACT	2) 162,525.00		
DESCRIPTION CARPET TILES FOR WTC		3) 160,000.00		
AWARDED TO: BROCKPORT-SHAW CARPET, INC. ROCHESTER, NY				
REQUISITION NO. 52849	2*	1)\$ 85,200.00		
22595		2) 80,389.00		
DESCRIPTION FIRE HOSE CABINET ENCLOSURES		3) 40,000.00		
AWARDED TO: WESTFIELD SHEET METAL WORKS, INC. KENILWORTH, NJ				
REQUISITION NO. 53516	1*	1)\$ -----		
P.O. NO. 22616	1 NON-RESPONSIVE BID	2) 80,541.20		
DESCRIPTION RADIANT FIBER OPTIC TRANSMITTER/RECEIVER		3) 82,000.00		
AWARDED TO: HENRY BROTHERS SADDLE BROOK, NJ				

* ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO.	52975	6*	1) 241,000.00
P.O. NO.	22618		2) 188,400.00
DESCRIPTION:	LOCKSMITH SERVICE @ NEWARK AIRPORT- TWO YEAR CONTRACT		2) 150,000.00
AWARDED TO:	HOBOKEN LOCK & SUPPLY CO. HOBOKEN, NJ		
REQUISITION NO.	53715	10*	1) 157,676.00
P.O. NO.	22681	** LOW BIDDER-NON-RESPONSIBLE	2) 64,260.00**
DESCRIPTION:	FOLDUP AIRPORT DIRECTORIES		3) 140,000.00
AWARDED TO:	CASTLEREAGH INC FREEPORT, NY	\$99,592.00	
REQUISITION NO:	53238	3*	1) 149,838.00
P.O. NOS.	22687		2) 108,848.60
DESCRIPTION	FIRE RATED LUMBER-TWO YEAR CONTRACT		3) 114,000.00
AWARDED TO:	TULNOY LUMBER, INC. CARTERET, NJ		
REQUISITION NO:	51963	4*	1)\$ 142,205.59
P.O. NO:	22725		2) 117,758.45
DESCRIPTION:	CONDUIT-TWO YEAR CONTRACT		3) 105,600.00
AWARDED TO:	WESCO DISTRIBUTION PARSIPPANY, NJ		

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 53961	7*	1) \$ 129,067.00
P.O. NO: 22728		2) 88,611.00
DESCRIPTION: ELBECO UNIFORM SHIRTS-ONE YEAR CONTRACT		3) 90,000.00
AWARDED TO: KATZIN'S UNIFORMS, INC. NEWARK, NJ		
REQUISITION NO: 53210	1	1) -----
P.O. NO: 22741	NJ STATE CONTRACT	2) 109,114.43
DESCRIPTION: AUTO FILTERS-ONE YEAR CONTRACT		3) 70,000.00
AWARDED TO: GOLDIE'S AUTOMOTIVE KEARNY, NJ		
REQUISITION NO: 54355	1	1) -----
P.O. NOS: 22747	NJ STATE CONTRACT	2) 116,782.37
DESCRIPTION: PLUMBING FITTINGS-TWO YEAR CONTRACT		3) 120,000.00
AWARDED TO: GRANT SUPPLY CO. NORTH BRUNSWICK, NJ		

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 53741 P.O. NOS: 22771 DESCRIPTION: ALUMINUM SHEETING--ONE YEAR CONTRACT AWARDED TO: AMSIGN CORP. SOUTH HADLEY, MA	5*	1)\$ 190,400.00 2) 105,728.00 3) 125,000.00
REQUISITION NO: 53710 P.O. NO: 22774 DESCRIPTION: ELECTRIC MAINTENANCE @ WTC--ONE YEAR CONTRACT AWARDED TO: ANGEL ELECTRICAL CONSTRUCTION, INC BROOKLYN, NY	4*	1)\$ 403,800.00 2) 241,508.50 3) 350,000.00
REQUISITION NO: 53420 P.O. NO: 22800 DESCRIPTION: HPS LIGHTING FOR PORT NEWARK AWARDED TO: KILOVAR ELECTRICAL CONTRACTORS INC. PARLIN, NJ	10*	1)\$ 227,500.00 2) 93,490.00 3) 150,000.00
REQUISITION NO: 53236 P.O. NOS: 22807 & 22813 DESCRIPTION: ELECTRICAL WIRE--ONE YEAR CONTRACT AWARDED TO: 22807 - KING WIRE CORP. \$184,473.86 NORTH CHICAGO, IL 22813 - HARRY BURWELL & ASSOCIATAES 15,463.25 GREAT NECK, NY	0* 4 PARTIAL BIDS	1)\$ ----- 2) ----- 3) 271,000.00
TOTAL AWARD		\$199,937.00

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 52007 P.O. NO: 22822 DESCRIPTION: CRASH CUSHIONS-ONE YEAR CONTRACT	1 NY CITY CONTRACT	1)\$ ----- 2) 181,306.40 3) 167,500.00
AWARDED TO: TRANSPO INDUSTRIES NEW ROCHELLE, NY		
REQUISITION NO: 52542 P.O. NO: 22873 DESCRIPTION: FIRE FIGHTING FOAM FOR AVIATION-TWO YEAR CONTRACT	4*	1)\$ 277,800.00 2) 208,520.00 3) 212,000.00
AWARDED TO: SPECIALTY CHEMICALS DIV. 3M SAINT PAUL, MN		
REQUISITION NO: 53477 P.O. NO: 22882 DESCRIPTION: PUMP STATION SERVICE @ NJ MARINE TERMINALS	5*	1)\$1,180,514.70 2) 449,400.00 3) 457,920.00
AWARDED TO: CLEAN VENTURE ELIZABETH, NJ		

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 53852 P.O. NO: 22907 DESCRIPTION: CAFETERIA SUPPLIES-ONE YEAR CONTRACT	2*	1)\$ 149,895.25 2) 126,667.04 3) 173,000.00
AWARDED TO: PAPER PLUS INC. CARTERET, NJ		
REQUISITION NO: 54224 P.O. NO: 22908 DESCRIPTION: HARDWARE ITEMS-TWO YEAR CONTRACT	3*	1)\$ 168,260.10 2) 137,280.58 3) 146,500.00
AWARDED TO: GALES INDUSTRIAL SUPPLY KEYPORT, NJ		
REQUISITION NO: 54138 P.O. NO: 22912 DESCRIPTION: PAPER USAGE-ONE YEAR CONTRACT	1* 2 NON-RESPONSIVE BIDS	1)\$ ----- 2) 88,209.95 3) 82,000.00
AWARDED TO: MARQUARDT & CO. INC. NEW YORK, NY		

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 53884	2*	1)\$ 244,242.25
P.O. NOS: 22975 & 22976		2) 196,623.15
DESCRIPTION: DOOR CHECKS AND PARTS-TWO YEAR CONTRACT		3) 180,000.00
AWARDED TO: 22975 - ACE LOCKSMITH COMPANY	\$ 88,616.05	
UNION, NJ		
22976 - WEILGUS & SONS INC.	\$ 88,405.85	
NEW YORK, NY		
TOTAL AWARD	<u>\$ 177,021.90</u>	
REQUISITION NO: 53335	5*	1)\$ 428,825.00
P.O. NO: 22994		2) 90,000.00
DESCRIPTION: CLEANING & CLEARING OF SANITARY/STORM SYSTEMS @ LAGUARDIA-THREE YEAR CONTRACT		3) 110,000.00
AWARDED TO: A&L CESSPOOL SERVICE CORP.		
LONG ISLAND CITY, NY		

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 53780 P.O. NO: 23002 DESCRIPTION: EMERGENCY ROOF REPAIRS @ PORT NEWARK TWO YEAR CONTRACT	9* SBE PREFERENCE	1)\$ 279,800.00 2) 153,300.00 3) 150,000.00
AWARDED TO: CHRIS ANDERSON MATERIALS PERTH AMBOY, NJ	\$157,600.00***	
REQUISITION NO: 54240 P.O. NO: 23010 DESCRIPTION: HAND TOWELS-TWO YEAR CONTRACT	5*	1)\$ 323,300.00 2) 134,102.40 3) 141,000.00
AWARDED TO: COMPETITION UNLIMITED WESTBURY, NY		
REQUISITION NO: 53239 P.O. NO: 23047 DESCRIPTION: LUMBER-TWO YEAR CONTRACT	7*	1)\$ 730,675.85 2) 306,192.10 3) 364,600.00
AWARDED TO: BAYWAY LUMBER & HOME CENTER LINDEN, NJ		
REQUISITION NO: 54615 P.O. NO: 23060 DESCRIPTION: NATURAL GAS FOR NEWARK LEGAL CENTER HEATING-9 MONTH CONTRACT	1 NJ STATE CONTRACT	1)\$ ----- 2) 180,000.00 3) 180,000.00
AWARDED TO: NATIONAL FUEL RESOURCES CLARK, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 54210 P.O. NO: 23072 DESCRIPTION: FIRE ALARM CABLE-ONE YEAR CONTRACT AWARDED TO: MEADOWLANDS ELECTRONICS CLIFTON, NJ	10*	1)\$ 303,396.25 2) 133,229.96 3) 126,000.00
REQUISITION NO: 54465 P.O. NO: 23158 DESCRIPTION: TOOLS ASSORTED-TWO YEAR CONTRACT AWARDED TO: WARREN BALDERSTON TRENTON, NJ	1 NJ STATE CONTRACT	1)\$ ----- 2) 144,689.02 3) 168,000.00
REQUISITION NO: 53604 P.O. NO: 23265 DESCRIPTION: GLASS REQUIREMENTS @ JFKIA-TWO YEAR CONTRACT AWARDED TO: FRANKLEN GLASS CORP. RIDGEWOOD, NY	10*	1)\$ 231,975.00 2) 113,600.00 3) 148,000.00

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 53994		5*	1)\$ 334,620.00
P.O. NO: 23340			2) 240,507.00
DESCRIPTION: MICHELIN TIRES-FIVE YEAR CONTRCT			3) 250,000.00
AWARDED TO: TIRE SUPPLY CORP. OF BRONX BRONX, NY			
REQUISITION NO: 53523		2*	1)\$ 465,303.50
P.O. NO: 23342			2) 306,000.00
DESCRIPTION: PASSENGER LOADING BRIDGES MTCE. & REPAIR			3) 310,000.00
AWARDED TO: OXFORD AIRPORT TECHNICAL SERVICES FLORAL PARK, NY			
REQUISITION NO: 54984		1	1)\$ -----
P.O. NO: 23347		NY STATE CONTRACT	2) 355,643.44
DESCRIPTION: XEROX LEASE-5 YEAR CONTRACT			3) 381,000.00
AWARDED TO: XEROX CORPORATION NEW YORK, NY			
REQUISITION NO: 54979		1	1)\$ -----
P.O. NO: 23382		GSA PRICING	2) 126,019.44
DESCRIPTION: XEROX MAINTENANCE AGREEMENT-6 MONTHS			3) 150,000.00
AWARDED TO: XEROX CORPORATION NEW YORK, NY			

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 54080	4*	1)\$1,785,030.00
P.O. NOS: 23386	**LOW BIDDER-NON-RESPONSIVE	2) 156,000.00**
DESCRIPTION: NETWORK MONITORING-TWO YEAR CONTRACT		3) 492,000.00
AWARDED TO: VITAL NETWORK SERVICES NAUGATUCK		
REQUISITION NO: 54407	7*	1)\$ 202,858.00
P.O. NO: 23463		2) 86,658.25
DESCRIPTION: GARDENING & LANDSCAPING SERVICES @ NEWARK LEGAL CENTER		3) 46,500.00
AWARDED TO: SUMMIT PLANTS & FLOWERS INC. SPRINGFIELD, NJ		
REQUISITION NO: 54989	1	1)\$ -----
P.O. NO: 23485	NJ STATE CONTRACT	2) 93,808.55
DESCRIPTION: NATURAL GAS FOR GWB-ONE YEAR CONTRACT		3) 93,808.55
AWARDED TO: NATURAL FUEL RESOURCES CLARK, NJ		
REQUISITION NO: 55169	1	1)\$ -----
P.O. NO: 23537	NY STATE CONTRACT	2) 145,680.50
DESCRIPTION: NETWORK EQUIPMENT FOR COMPROLLERS		3) 146,800.00
AWARDED TO: CISCO SYSTEMS NEW YORK, NY		

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 55097 P.O. NOS: 23588 DESCRIPTION: INSULATION, FURNISH & INSTALL @ NJ MARINE TERMINALS	5*	1)\$ 880,000.00 2) 192,950.00 3) 125,000.00
AWARDED TO: THERMALTECH INDUSTRIES INC. SUSSEX, NJ		
REQUISITION NO: 54846 P.O. NO: 23601 DESCRIPTION: PTO-DRIVEN, TOW-BEHIND LITTER PICKER	1*	1)\$ ----- 2) 93,960.00 3) 94,000.00
AWARDED TO: H. BARBER & SONS, INC. NAUGATUCK, CT		
REQUISITION NO: 55345 P.O. NO: 23613 DESCRIPTION: VERTICAL STORAGE & RETRIEVAL SYSTEM	1 NJ STATE CONTRACT	1)\$ ----- 2) 367,122.90 3) 500,000.00
AWARDED TO: GARDEN STATE OFFICE SYSTEMS PISCATAWAY, NJ		

*ADVERTISED

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) STAFF ESTIMATE
P.O. 13776 EWR - HVAC Systems' Pneumatic, Electric and Electronic Control Maintenance - Extension of Purchase Order Contract Honeywell, Inc. Westfield, NJ	Existing Contract	2) \$ 265,000 3) 15,900
P.O. 13866 Lincoln Tunnel - 41 st St. Ventilation Building - Rehabilitation of Vane Axial Fans Howden Fan Company Metuchen, NJ	Sole Source	2) \$ 67,000 3) 17,473
P.O. 22756 The World Trade Center - Design, Fabrication and Delivery of Corner Platforms Spider Staging Corporation King of Prussia, PA	1	2) \$ 131,000 4) 120,000
Requirements Contract - Purchase of Traffic Delineators Carsonite International Carson City, NV	Sole Source	2) \$ 205,000

(Board - 5/28/98)

PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) STAFF ESTIMATE
Requirements Contract for the Purchase of Gastech Confined Space Test Equipment and Training in Its Use Bomark Instruments, Inc. Riverdale, NJ	Sole Source	2) \$ 180,000
Requirements Contract for the Purchase of Oce Bruning Copier Supplies Oce Bruning New York, NY	Sole Source	2) \$ 240,000

(Board - 5/28/98)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period January 1, 1998 to March 31, 1998.

NAME	FACILITY	AMOUNT COLLECTED
COOPER, NEFF & ASSOC	World Trade Center	\$ 40,000.00
ACADEMY LINES	LaGuardia Airport	707.25
AIELLO GABRIELA	Holland Tunnel	125.00
BENZ LINDA	Lincoln Tunnel	1,236.25
BRAND GEORGE	George Washington Bridge	6,250.00
DAUNNO WILLIAM	Goethals Bridge	80.00
DOMANSKI STEPHEN T	Off Property	11,660.00
DUFFY DISPOSAL CO	Teleport	4,240.00
GILLMORE DARLENE	Holland Tunnel	463.21
NJ TRANSIT CORP	Bus Terminal	10,000.00
NMAC	George Washington Bridge	524.60
SHELLITO BRIAN T	Goethals Bridge	2,500.00
	TOTAL	\$ 77,786.31

PAYMENTS RECEIVED ON CLAIMS NOT YET CLOSED

NAME	FACILITY	AMOUNT COLLECTED
PACHECO & LUGO	World Trade Center	\$ 7,365.40
AVNE	Bathgate Industrial Park	2,550.70
ANTAO & CHUANG	World Trade Center	1,200.00
ROBERT MANZO	World Trade Center	50.00
DAVID OWENS	World Trade Center	85.00
AMOCO OIL CO	John F. Kennedy International Airport	425,000.00
FALCON FREIGHT INT'L	World Trade Center	1,000.00
HORIZON AIR INC	Newark International Airport	4,402.93
AEROCARGO	John F. Kennedy International Airport	250.00
CLAY PARK LABS	Bathgate Industrial Park	212,085.56
	TOTAL	\$ 653,989.59
	TOTAL COLLECTED	\$ 731,775.90

(Board - 5/28/98)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
BUDNOW ROBERT	Off Property	\$ 1,971.81
CALDWELL JOHN/NJ MANUF	Lincoln Tunnel	365.38
CELAYA GLORIBEL	Off Property	2,304.24
DE LUISE LEEANN	Outerbridge Crossing	500.00
DIAZ CESAR	Port Newark	32,500.00
KO YANG MING	John F. Kennedy International Airport	542.50
MCLOUGHLIN TERRENCE	Lincoln Tunnel	1,306.00
OSVOLD PAUL	Holland Tunnel	864.11
PEARLMAN RUTH/AETNA CAS	Lincoln Tunnel	818.81
PIERRE-LOUIS MARGO	Lincoln Tunnel	2,137.07
PUCCIO GEORGE	George Washington Bridge	228.01
SAFE GUARD SURFACING/COM	Lincoln Tunnel	776.83
ST LOUIS NANCY	John F. Kennedy International Airport	2,484.00
CASSELL ANDREW/TICO INS	Off Property	11,847.23
COSTANZO MARIE	Holland Tunnel	25,000.00
D'ALOISIO BRUCE	Lincoln Tunnel	17,500.00
HARRIS RICHARD	Newark International Airport	16,500.00
LOIZOU GAIL	Holland Tunnel	25,000.00
MAGNONE ALBERTO	Lincoln Tunnel	2,500.00
SPERAKIS ATHANASIA	John F. Kennedy International Airport	65,000.00
BRUNELL CARL	George Washington Bridge	200.00
BARBARO DANIEL	John F. Kennedy International Airport	94.85
CHERNOK IRIS	George Washington Bridge	300.00
GELFARB SOL	Newark International Airport	233.58
SAMUELS MICHAEL	George Washington Bridge	50.00
BARRETT DONALD	World Trade Center	4,250.00
BESSLER ELLIE	World Trade Center	4,250.00
CARROLL CAROL & PETER	World Trade Center	4,250.00

(Board - 5/28/98)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
CONKLING BETTY A	World Trade Center	\$ 4,250.00
DE LUCA MICHELLE	World Trade Center	4,250.00
DONASCIMENTO HECTOR	World Trade Center	4,250.00
EDWARDS MARCIA	World Trade Center	4,250.00
MULCHAND SARVANE	World Trade Center	4,250.00
PENTA RAVI & RAMA	World Trade Center	4,250.00
SHAPIRO LUYDMILA	World Trade Center	4,250.00
SIGNORELLA JOHN	World Trade Center	4,250.00
SWEENEY ROSEANNE	World Trade Center	4,250.00
HUE HYACINTH & ERIC	World Trade Center	116,143.31
OGULNICK UNIFORMS	John F. Kennedy International Airport	3,341.00
CHERNER DANIEL	LaGuardia Airport	6,250.00
ALMANZA BRYANT (INF)	Newark International Airport	660.12
DI BELLA GIUSEPPA	Newark International Airport	12,500.00
GOTTSCHALL LEE ANN	Newark International Airport	10,000.00
LINK ELEANOR	World Trade Center	527.00
REKHTMAN MARK	George Washington Bridge	500.00
RENGIFO CARMEN	World Trade Center	51,984.73
SASS JOYCE	LaGuardia Airport	175.00
ARIAS CLAUDIA	Off Property	15,000.00
BEGLEY JAMES M	Bayonne Bridge	190.00
CONWAY PATRICK	John F. Kennedy International Airport	287.00
CORTSELLI GINA	Outerbridge Crossing	480.00
CRATON GROUP D/B/A WHEEL	Newark International Airport	561.69
ESPOSITO CLIVIA	Newark International Airport	341.64
FRANKEL IRWIN	George Washington Bridge	20.37
GILMOUR PATRICIA	George Washington Bridge	50.00
HAJJAR MAHMOUD	John F. Kennedy International Airport	169.62

(Board - 5/28/98)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
HUTCHINSON SUSAN	Outerbridge Crossing	\$ 302.10
JOSEPH VIVIAN	Holland Tunnel	50.00
KELLINGER CURT	George Washington Bridge	1,423.37
KISS MARTIN SR	John F. Kennedy International Airport	574.94
LUFTHANSA AIRLINES	John F. Kennedy International Airport	4,326.00
MANNUCCI JOSEPH JR	Newark International Airport	100.00
MARGIOTTA VINCENT	George Washington Bridge	75.00
MARIANO STEPHEN	Newark International Airport	1,490.23
MARKEY BERNARD	John F. Kennedy International Airport	1,032.52
MIZRAHI THORL	LaGuardia Airport	565.92
NEWPORT ASSOC DEVELOP	Off Property	1,828.50
RADIO SHACK/FABRICANTE B	Bus Terminal	15,000.00
ROSNER HANAN	Goethals Bridge	200.00
SAFDAR RAJA M	John F. Kennedy International Airport	457.88
SEYHAL AAMIR	John F. Kennedy International Airport	493.75
SMALLEY RONALD L	World Trade Center	720.16
SPRUILL MICHAEL	LaGuardia Airport	734.79
UNITED AIRLINES	John F. Kennedy International Airport	23,416.95
WATSON LAURA JEAN	Newark International Airport	68.59
WIGINS AIRWAYS	John F. Kennedy International Airport	1,049.36
WOJDYLA RONALD	Newark International Airport	745.18
WULFFLEFF DOUGLAS	LaGuardia Airport	354.59
WEISS MARCIA	Bus Terminal	7,500.00
BIROS JOHN	Newark International Airport	10,000.00
BISHOP GLORIA	John F. Kennedy International Airport	35,000.00
BRUCKENSTEIN MARY	LaGuardia Airport	20,000.00
DAUGHTRY BELINDA	Newark International Airport	11,000.00
HANKS EMILY	John F. Kennedy International Airport	5,000.00

(Board - 5/28/98)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
HANKS PAUL	John F. Kennedy International Airport	\$ 2,000.00
MILLER JOSEPH J	Newark International Airport	60,000.00
VUOSO JOHN	John F. Kennedy International Airport	60,250.00
CORCORAN JACK	Newark International Airport	101.70
LAW TERRY	Newark International Airport	65.82
	TOTAL	\$ 749,383.25

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES OF SPECIAL BOARD MEETING

Thursday, June 11, 1998

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Hoboken South Waterfront Development - Approval of Expenditures Relating to the Development of Hoboken South Waterfront Block "A"	317

MINUTES of a special meeting of The Port Authority of New York and New Jersey held Thursday, June 11, 1998, 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. Aubrey C. Lewis
Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
Jeffrey S. Green, General Counsel
Daniel D. Bergstein, Secretary

Lillian C. Borrone, Director, Port Commerce
Karen E. Eastman, Assistant Secretary
Christopher O. Ward, Chief, Corporate Planning and External Affairs

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. Peter S. Kalikow
Hon. George D. O'Neill
Hon. Melvin L. Schweitzer
Hon. Anastasia M. Song

The Secretary reported that the meeting was duly called in accordance with the By-Laws.

The meeting was called to order in executive session by the Chairman at 12:05 p.m. and ended at 12:17 p.m.

HOBOKEN SOUTH WATERFRONT DEVELOPMENT - APPROVAL OF EXPENDITURES RELATING TO THE DEVELOPMENT OF HOBOKEN SOUTH WATERFRONT BLOCK "A"

It was recommended that the Board authorize the Committee on Operations to authorize the Executive Director to provide an amount (the Additional Port Authority Investment), in addition to the \$75 million currently authorized for the Hoboken South Waterfront Development Project (the "Project"), which will assure adequate public parking for the Block A portion of the Project and will also assure continuation of public parking in the immediate vicinity of the Hoboken PATH Station. It was also recommended, at the request of the City of Hoboken (the "City"), that the Board authorize the Committee on Operations to authorize, subject to the prior execution by the City, the Port Authority and SJP Properties, of a pre-development agreement with agreed upon forms of lease attached as exhibits thereto, the Executive Director to accelerate a payment (the "Additional Payment") to the City which is provided for in the Municipal Development Agreement ("MDA") between the City and the Port Authority, but would otherwise not be due under the MDA until a lease or lease agreements for all of Block "A" have been entered into.

The pre-development agreement shall contain provisions to (i) make non-refundable SJP's entire \$750,000 deposit; (ii) require SJP to provide a least 490 parking spaces to tenants of Block "A" and (iii) provide an appropriate indemnity to the City and the Port Authority for its right of entry during the pre-development period.

On July 13, 1995, the Board authorized the Port Authority's participation in the Project and the execution of the MDA with the City. The Board further authorized the Executive Director to expend up to \$75 million in land payments and infrastructure costs for the Project, with such expenditures to be recovered in the form of ground lease payments from private sector developers. The additional Port Authority Investment will be allocated against the Port Authority's \$125 million commitment to waterfront development in New Jersey.

On November 6, 1996, the City, the Port Authority and SJP Properties ("SJP"), the designated developer of Block A, executed a Pre-Development Agreement for the development of 1.1 million square feet of commercial space on Block "A".

The provision of the Additional Port Authority Investment is necessitated by the need for more off-site parking than was envisioned and at a greater cost and by the desirability of assuring continuation of public parking in the immediate vicinity of the Hoboken PATH Station. This payment will be required when, and only if, SJP closes on the ground lease for the Block "A" building(s) and will be recovered from increased ground rents and other payments to the Port Authority. The developer is purchasing a garage adjacent to Block "A" from the City of Hoboken Parking Authority. SJP and the City have agreed that the deed covering the sale of Garage B to SJP will contain appropriate provisions restricting future use of the Garage B site to public parking. The provision of the Additional Port Authority Investment will not serve to restrict SJP's ability to design, build, operate or market the Block A development.

The acceleration of the "Additional Payment" to the City (which completes payments in connection with Port Authority property purchases) is at the request of the City. At the time of execution of the initial Pre-Development Agreement with SJP in November 1996, it was the

expectation of the City that the milestone for this payment would have been met: however, it has not been met.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Eisenberg, Gargano, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song voting in favor; Commissioner Donovan abstaining; none against:

RESOLVED, that the Committee on Operations be and it hereby is authorized to authorize the Executive Director, for and on behalf of the Port Authority, to (i) provide an amount (the Additional Port Authority Investment) at the time of a closing on a lease agreement among the City of Hoboken, the Port Authority and SJP Properties with respect to Hoboken South Waterfront Block A, the Additional Port Authority Investment to be used to assure the provision of the off-site parking as described above and to be recovered from ground rents and other payments to the Port Authority; and (ii) accelerate, subject to the prior execution by the City, the Port Authority and SJP Properties, of a pre-development agreement containing the provisions described above with agreed upon forms of lease attached as exhibits thereto, the Additional Payment provided for in the Municipal Development Agreement between the City of Hoboken and the Port Authority as described above; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized to authorize the Executive Director, for and on behalf of the Port Authority, to take such actions and enter into such agreements as may be necessary or desirable, including arranging for the acquisition by the Port Authority of any interest in real property, to effectuate the Additional Port Authority Investment and to accelerate the Additional Payment; the form of such agreements shall be subject to the approval of General Counsel or his authorized representative.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, June 25, 1998

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Special, Interim Meeting of the Committee on Operations	319

(Board – 6/25/98)

Special, Interim Meeting of the Committee on Operations

In view of the likelihood that there would be no quorum for the Board meeting scheduled for June 25, 1998, the Board and Committee meetings (other than that of the Committee on Operations) were cancelled. Pursuant to the notice for the June 25, 1998, Board meeting sent to all Commissioners, and consistent with the Board's resolution of December 15, 1994, a special, interim meeting of the Committee on Operations was held. At the meeting, the Committee acted for and on behalf of the Board on certain contract and lease items included in the agenda for the cancelled Board meeting, in light of the need for timely action with respect thereto. A copy of the minutes of the special, interim meeting of the Committee on Operations, held on June 25, 1998, is included with these minutes.

Assistant Secretary

**COMMITTEE ON OPERATIONS
MINUTES OF SPECIAL, INTERIM MEETING
Thursday, June 25, 1998**

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Newark International Airport - Terminals A and B - Lease Agreement with BAA Newark, Inc. for the Development and Subleasing of Retail Space	2
LaGuardia Airport - Dobbs International Services, Inc. - Inflight Meal Kitchen Lease AGA-475	4
New York Airport Access Program - Authorization to Lease and Renovate Space for Jamaica Outreach Program Field Office	5
Lincoln Tunnel - Sale of Land to 42 nd Street Development Corporation	7

**COMMITTEE ON OPERATIONS
MINUTES OF SPECIAL, INTERIM MEETING
126 East 56th Street, 25th Floor
New York, New York
Thursday, June 25, 1998**

(1)

PRESENT:

Hon. Lewis M. Eisenberg
Hon. George D. O'Neill
Hon. Melvin L. Schweitzer
Committee Members

Robert E. Boyle, Executive Director
Jeffrey S. Green, General Counsel
Karen E. Eastman, Assistant Secretary
Lillian C. Borrone, Director, Port Commerce

In view of the likelihood that there would be no quorum for the Board meeting scheduled for Thursday, June 25, 1998, the Board and Committee meetings (other than the Committee on Operations) were cancelled. The Assistant Secretary reported that, pursuant to the notice for the June 25, 1998, Board meeting sent to all Commissioners, and consistent with the Board's resolution of December 15, 1994, a special, interim meeting of the Committee on Operations was called to permit the Committee to act for and on behalf of the Board on certain contract and lease items included in the agenda for the cancelled Board meeting, in light of the need for timely action with respect thereto.

The meeting was called to order in executive session by the Chairman of the Port Authority at 11:05 a.m. and ended at 11:10 a.m.

NEWARK INTERNATIONAL AIRPORT - TERMINALS A AND B - LEASE AGREEMENT WITH BAA NEWARK, INC. FOR THE DEVELOPMENT AND SUBLEASING OF RETAIL SPACE

It was recommended that the Board authorize the Executive Director to enter into an approximately fifteen-year lease with BAA Newark, Inc. ("BAA") for the design, construction, subleasing and management of certain retail areas in Terminals A and B at Newark International Airport. Such lease would become effective only when the lessee airlines in Terminals A and B execute supplements to their leases relinquishing certain space on the concourse level which will constitute a portion of the space being leased to BAA, and the lease would expire on December 31, 2013. The leased premises approximate 95,000 square feet (which includes space under existing retail agreements which will be assigned to BAA) and the lease provides mechanisms and circumstances for other retail space to be added or removed during the lease term.

The Port Authority will have the right to terminate the lease without cause at any time upon thirty (30) days' written notice and, in such event, it would be obligated to reimburse BAA its unamortized capital investment up to \$10 million and if the Port Authority does not assume BAA's subleases, the Port Authority would additionally be responsible for subtenants' unamortized capital investment up to \$10 million. If the Port Authority revokes its consent to subleases without cause, the Port Authority will allow BAA to deduct, through the pass-through mechanism used to calculate net project income ("NPI"), an amount which represents subtenants' unamortized capital investment, up to \$10 million (the same single \$10 million aggregate applicable to subleases upon termination by the Port Authority without cause).

BAA may terminate the lease without cause after the expiration of the third lease year upon at least eighteen months' prior written notice, in which event BAA shall pay to the Port Authority any shortfall in its required minimum capital investment and the Port Authority shall not be obligated to pay BAA for any portion of its unamortized capital investment.

The lease provides for BAA to pay base and variable rentals. The base rental is a minimum annual guarantee equal to \$0.65 per enplaning passenger, which will be reduced proportionately if enplanements at Terminals A and B decline from their 1997 levels. The variable rental will be paid when greater than the base rental and will be based on NPI, which is gross revenues less certain agreed-upon pass-through items which include interest and other finance charges, utility charges, common area maintenance charges, distribution charges and promotion fees, with certain limitations being placed on each of these items. The variable rental payable to the Port Authority will equal 66 percent of NPI up to \$9 million and 85 percent of NPI over \$9 million, with such \$9 million being periodically adjusted by the Consumer Price Index in accordance with the lease.

In addition, if BAA achieves a 65 percent rating on Port Authority-sponsored customer service surveys, it will be entitled to a credit of 0.5 percent of NPI for every 1 percent customer satisfaction improvement over 65 percent as indicated by such surveys, with a 10 percent credit cap. BAA's share, however, will be decreased by an amount equal to 0.5 percent of NPI for each 1 percent shortfall from the highest customer satisfaction rating previously achieved by BAA, except that this decrease shall not apply (1) if the rating in the

relevant lease year exceeds 65 percent or (2) unless the rating shortfall in the relevant lease year exceeds 6 percent. Credits and decreases will not be calculated before the second lease year and this mechanism of incentives and disincentives may be eliminated under certain circumstances.

BAA would be obligated to make a required minimum capital investment of \$7 million. BAA would be obligated to require its subtenants to make minimum capital investments based on their type of retail activity and the size of their subleased premises.

Pursuant to the foregoing report, the Committee on Operations, acting for and on behalf of the Board pursuant to delegated authority, adopted the following resolution in executive session with Commissioners Eisenberg, O'Neill and Schweitzer 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 BAA Newark, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

LAGUARDIA AIRPORT - DOBBS INTERNATIONAL SERVICES, INC. - INFLIGHT MEAL KITCHEN LEASE AGA-475

It was recommended that the Board authorize the Executive Director to enter into a Lease with Dobbs International Services, Inc. ("Dobbs") covering the use and occupancy of the approximately 45,000 square-foot Inflight Meal Kitchen building and related outside areas located on an approximately three-acre site at the west end of LaGuardia Airport (the "Airport") for a ten-year fixed term commencing on or about July 15, 1998, with an option by Dobbs to extend the Lease for an additional term of approximately seven and one-half years.

Under the Lease, Dobbs will prepare in-flight meals for delivery to aircraft operators at the Airport. Dobbs will also be permitted, as an incidental use, to prepare and deliver meals for non-aviation, off-airport purposes.

The Lease will allow Dobbs at its election and expense to perform renovation and construction work to the inflight meal kitchen premises. Dobbs' costs for such work during the first two years of the Lease would be credited against the basic rental payable under the Lease during the first five years of the term, subject to a total rental credit of \$1 million, and also subject to recalculation and adjustment of the amount of said rental credits in the event the Lease is terminated prior to the expiration of the original ten-year term.

In addition to a basic rental which would be increased annually by the Consumer Price Index with an annual cap of 3 percent, Dobbs will also pay a percentage rental under the Lease. Payments of monthly installments of the basic rental in the first year would be deferred until Dobbs submits its first statement of its construction costs within the first year.

Dobbs would be responsible for the operation and maintenance of the premises.

Under the Lease, Dobbs will be required to commit to make good faith efforts to reach goals of 17 percent total participation by minority and women-owned business enterprises, of which 12 percent would be by minority-owned business enterprises, in purchasing, subcontracting and services associated with the construction or renovation of the premises.

Pursuant to the foregoing report, the Committee on Operations, acting for and on behalf of the Board pursuant to delegated authority, adopted the following resolution in executive session with Commissioners Eisenberg, O'Neill and Schweitzer 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 of lease with Dobbs International Services, Inc. at LaGuardia Airport, substantially in accordance with the terms and conditions set forth above; the form of said agreement shall be subject to the approval of General Counsel or his authorized representative.

NEW YORK AIRPORT ACCESS PROGRAM - AUTHORIZATION TO LEASE AND RENOVATE SPACE FOR JAMAICA OUTREACH PROGRAM FIELD OFFICE

It was recommended that the Board authorize the Executive Director to (i) enter into a lease agreement with 92-18 149th Street Realty Corp. for a term of approximately four years at a basic aggregate rental for the initial four-year term of approximately \$221,000, with three one-year options, covering the letting of approximately 9,900 square feet of office and storefront space in Jamaica, New York, to establish a Community Outreach Center and Project Field Office for the New York Airport Access Program in the community impacted by the construction of the Light Rail System (“LRS”) between Jamaica and John F. Kennedy International Airport (“JFK”), and (ii) solicit bids for Contract CA39-274.400 JFK-LRS - Field Office Renovation, for the renovation of the office space located at 148-15 Archer Avenue, consisting of approximately 3,500 square feet on the first floor and up to 6,400 square feet on the second floor in "as-is" condition, at a total estimated cost of \$912,000 and to (a) award the contract to the lowest bidder qualified by reason of responsibility, experience and capacity and whose bid price the Executive Director deems reasonable; (b) reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; (c) execute contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority; (d) order extra work and net cost work in connection with the contract, including supplemental agreements thereto; and (e) enter into such other agreements as may be necessary to effectuate the project.

Based on recent designs and construction of projects similar to the JFK Light Rail System in various parts of the nation, it has become evident that project mitigation strategies such as community outreach programs are essential. The Field Office project is consistent with the Port Authority's efforts to provide the local community with information regarding the LRS and opportunities for local business participation and economic development.

Pursuant to the foregoing report, the Committee on Operations, acting for and on behalf of the Board pursuant to delegated authority, adopted the following resolution in executive session with Commissioners Eisenberg, O'Neill and Schweitzer 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 92-18 149th Street Realty Corp., substantially in accordance with the terms outlined or referred to above; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to solicit bids for Contract CA39-274.400 JFK-LRS - Field Office Renovation, for the renovation of the office space located at 148-15 Archer Avenue consisting of approximately 3,500 square feet on the first floor and up to 6,400 square feet on the second floor in "as-is" condition, and to (a) award the contract to the lowest bidder qualified by reason of responsibility, experience and capacity and whose bid price the Executive Director deems reasonable; (b) reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; (c) execute contracts and supplemental

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agreements with such bidders or contractors as he deems in the best interest of the Port Authority; (d) order extra work and net cost work in connection with the contract, including supplemental agreements thereto; and (e) enter into such other agreements as may be necessary to effectuate the project; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

LINCOLN TUNNEL - SALE OF LAND TO 42ND STREET DEVELOPMENT CORPORATION

It was recommended that the Board declare as surplus and authorize the Executive Director, on behalf of the Port Authority, to convey to the 42nd Street Development Corporation (FSDC) in its "as is" condition approximately 12,488 square feet of unimproved land on the northeast corner of Dyer Avenue and West 41st Street in Manhattan, such land being further described as a portion of Lot 29, Block 1051 in New York County, with final terms to be subject to the approval of the Chairman. The sale price of the property would be \$1.5 million upon closing plus a sharing of the proceeds for the air rights development, to be negotiated with the FSDC. FSDC will have a maximum of twelve months to complete the air rights transaction. If the air rights transaction is not completed within twelve months, the Port Authority will have the option to return the \$1.5 million to FSDC and the ownership of the property will revert back to the Port Authority.

The purchaser will release the Port Authority from all obligations with respect to the environmental condition of the property. In addition, the purchaser will release, hold harmless, defend, and indemnify the Port Authority from and against any environmental claims.

It was reported that the property to be sold is no longer required either for the purpose for which it was acquired or for any other Port Authority purpose, and that its sale would enable the Port Authority to reduce future expenditures and operating costs at the site, while serving as a catalyst for the development of the area west of Ninth Avenue in the vicinity of 42nd Street in Manhattan.

Pursuant to the foregoing report, the Committee on Operations, acting for and on behalf of the Board pursuant to delegated authority, adopted the following resolution in executive session with Commissioners Eisenberg, O'Neill and Schweitzer voting in favor; none against:

RESOLVED, that it is hereby found and determined, effective upon delivery of the deed, that the real property described below, being located on the northeast corner of Dyer Avenue and West 41st Street in Manhattan is no longer required for the purpose for which it was acquired:

All that certain lot, piece or parcel of land in the Borough of Manhattan, City, County and State of New York, bounded and described as follows:

BEGINNING at a point in the easterly line of Dyer Avenue, a private street under the jurisdiction of the Port Authority of New York and New Jersey, said point being distant 325 feet 0 inches westerly as measured at right angles from the westerly line of Ninth Avenue and 98 feet 9 inches southerly as measured at right angles from the southerly line of West 42nd Street, and running:

1. Easterly and parallel with the southerly line of West 42nd Street 225 feet 0 inches to a point; thence

2. Southerly and parallel with the easterly line of Dyer Avenue 55 feet 6 inches to a point on the northerly line of West 41st Street; thence

3. Westerly along the northerly line of West 41st Street 225 feet 0 inches to a point on the easterly line of Dyer Avenue; thence

4. Northerly along the easterly line of Dyer Avenue 55 feet 6 inches to the point and place of BEGINNING; and it is further

RESOLVED, that (a) a map of the property be prepared; and (b) at the appropriate time, at the request of General Counsel or his authorized representative, the Chief Engineer will execute a certificate to be annexed to said map stating that the real property shown on said map is no longer required for the purpose 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 in his discretion, for and on behalf of the Port Authority, to sell property in its "as is" condition to the 42nd Street Development Corporation, in accordance with the terms outlined or referred to above, with the final terms to be subject to the approval of the Chairman, and to do all other things necessary or appropriate in furtherance thereof; and it is further

RESOLVED, that the Executive Director is authorized in his discretion to convey property with different metes and bounds, provided the location and square footage are substantially similar to those described above; if the Executive Director so exercises his discretion, he shall report to the Board that he has so decided; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

Whereupon, the meeting was adjourned.

Assistant Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, July 30, 1998

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**MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, July 30, 1998,
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. John J. Haley, Jr.
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

NEW YORK

Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 Paul H. Bea, Jr., Washington Representative
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Robert E. Catlin, Director, World Trade
 Kathy L. Connolly, Project Manager, Staten Island Bridges, Tunnels, Bridges and Terminals
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 Frank H. Gallo, Manager, Bridge Projects, Tunnels, Bridges and Terminals
 Michael S. Glassner, Executive Assistant to the Chairman
 Linda C. Handel, Senior Administrator, Office of the Secretary
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Stephen Marinko, Attorney, Law
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Fred V. Morrone, Director, Public Safety
 Cruz C. Russell, Director, Office of Policy and Planning
 Douglas L. Smith, Acting Director, Budget
 Robert E. Van Etten, Inspector General
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Margaret R. Zoch, Comptroller

Guest

Karen Kennedy, Authorities Unit, Office of the Governor of New Jersey

The public meeting was called to order by Chairman Eisenberg at 2:45 p.m. and ended at 2:52 p.m. The Board also met in executive session prior to the public meeting (Vice-Chairman Gargano was present during executive session). In addition, the Board held a planning meeting in executive session on June 11, 1998.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of May 28, 1998. 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. He further reported concerning a Special, Interim Meeting of the Committee on Operations of June 25, 1998.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on July 30, 1998 which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in executive session at its meeting on July 30, 1998, which included a discussion of contract matters and matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on action taken and matters discussed in executive session at its meeting on July 30, 1998, which included a 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 Operations

The Committee on Operations reported, for information, on action taken and matters discussed in executive session at its meetings on June 25, July 23, and July 30, 1998, which included discussion of contract, lease and personnel matters, matters related to the purchase, sale, or lease of real property 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 30, 1998, which included a discussion of a project for the rehabilitation of the Bayonne Bridge deck, plaza pavement and structural steel and a project for the extension of taxiways 'PA' and 'P' and construction of an aircraft parking area at Newark International Airport. Following the public session, the Committee met in executive session to discuss contract matters. The Committee also met in executive session on July 15, 1998 to discuss contract matters. This report is 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.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - KOREAN AIR LINES CO., LTD. -
AGREEMENT AYC-646 - SURRENDER OF A PORTION OF LEASEHOLD**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Korean Air Lines Co., Ltd. ("KAL") covering the surrender of a portion of KAL's leasehold at the Hangars 9 and 9A Redevelopment at John F. Kennedy International Airport.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 Korean Air Lines Co., Ltd. at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - BULK FUEL FARM -
INSTALLATION OF NEW FUEL TANK ROOFS AND BOTTOMS - PROJECT
AUTHORIZATION**

On a typical day, the Bulk Fuel Farm at John F. Kennedy International Airport stores 21.4 million gallons of Jet A fuel in sixty-two aboveground storage tanks. The Dewey Lease Agreement, between the Port Authority and the airlines, requires the Port Authority to maintain adequate and safe storage of aviation fuel. This project would modernize the oldest Bulk Fuel Farm tanks by retrofitting forty-six tanks with aluminum geodesic roofs, which will prevent rain water from entering the tanks, and would also provide thirty-six new tank bottoms. The new bottoms will comply with all tank bottom leak detection and cathodic protection requirements of the American Petroleum Institute.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that a project to install new roofs on forty-six aboveground fuel storage tanks and to replace thirty-six aboveground fuel storage tank bottoms at the Bulk Fuel Farm at John F. Kennedy International Airport at a total estimated project cost of \$10.2 million, including payments to contractors, allowance for extra work (if necessary) and net cost work, administrative, engineering and financial expenses and a project contingency (if necessary), be and the same is hereby 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 a) take such action with respect to purchase and 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 JFK-134.197, "Bulk Fuel Farm, Install New Fuel Tank Roofs and Bottoms", in the estimated amount of \$7.7 million, and award of such other contracts as he deems appropriate, to the lowest bidder(s) qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable; or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; b) execute such other contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority, and order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; and c) 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.

**LAGUARDIA AIRPORT - CENTRAL TERMINAL BUILDING EAST WING -
AMENDMENT(S) TO LEASE AG-417 WITH CONTINENTAL AIRLINES, INC.**

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to Lease AG-417 with Continental Airlines, Inc. ("Continental") at LaGuardia Airport pursuant to which Continental would modernize its Central Terminal Building ("CTB") premises at its own cost with, among other things, improvements to its ticket counters, baggage claim area, first class club (currently covered in agreement AG-778), and Concourse A, and, for and on behalf of the Port Authority, modernize certain other areas in the CTB, including airline ticketing and baggage facilities and certain customer service improvements in the common areas of the East Wing of the CTB, for which the Port Authority would reimburse Continental in an amount not to exceed \$8 million for the ticketing and baggage facilities and \$4 million for the customer service improvements, with the Port Authority obligated to reimburse Continental all or a portion of its unamortized investment over a fifteen-year life in an amount not to exceed a total of \$13 million in the event the Port Authority terminates Continental's lease or a portion thereof other than for cause or does not offer to extend the term of the letting. During construction, Continental would use certain staging facilities and pay a rental including the Port Authority's investment in said facilities, which space would be surrendered upon completion of construction, with Continental paying rental for both said facilities and its permanent premises if said construction is not completed within eighteen months of the start of asbestos abatement. Should the lease be terminated without cause by the lessee or with cause by the Port Authority prior to completion of the reimbursable work, Continental would pay the Port Authority for all additional costs incurred by it in connection therewith due to such termination.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 Continental Airlines, Inc. at LaGuardia Airport, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**LAGUARDIA AIRPORT - AMOCO OIL COMPANY - LEASE AGREEMENT FOR THE
CONSTRUCTION AND OPERATION OF A MULTI-FUEL SERVICE STATION
AND CONVENIENCE STORE**

It was recommended that the Board authorize the Executive Director to enter into an agreement of lease with Amoco Oil Company ("AMOCO") for the construction and operation of a multi-fuel service station and convenience store at LaGuardia Airport.

The service station, which will be located on the west end of the Airport, will provide gasoline as well as compressed natural gas to the growing number of vehicles using this alternate clean burning fuel. The lease would be for a fifteen-year term commencing on or about September 1, 1998. A \$450,000 Federal Government grant obtained by the Port Authority will be made available to AMOCO to help pay for the cost of constructing the compressed natural gas component of the station. AMOCO will pay to the Port Authority an annual fixed rental, based on the number of gallons of gasoline sold, which is subject to a minimum amount and will be adjusted in years six and eleven. In addition, AMOCO will pay an additional variable rental based on the number of gallons of compressed natural gas sold as well as separate percentage rentals based on the gross receipts of AMOCO arising from sales in the convenience store and from maintenance and repair service operations.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 of lease with Amoco Oil Company at LaGuardia Airport, substantially in accordance with the terms and conditions set forth above; the form of such agreement shall be subject to the approval of General Counsel or his authorized representative.

NEW YORK AIRPORTS - ON-AIRPORT BUS SERVICE IMPROVEMENTS - HUDSON GENERAL LLC, CONTRACT AGA 244 - CARAVAN TRANSPORTATION, INC., CONTRACT AYC 115

It was recommended that the Board authorize the Executive Director to enter into agreements with Hudson General LLC ("Hudson") at LaGuardia Airport ("LGA"), and Caravan Transportation, Inc. ("Caravan") at John F. Kennedy International Airport ("JFK"), as follows:

1. Amend and supplement the existing ground transportation service contract at LGA, Contract AGA 244, to require Hudson:

- a. to sell the existing fleet of four New Flyer Industries Limited low floor buses at LGA to Caravan at JFK for the unamortized value of Hudson's remaining investment in such existing fleet;
- b. to provide six 30-foot low floor buses at a total cost of approximately \$1,080,000 which will be paid to Hudson by the Port Authority in monthly installments based on a 108 month straight-line amortization plus interest on the unamortized balance; with the Port Authority to be obligated to purchase the buses from Hudson for their unamortized value at the end of the contract period;
- c. to increase the number of bus hours of the new 30-foot low floor buses by approximately 100 percent over the existing bus schedule and apply the existing hourly rates plus any CPI escalations specified in the contract for all hours of service provided;
- d. to provide eight twenty-two passenger "cutaway" style small buses at an estimated cost of \$16,000 per month plus an hourly operating cost of \$32.93 per bus hour plus a fuel component as specified in the contract for an estimated 3,550 hours of operation per month for approximately eight months until the six new 30-foot buses referred to above are placed in service; and
- e. to provide, for the new low floor buses, a bus annunciator system and a global positioning tracking system to monitor all buses which will be paid for by and be the property of the Port Authority.

Authorize the Director of Aviation to authorize extra work under the contract up to 6 percent of the total contract cost.

2. Amend and supplement the existing ground transportation service contract at JFK, Contract AYC 115, to require Caravan:

- a. to add the four New Flyer Industries Limited low floor buses purchased from Hudson to Caravan's existing airport fleet subject to all the terms of the contract, with the Port Authority to reimburse Caravan for its purchase price in monthly payments based on a straight-line amortization plus interest or the unamortized balance over the portion remaining of a 108-month amortization period since their original purchase by Hudson;
- b. to increase the number of bus hours of the New Flyer Industries Limited low floor buses by approximately 25 percent over existing schedules;

- c. to provide fourteen Metrotrans Classic II mini-buses at an estimated annual cost of \$435,000 and operate an intra-parking lot shuttle service which includes the Blue Parking Garage and Terminals 4,5,6 and 7, estimated to require 25,000 hours of mini-bus operating hours annually at the hourly rate including a fuel component provided for the New Flyer Buses in the contract;
- d. to increase the hours of the Bus Passenger Agents (BPAs) from the current 5 hours to 10 hours daily on Long Term Parking and Airline Connection buses; and
- e. to refurbish the interior of the New Flyer bus fleet, now over six years old, and heavily used by passengers, at an estimated one time cost of \$550,000 to be reimbursed by the Port Authority.

The LGA Contract (AGA-244) with Hudson as amended and supplemented above will call for an annual expenditure estimated to be \$2,890,000 for the period August 1, 1998 through July 31, 1999 including an amount of \$1,040,000 for the purchase by the Port Authority of the six new low floor buses from Hudson upon expiration or earlier termination of the agreement. For the following two optional annual extension periods under the contract the annual expenditures, without the increased level of operations set forth above, are estimated to be \$750,000 and \$800,000 respectively.

The JFK Contract (AYC-115) with Caravan as amended and supplemented above will call for an annual expenditure estimated to be \$8,530,400 for the period from February 15, 1998 to February 14, 1999; and \$7,913,750 for the period from February 15, 1999 to February 14, 2000. For the period from February 15, 2000 to February 14, 2001 the estimated expenditure is \$5,760,510 which does not include amounts for the increased levels of operations set forth above. All of the foregoing are subject to annual escalation as provided in the contract, and do not include extra work and the reimbursement to Caravan for the refurbishment of the existing New Flyer bus fleet. In addition, it was recommended that the Executive Director be authorized to exercise the option to purchase the New Flyer Bus Fleet from Caravan upon expiration or termination of the contract for its unamortized value which is presently \$2,335,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 or agreements with Hudson General LLC, and to enter into an agreement or agreements with Caravan Transportation, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement or agreements in each case shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Executive Director be authorized, at his discretion, to exercise the option to purchase the New Flyer Bus Fleet from Caravan Transportation, Inc. upon expiration or earlier termination of its agreement at John F. Kennedy International Airport at a cost not to exceed \$2,335,000.

NEWARK INTERNATIONAL AIRPORT - TAXIWAY 'PA' EXTENSION, TAXIWAY 'P' EXTENSION, AND AIRCRAFT PARKING FACILITIES - PROJECT AUTHORIZATION

It was recommended that the Board authorize a project to extend Taxiways 'PA' and 'P' and construct an aircraft parking area adjacent to Taxiway 'PA' at Newark International Airport ("EWR"), rehabilitate a portion of existing Taxiway 'PA', and authorize the Executive Director to award the necessary contracts to perform the work at a total estimated project cost of \$37.2 million.

Cargo Building No. 156 at EWR was constructed with an aeronautical apron adjacent to it and a taxiway stub intended for access to a taxiway to be constructed at a later date. The impending occupation of that building by a tenant with aeronautical access requirements creates the need for the further construction of Taxiway 'PA' at this time.

The 1800 foot extension to the south of Runway 4L-22R presently under construction is scheduled for completion later this year. In order to realize the full utilization of the extended runway and associated taxiways, and reduce aircraft delays at EWR, it was recommended by Leigh-Fisher Associates, a Port Authority aeronautical planning consultant, that Taxiway 'P' also be extended 1800 feet to the south.

Further, the tremendous increase in aircraft operations at EWR has created a demand for additional hardstand parking. A site adjacent to Taxiway 'PA' has been identified as appropriate for this use. It is prudent to construct this hardstand, which will provide parking for three narrow-body aircraft or two wide-body aircraft, under the recommended project, to eliminate the need for future taxiway closures to accommodate the construction. The new aircraft parking facility would necessitate rehabilitating a portion of existing Taxiway 'PA'.

The project provides for extending Taxiway 'PA' approximately 1200 feet to the south, the extension of Taxiway 'P' approximately 1800 feet to the south, the construction of an aircraft parking area between Taxiways 'D' and 'PA', and rehabilitating an 1800 foot portion of existing Taxiway 'PA' necessitated by the operations related to the new aircraft parking facility. The work will include paving, surcharge removal, drainage, aeronautical lighting, signage, and replacement and relocation of Federal Aviation Administration (FAA) equipment. Provisions regarding the construction of these taxiways have been included in earlier contracts so that impact on airport operations will be minimal. The construction work will be eligible for Federal aid through the FAA's Airport Improvement Program.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that a project for the extension of Taxiway 'PA' approximately 1200 feet in the southerly direction, the extension of Taxiway 'P' approximately 1800 feet in the southerly direction, the construction of an aircraft hardstand parking area adjacent to Taxiway 'PA', and the rehabilitation of an 1800 foot portion of existing Taxiway 'PA', at a total estimated project cost of \$37.2 million, including payments to contractors, allowances for extra

work (if necessary) and net cost work, planning, engineering, administrative 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, in connection with the said project, to award Port Authority contracts to the lowest bidders qualified by reason of responsibility, experience and capacity at a bid price the Executive Director deems reasonable, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and to execute other 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 to enter into such other agreements as may be necessary to effectuate the project; and it is further

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

**NEWARK INTERNATIONAL AIRPORT - REDUNDANT DOMESTIC WATER LINE -
PROJECT AUTHORIZATION**

The existing single water main serving the Central Terminal Area and South Area of Newark International Airport was installed approximately thirty years ago. A failure of the main would interrupt water service to these areas thereby compromising fire protection capabilities and adversely impacting customer service. This project would provide redundancy in the event of such failure by constructing an additional water main from the City of Newark's 30-inch transmission main to Building 42 and to the Central Terminal Area distribution main.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that a project for the design and construction of an additional water main serving the Central Terminal Area and South Area of Newark International Airport at an estimated total project cost of \$3.7 million, including payments to contractors, allowance for extra work (if necessary) and net cost work, administrative, engineering and financial expenses and a project contingency (if necessary) be and the same is hereby 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 (a) take such action with respect to purchase and 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 154.093, "Redundant Domestic Water Line", in the estimated amount of \$2.3 million, and award of such other contracts as he deems appropriate, to the lowest bidder(s) qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable; or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and (b) execute such other contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority, and order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; and (c) 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.

NEWARK INTERNATIONAL AIRPORT - TERMINAL A - SUPPLEMENTS TO MASTER AIRLINE LEASES WITH UNITED AIR LINES, INC., USAIRWAYS, INC., AND TRANS WORLD AIRLINES, INC. - NEW MASTER LEASE WITH AIR CANADA AND RESTATED MASTER LEASE WITH CONTINENTAL AIRLINES, INC.

It was recommended that the Board authorize the Executive Director to enter into lease supplements and other agreements that would be effective on or about January 1, 1999 with: 1) United Air Lines, Inc. for the surrender of seven aircraft gate positions and related building space in Terminal A-2 under Lease AN-535; 2) USAirways, Inc. for the surrender of two aircraft gate positions and related building space in Terminal A-2, the leasing of four aircraft gate positions and related building space in Terminal A-3, and the refurbishment of its new A-3 leasehold under Lease AN-537, at an annual rental for the A-3 leasehold consisting of a constant amount equal to \$1 million per gate, escalated at 4 percent per year and adjusted every five years, and a variable amount to be escalated annually via Schedule A of the lease, and repayment to the Port Authority of construction advances in an amount not to exceed \$7.5 million in the form of additional rental; 3) Trans World Airlines, Inc. for the surrender of one aircraft gate position and related building space in Terminal A-3 and the leasing of one aircraft gate position and related building space in Terminal A-2 under Lease AN-538 at its current rental rate; 4) Continental Airlines, Inc. for the surrender of three aircraft gate positions and related building space in Terminal A-3, the leasing of five aircraft gate positions and related building space in Terminal A-2 at an annual rental for the A-2 leasehold consisting of a constant amount of \$1.2 million per gate, escalated at 4 percent per year and adjusted every five years, and a variable amount escalated annually via Schedule A of the lease, and the refurbishment of its A-2 leasehold including ramp refurbishment, new or refurbished loading bridges, hold room, support space, ticket counter renovation, lounge renovation and baggage system improvements under amended and restated Lease ANB-056; and 5) Air Canada for the leasing of three aircraft gate positions and related building space in Terminal A-2 under new Master Airline Lease ANB-057 for a term of five years at a monthly rental rate for the A-2 leasehold consisting of a constant amount based on an annual rate of \$1.5 million per gate, escalated at 4 percent per year and adjusted every five years, and a variable amount escalated annually via Schedule A of the lease.

It was also recommended that the Board authorize the Executive Director to provide for a Port Authority expenditure of up to \$60 million toward the refurbishment of the exclusive and common areas of Terminal A, including the construction of a first class lounge to support three gates to be retained by the Port Authority and leased to Air Canada, offices and concessions, the refurbishment of existing ticket counters and support space, the relocation of offices and the construction of new ticket counters in their place, and the installation of a new outbound baggage system. This work may be performed by the airlines or by Continental on behalf of the airlines under their respective leases and reimbursed by the Port Authority up to certain apportioned amounts of the \$60 million for the exclusive areas of each airline and the common areas. Construction advances provided to USAirways, in an amount not to exceed \$7.5 million for its portion of the terminal renovation work, are in addition to the foregoing and will be recovered as additional rental under its lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 lease supplements and other agreements at Newark International Airport with United Air Lines, Inc., USAirways, Inc. and Trans World Airlines, Inc., a new Master Lease with Air Canada, and an amended and restated lease with Continental Airlines, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement in each case shall be subject to the approval of General Counsel or his authorized representative.

(Board – 7/30/98)

NEWARK INTERNATIONAL AIRPORT - TERMINAL C - PERMIT WITH WESTFIELD CONCESSION MANAGEMENT, INC. FOR THE DEVELOPMENT AND MANAGEMENT OF RETAIL SPACE AND SUPPLEMENT TO A PRIVILEGE PERMIT FOR CA ONE SERVICES, INC. (FORMERLY CONCESSION AIR CORPORATION) TO SUBLEASE AND OPERATE CONCESSION AREAS

It was recommended that the Board authorize the Executive Director to enter into two agreements relating to consumer service operations at Terminal C at Newark International Airport.

The first agreement would be a privilege permit to be entered into between the Port Authority and Westfield Concession Management, Inc. ("Westfield") and agreed to by Continental Airlines, Inc. ("Airline") to develop, lease, manage and market concession spaces at Terminal C in approximately 56,000 square feet of space (inclusive of CA One Services Inc.'s space). The permit would have a term of approximately 13 years, terminating on August 31, 2010. The Port Authority would have the right to terminate the permit on 30 days' notice without cause, in which event it would be obligated to pay Westfield's unamortized capital investment up to \$1,050,000. Consistent with the terms of a contract entered into between the Airline and Westfield, Westfield would be entitled to receive manager's fees equal to 1 percent of gross receipts up to \$38 million, 1.75 percent of gross receipts between \$38 and \$56.5 million, 4 percent of gross receipts over \$56.5 million and, in addition, 50 percent of rent received from retail merchandising units, with gross receipts being based on revenues actually received from subtenants for purposes both of calculating manager's fees to Westfield and calculating revenues to be distributed to the Port Authority and the Airline. Westfield would collect subtenant rent as part of its management responsibilities and remit the same to the Airline and the Port Authority. Westfield's manager's fees would be paid retroactively from November 1, 1997. Pursuant to the Port Authority permit with Westfield, all subleases between the Airline and subtenants at Terminal C would require the subtenant to enter into an agreement directly with the Port Authority authorizing its operations in Terminal C.

In addition, Westfield may be entitled to reimbursement of up to a total of \$35,000 annually from the Port Authority and/or Airline for third party legal fees actually incurred by it for rent collection activities on their/its behalf. After a stipulated period, Westfield may request this total to be increased to not more than \$50,000 annually which would require Port Authority approval.

Westfield would be obligated to invest a minimum of \$765,000 and a maximum of \$900,000 at Terminal C, excluding architectural and engineering costs. In addition, upon the prior written approval of both the Airline and the Port Authority, Westfield would be entitled to invest an additional \$900,000 in capital improvements for which it would be entitled to be reimbursed (plus interest) over a limited period of time from subtenants' rent at Terminal C. Any responsibility of the Port Authority for Westfield's unamortized capital investment does not apply to this additional, approved amount.

The second agreement would supplement the existing privilege permit with CA One Services, Inc. (formerly Concession Air Corporation), dated as of November 1, 1988, to reduce the scope of its permission from acting as the overall retail developer/operator at Terminal C to instead operating primarily food and beverage operations at Terminal C in approximately 34,000 square feet of space. These modifications are being made in connection with Amendment No. 1 to the Concession Lease and Agreement between the Airline and CA One Services, Inc. ("CA One"). The permit supplement would also extend CA One's period of permission by approximately five years to

August 31, 2008. The guaranteed annual minimum fee of \$0.45 per enplaning passenger could be reduced up to 25 percent during a period through July 31, 2000 based upon decreases in the square footage of concessions operated during this development period. CA One would be obligated to invest additional sums of money at Terminal C. Termination of CA One's permit without cause on 30 days' notice would continue to require the joint subscription of both the Port Authority and the Airline.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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. and a privilege permit among Westfield Concession Management, Inc., the Port Authority and Continental Airlines, Inc., substantially in accordance with the terms and conditions set forth above; the forms of the agreements shall be subject to the approval of General Counsel or his authorized representative.

STATEN ISLAND BRIDGES DECK REHABILITATION AND REPLACEMENT PROGRAM - REHABILITATION OF BAYONNE BRIDGE DECK, PLAZA PAVEMENT AND STRUCTURAL STEEL - PROJECT AUTHORIZATION AND AWARD OF CONTRACT AKB-264.024

Construction of the Bayonne Bridge was completed in 1931. The bridge comprises five lane-miles and 270,000 square feet of elevated roadways. Exposure to water and de-icing salts has eroded the concrete deck, support steel and asphalt wearing surface, and the on-grade concrete pavement of the toll plaza. The need for a long-term plan for the rehabilitation of the Bayonne Bridge was identified during an investigation of the physical condition of the structure. In general, the investigation revealed deterioration of the deck's expansion joints (which occur every 75 to 100 feet) and the asphalt roadway pavement. The supporting steel and concrete in the vicinity of the joints, as well as random locations throughout the total area of the decks, were found to contain widespread spalls and rust. Finally, the investigation identified defects in the on-grade concrete pavement at the toll plaza.

The proposed rehabilitation work will include: removal of the existing asphalt pavement; replacement of deteriorated deck concrete; replacement of deck expansion joints; restoration of support steel; sealing of longitudinal joints; waterproofing of the entire concrete deck surface; installation of a new asphalt pavement; and, replacement of the concrete pavement at the toll plaza. During restoration of the support steel, it will be necessary to remove the existing lead-based paint within the limits of each repair area. The contractor will be required to comply with all applicable environmental and OSHA regulations during removal operations. Waste from lead-based paint removal operations will be disposed of in accordance with all applicable regulations.

The work will be staged to minimize impact on facility operations and the traveling public. The staging for deck rehabilitation will consist of 1,000 foot-long work areas, two lanes wide, along the length of the bridge. The work area will occupy two traffic lanes on a continuous basis. Adjacent to the work area, only one of two lanes will be available in each direction. Since the single-lane capacity of the Bayonne Bridge is sufficient to handle traffic levels during all hours, delays are not anticipated. A public outreach and information program will be developed to advise our customers and the surrounding communities of the work.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philiposian, Schweitzer and Song voting in favor; none against:

RESOLVED, that a project for the rehabilitation of the Bayonne Bridge deck, plaza pavement and structural steel at an estimated total project cost of \$33 million including payments to contractors, allowance for extra work and net cost work, engineering, administrative and financial expenses and a project contingency, be and the same is hereby 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:

a) award Contract AKB-264.024 for the Rehabilitation of the Bayonne Bridge Deck, Plaza Pavement And Structural Steel at an estimated cost of \$21.9 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 the Executive Director deems reasonable, and to order extra work, and net cost work, or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as he deems in the best interest of the Port Authority; and

b) take action with respect to purchase and other construction contracts and agreements for professional and advisory services for the foregoing project as the Executive Director deems in the best interest of the Port Authority, including, without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other contractors; and to 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 and net cost work in connection with each contract, including supplemental agreements thereto; and to obtain permits and licenses and to enter into such other agreements with municipal and other entities as may be appropriate and required to effectuate the project; and it is further

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

**BROOKLYN-PORT AUTHORITY MARINE TERMINAL - EXPRESS INDUSTRIES
AND TERMINAL CORPORATION - LEASE BP-268 - AMENDMENT**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Express Industries and Terminal Corporation ("Express") to amend its existing lease and to provide for a surrender of a portion of the leased premises at Pier 1 at the Brooklyn-Port Authority Marine Terminal.

The rental rate for the reduced premises will be increased for the balance of the lease term. In addition, Express will forfeit its right to a rental credit had it performed certain repairs and Express will be obligated to pay to the Port Authority a surrender fee upon execution of the amendment to the lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 of lease with Express Industries and Terminal Corporation, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

PORT NEWARK - FAPS, INC. - LEASE L-NS-984 SUPPLEMENT NO. 33

It was recommended that the Board authorize the Executive Director to enter into an agreement with FAPS, Inc. ("FAPS") under which FAPS will replace the floor of Building 302 at Port Newark and the Port Authority will reimburse FAPS for the cost of the work in an amount not to exceed \$650,000. In addition, FAPS will have the right, at its sole cost and expense, to install a floor drainage system in connection with the replacement work. FAPS leases Building 302 from the Port Authority and will be entitled to an abatement of rental for loss of use of the space resulting from the performance of the replacement and drainage work in an amount not to exceed \$45,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 FAPS, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER - NATIONAL BROADCASTING COMPANY, INC. -
LEASE AND DTV BROADCAST LICENSE**

It was recommended that the Board authorize the Executive Director to enter into agreements, or supplement existing agreements as appropriate, to (i) grant the National Broadcasting Company, Inc. ("NBC") a license to broadcast digital television ("DTV") from an antenna on the mast atop One World Trade Center ("WTC"); (ii) extend NBC's current space lease and analog television broadcast license; (iii) grant other broadcasters a license to broadcast DTV from the WTC at the same or better rental rates and for terms not to exceed ten years on substantially the terms set forth herein; (iv) provide for the expenditure of up to \$250,000 for expert technical services from D. W. Sargent Broadcast Services Inc. to assist staff in evaluating DTV and other antenna and broadcast transmission related issues; and (v) provide for the expenditure of up to \$50,000 for expert professional services from Gary Schroeder to assist staff in evaluating business strategy in connection with The World Trade Center rooftops.

The Federal Communications Commission ("FCC") has recently granted existing television broadcasters licenses to transmit DTV, which is a television broadcast system that is forecast to eventually supplant the existing analog television broadcast system.

The term of NBC's DTV license would be approximately ten years and its existing analog television broadcast license and transmitter room space lease would be extended so that all will expire on the same date. NBC would be obligated to construct a panel antenna on the WTC mast that will accommodate up to five broadcasters.

D.W. Sargent Broadcast Services ("Sargent") has had an agreement with the Port Authority to provide technical services since 1986. Sargent is considered by staff to be a leading specialist in the field of radio transmission, including the measurement of electromagnetic radiation ("EMR") to determine conformance with the standards adopted by the FCC. Sargent will evaluate methods for maintaining compliance with the FCC's EMR standards under current conditions, with the addition of the proposed panel antenna and under future long-term facilities for DTV proposed by the television broadcasters.

Gary Schroeder is a broadcast specialist who assists property owners in the management of telecommunications facilities, including the Sears Tower in Chicago. Mr. Schroeder will provide advisory services on broadcast and other rooftop telecommunications uses from the perspective of the property owner.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 National Broadcasting Company, Inc. and other television broadcasters on substantially the terms and conditions set forth above; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into agreements with D. W. Sargent Broadcast Services and Gary Schroeder for the provision of expert services in connection with broadcasting and telecommunications uses of The World Trade Center rooftops in accordance with the terms and conditions set forth above; and it is further

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

THE WORLD TRADE CENTER - AON RISK SERVICES, INC. OF NEW YORK - LEASE SUPPLEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease supplement with Aon Risk Services, Inc. of New York ("ARS") covering the letting of approximately 24,900 rentable square feet (rsf) of space on the 98th floor of Two World Trade Center for a term of approximately fourteen years and to enter into a brokerage agreement with LaSalle Partners in connection therewith.

ARS currently occupies approximately 400,000 rsf in Two World Trade Center under a lease which expires August 31, 2012. ARS wishes to expand its premises into approximately 24,900 rsf on the 98th floor and to make its existing right under the lease to substitute its 83rd floor space (consisting of 25,163 rsf) for equivalent space applicable to the balance of the 98th floor and to exercise such right. This expansion and relocation will provide ARS with the entire 98th floor in Two World Trade Center consisting of 50,029 rsf. The letting of the 98th floor will be coterminous with that of the existing space.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 supplement with Aon Risk Services, Inc. of New York, substantially in accordance with the terms and conditions set forth above and to enter into a brokerage agreement with LaSalle Partners in connection therewith; and it is further

RESOLVED, that the Committee on Operations be delegated the authority to approve the final terms and conditions of the lease supplement in the event the gross effective rent or the term of the letting is not substantially in accordance with the terms outlined above; and it is further

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

THE WORLD TRADE CENTER - THE SHIGA BANK LIMITED - LEASE SURRENDER

It was recommended that the Board authorize the Executive Director to enter into a surrender agreement with The Shiga Bank Limited ("Shiga"), a Japanese bank, providing for the surrender of Shiga's One World Trade Center premises consisting of approximately 8,600 rentable square feet of space, effective October 31, 1998, for a payment to the Port Authority in the amount of approximately \$550,000.

Shiga's lease is scheduled to expire on July 31, 2000, however, Shiga will cease all operations in the United States and will surrender its premises in its "as is" condition effective October 31, 1998. Shiga will not be required to remove furniture, computer equipment or telecommunications wiring.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 surrender agreement with The Shiga Bank Limited, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Chairman, the Chair of the Committee on Operations or the Vice-Chair of the Committee on Operations is each authorized to approve the final terms and conditions of the surrender agreement in the event they are not substantially in accordance with the terms and conditions outlined above; and it is further

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

PORT AUTHORITY BUS TERMINAL - HAREM FOODS P.A., INC. D/B/A KRISPY KREME - NEW LEASE

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with Harem Foods P.A., Inc. ("Harem Foods") covering the construction and operation of a Krispy Kreme doughnut shop in approximately 121 square feet of retail space on the Main Concourse of the South Wing of the Port Authority Bus Terminal, and the letting of 600 square feet of storage and support space on the Second Floor of the South Wing and to enter into a brokerage agreement with Collins Tuttle & Company, Inc. the broker involved in the letting, each agreement to be substantially in accordance with the terms and conditions outlined below.

Krispy Kreme doughnuts have been sold for over sixty years, primarily in the Southeast. The parent company of Harem Foods owns the exclusive Krispy Kreme franchise for the New York and New Jersey regions, and operates six stores in Manhattan, with two additional stores under construction, including one at The World Trade Center.

The Lease would be for a term commencing on or about August 1, 1998 and expiring on the day preceding the tenth anniversary of the date payment of rental commences under the Lease. Harem Foods will pay a graduated basic rental for the premises at an annual rate of \$65,004 for the first five rent paying years of the term, and at an annual rate of \$72,804 thereafter, plus a percentage rental equivalent to a graduated percentage of its annual gross receipts which are in excess of an annual exemption amount as provided in the Lease. Payment of rental under the lease will commence no later than February 1, 1999. If Harem Foods commences business operations in the premises prior to February 1, 1999, it will pay a percentage rental only during the period from the commencement of business operations in the premises to February 1, 1999. Harem Foods will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. The term of the letting will be subject to termination by the Port Authority, at any time, without cause, on thirty days notice, in which event Harem Foods would be reimbursed for the unamortized portion of its initial capital investment in the premises to the extent that such initial capital investment does not exceed \$150,000.

The final terms of the Lease will be subject to the approval of the Committee on Operations in the event that they are not substantially in accordance with the terms outlined herein.

The Port Authority will pay a brokerage commission to Collins & Tuttle & Company, Inc. in connection with the letting.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 Harem Foods P.A., Inc. at the Port Authority Bus Terminal, and a brokerage agreement with Collins Tuttle & Company, Inc., substantially in accordance with the terms and conditions outlined above; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Committee on Operations be and is hereby authorized to approve the final terms of the lease agreement with Harem Foods, P.A., Inc. in the event that such final terms are not substantially in accordance with the terms and conditions outlined above.

**CONSOLIDATED BONDS, ONE HUNDRED SIXTEENTH SERIES THROUGH
CONSOLIDATED BONDS, ONE HUNDRED TWENTY-SECOND SERIES -
AMENDMENT OF CERTAIN RESOLUTIONS AND AUTHORIZATION OF
SALE**

The currently favorable interest rate environment prevailing in the municipal markets, together with the Port Authority's on-going capital program and financial capacity with respect to the issuance of additional Consolidated Bonds would support consideration of the sale of a series of Consolidated Bonds in a principal amount of up to \$500 million to provide for the "advance" refunding of certain currently outstanding Consolidated Bonds which are first callable in 2000 and 2001 and for other presently authorized purposes. Greater transactional efficiencies could be achieved if bonds were sold on a negotiated basis with an underwriter or underwriters to be selected by an Authorized Officer.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that Section 2 of the resolution adopted December 12, 1996 entitled "Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series - Establishment and Issuance" is amended, solely with respect to Consolidated Bonds, One Hundred Sixteenth Series through Consolidated Bonds, One Hundred Twenty-second Series, to provide that the principal amount which may be issued of one of such series to be selected by an Authorized Officer (as defined in such resolution) be increased from up to \$300 million to up to \$500 million; and it is further

RESOLVED, that Section 2 of the resolution adopted December 12, 1996 entitled "Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series - Sale" is amended, solely with respect to Consolidated Bonds, One Hundred Sixteenth Series through Consolidated Bonds, One Hundred Twenty-second Series, to provide that the principal amount which may be sold of one of such series to be selected by an Authorized Officer (as defined in such resolution) be increased from up to \$300 million to up to \$500 million; and it is further

RESOLVED, that an Authorized Officer (as defined in such resolutions) is authorized to take any and all action which the Committee on Finance of the Authority has been authorized to take under the resolutions adopted by the Authority on December 16, 1996 (as herein amended), entitled "Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series - Establishment and Issuance" and "Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series - Sale", respectively (without further action by the Committee on Finance), pertaining to the issuance and sale or otherwise of up to \$500 million in principal amount of Consolidated Bonds.

**NEW YORK STATE AND LOCAL EMPLOYEES' RETIREMENT SYSTEM -
CHAPTER 47 OF THE LAWS OF NEW YORK, 1998 - ADOPTION OF THE 1998
RETIREMENT INCENTIVE PROGRAM**

In May, legislation was adopted in New York (Chapter 47, Laws of New York, 1998), ("Legislation") enabling employers participating in the New York State and Local Employees' Retirement System ("Retirement System"), including the Port Authority, to adopt at their discretion a Retirement Incentive Program intended to enable the State of New York and other governmental employers to achieve economies, consolidation or abolition of functions, or curtailment of activities, by inducing eligible employees to retire at this time. Under the Legislation, a retirement incentive can be made available to non-police employees continuously employed since February 1, 1998, who are at least 50 years of age and have ten years of credited service (or 70 years of age with five years of service) or who are otherwise currently eligible to retire. This incentive is similar to those authorized and implemented by the Port Authority during 1995, 1996, and 1997. While the additional pension benefits are subject to reductions for those under 55 and to certain tax law restrictions and reductions, eligible employees who voluntarily choose to retire at this time would, generally, receive an additional one month of Retirement System credited service for each year of service up to a maximum additional Retirement System credit of three years. Employees eligible for any other lump sum retirement incentive payments (such as severance allowances) from the Port Authority would not be eligible for this Retirement System incentive unless they waive their eligibility for such lump sum payments.

The Legislation requires either the elimination of a number of positions within eligible titles equal to the number of eligible employees retiring with the incentive or a Port Authority plan showing savings over a two-year period of at least 50 percent of the base salary of each person retiring with the incentive. The Legislation provides that the period in which individual employees may elect to retire with the retirement incentive must be of no less than 30 and no more than 90 days' duration, and must not extend beyond December 31, 1998. Under the Legislation the employer may elect to pay for the costs of this incentive in one installment or in five annual installments to be set by the Retirement System commencing during the Retirement System's fiscal year ending March 31, 2000.

Under the Legislation, targeted positions are those for which the abolition of a specified number of positions in the title would not, in the determination of the chief executive officer (here, the Executive Director),

- " a. Directly result in a reduction of the level of service required or mandated to protect and care for clients of the state or a participating employer or to assure public health and safety;
- b. Endanger the health or safety of employees of the state or a participating employer; or
- c. Clearly result in a loss of significant revenue to the state or a participating employer or result in substantially increased overtime or contractual costs."

Titles may also be considered eligible if employees subject to layoff may be placed therein. Finally, the Executive Director would also have staff prepare a list of eligible titles and positions and a plan of savings, as described above, which might avoid some job eliminations. Staff

will seek to identify eligible job titles and positions meeting the requirements of the Legislation and the Port Authority's goals.

In the interim, the Executive Director recommended that the Port Authority take the formal steps necessary to participate in the 1998 Retirement Incentive Program and that he be authorized to implement such a program, contingent on his determination following compilation of information by staff that such a program would be in the best interests of the Port Authority and achieve appropriate staff reductions, reorganization or economies. To provide for administrative procedures and planning in a timely fashion, the implementation of this program, should the Executive Director decide to pursue it, would be scheduled during the period from December 1, 1998, through December 31, 1998, inclusive. Under the Legislation, an agency's chief executive officer must advise the Retirement System prior to September 3, 1998, of the adoption of a resolution authorizing implementation of the program.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philiposian, Schweitzer and Song 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 perform all acts and to make any and all determinations necessary or appropriate in connection with the implementation, effectuation, administration, or any other aspect of a targeted retirement incentive program under Chapter 47 of the Laws of New York, 1998, including, without limitation, determining eligible titles (and the number of positions therein) to be covered by such program and the development of any compensation savings plan in connection therewith and, in this connection, and subject to approval as to form by General Counsel, to file any necessary or appropriate documents, affidavits, certifications and forms; and it is further

RESOLVED, that The Port Authority of New York and New Jersey does hereby elect to provide the benefits of Chapter 47 of the Laws of New York, 1998, commencing on December 1, 1998, for all eligible employees who retire with an effective date of retirement set during the thirty-one day period beginning with and immediately following the commencement date and who are otherwise eligible as specified by Chapter 47.

**SETTLEMENT OF CLAIM - BARBENNA WATSON v. THE PORT AUTHORITY OF
NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle the pending action entitled Barbenna Watson v. The Port Authority of New York and New Jersey by paying to plaintiff and his attorneys the sum of \$1,000,000 in exchange for a general release from liability and a discontinuance of the action with prejudice.

Mr. Watson sustained serious injuries at LaGuardia Airport on September 21, 1993, when a security booth in which he was seated was hit by a Port Authority Shoerling Broom truck. As he attempted to escape the breaking glass, plaintiff fell and hit his back and head. Medical testimony was presented during the trial of this action causally relating plaintiff's severe, disabling post-traumatic stress disorder to this accident. Mr. Watson has been unable to return to work since his accident.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Haley, Kalikow, Lewis, Mack, Philibosian, Schweitzer and Song 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 Barbenna Watson v. The Port Authority of New York and New Jersey, by paying \$1,000,000 to plaintiff and his attorneys in return for a General Release and Stipulation of Discontinuance 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 April 1, 1998 to May 31, 1998..

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK134035	ABANDONMENT OF THE UNDERGROUND HYDRANT FUEL SYSTEM AT TERMINAL ONE JOHN F. KENNEDY INTERNATIONAL AIRPORT S&A CONTRACTING, INC.	396,000(A) 15,000(C) 84,000(D) 495,000	329,274(A)(E) -0-(C) 72,688(D) 401,962
JFK746	REHABILITATION OF TAXIWAY "E" JOHN F. KENNEDY INTERNATIONAL AIRPORT GRACE INDUSTRIES, INC.	800,000(A) 2,431,912(B) 150,000(C) 324,000(D) 153,108(G) 19,260(H) 3,878,280	767,456(A)(F) 2,431,912(B) 3,044(C) 121,991(D) 153,108(G) 19,260(H) 3,496,771
JFK756	TAXIWAY REPAVING JOHN F. KENNEDY INTERNATIONAL AIRPORT GRACE INDUSTRIES, INC.	333,571(A) 2,103,429(B) 50,000(C) 195,000(D) 15,222(H) 944,396(I) 150,000(J) 75,550(K) 250,000(L) 262,300(M) 20,000(N) 15,700(O) 4,415,168	333,571(A) 1,981,268(B) 1,034(C) 195,000(D) 15,222(H) 944,396(I) -0-(J) 75,550(K) 222,321(L) 234,923(M) -0-(N) -0-(O) 4,003,285
JFK809	BUILDING NO. 14 FLOOR SEALING JOHN F. KENNEDY INTERNATIONAL AIRPORT CIPRIETTI-TOLISANO ASSOCIATES, INC.	120,000(A) 15,000(D) 135,000	120,000(A) 9,222(D) 129,222
LGA110112	CENTRAL TERMINAL BUILDING - CENTER SECTION FURNISHING AND INSTALLATION OF ESCALATORS LAGUARDIA AIRPORT DOVER ELEVATOR COMPANY	433,700(A) 44,000(D) 477,700	433,700(A) 8,600(D) 442,300

(Board - 7/30/98)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
LGA574	PARKING STRUCTURE AREA NO. 2 HELICAL RAMP REPAIRS LAGUARDIA AIRPORT MARANGOS CONSTRUCTION CORP.	616,650(A) 152,350(B) 50,000(C) 54,000(D) 15,235(G) 53,950(P) 942,185	616,650(A) 152,350(B) -0-(C) -0-(D) 15,235(G) 53,950(P) 838,185
LGA589	RELOCATION OF SNOW METERS NUMBERS 13 AND 14 LAGUARDIA AIRPORT CLOVER CONSTRUCTION CONSULTANTS, INC.	447,000(A) 30,000(C) 36,000(D) 98,000(Q) 20,000(R) 6,000(S) 637,000	447,000(A) 43,735(C) 23,210(D) 98,000(Q) 20,000(R) -0-(S) 631,945
EWR110103	TERMINAL B REPLACEMENT AND RELOCATION OF PASSENGER LOADING BRIDGES 51-58 & 65-68 NEWARK INTERNATIONAL AIRPORT JETWAY SYSTEMS, A DIVISION OF FMC CORPORATION	2,290,767(A) 40,000(C) 115,000(D) 277,095(Y) 16,625(Z) 2,739,487	2,290,767(A) 38,479(C) 10,082(D) 277,095(Y) -0-(Z) 2,616,423
EWR582	BUILDING 150 REROOFING NEWARK INTERNATIONAL AIRPORT DUBOSE & CO., INC.	70,500(A) 7,050(D) 77,550	48,499(A)(AA) -0-(D) 48,499
EWR174050	EWR REDEVELOPMENT PROGRAM INTERNATIONAL TERMINAL EXISTING BUILDING RENOVATIONS - PHASE 1 NEWARK INTERNATIONAL AIRPORT V.R.H. CONSTRUCTION CORP.	2,369,000(A) 85,000(C) 473,800(D) 2,927,800	2,368,250(A)(T) 313,474(C) 198,165(D) 2,879,889
EWR628	AERONAUTICAL PAVEMENT REPAIRS NEWARK INTERNATIONAL AIRPORT MT. HOPE ROCK PRODUCTS, INC.	486,800(A) 3,651,750(B) 30,000(C) 207,000(D) 261,103(G) 112,349(U) 291,275(V) 20,000(W) 5,060,277	486,800(A) 3,651,750(B) 16,262(C) 75,630(D) 261,103(G) 112,349(U) 291,275(V) -0-(W) 4,895,169
TP563002A	SECURITY ENHANCEMENTS AND GUARD BOOTH FENCE THE TELEPORT EGO SPIRIT, INC.	64,480(A) 6,000(D) 70,480	60,873(A)(X) 1,600(D) 62,473

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
GWB391	PERIMETER AND EMERGENCY STAIR	395,000(A)	395,000(A)
	FENCING AT GWB BUS STATION	1,208(C)	1,208(C)
	GEORGE WASHINGTON BRIDGE	24,000(D)	-0-(D)
	REGIS CONTRACTING, INC.	420,208	396,208
WTC861077	FIRE ALARM DEVICE UPGRADE	155,200(A)	150,146(A)(AB)
	PHASE III	65,050(C)	-0-(C)
	FLOORS 46TH, 66TH, AND 72ND	10,000(D)	6,654(D)
	THE WORLD TRADE CENTER GMA ELECTRICAL CORP.	230,250	156,800

- (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 Payment" column is the authorized net cost amount.
- (D) Extra Work
- (E) The difference between "Total Authorized" and "Total Payments" represents backcharges in the amount of \$66,726 for the deletion of a part of the work.
- (F) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$32,544 for a deduction from compensation for deficiencies in asphalt pavement density.
- (G) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% of \$250,000 (whichever is less) without further authorization.
- (H) Premium for furnishing performance and payment bond as provided for in the Contract.
- (I) Memorandum of Justification dated 05/07/96, authorizing Supplemental Agreement No. 1 in the amount of \$944,396 for lump sum work.
- (J) Memorandum of Justification dated 05/07/96, authorizing Supplemental Agreement No. 1 in the amount of \$150,000 for net cost work.
- (K) Memorandum of Justification dated 05/07/96, authorizing Supplemental Agreement No. 1 in the amount of \$75,550 for extra work.
- (L) Memorandum of Authorization dated 08/27/96, increasing extra work in the amount of \$250,000.
- (M) Memorandum of Justification dated 11/08/96, authorizing Supplemental Agreement No. 2 in the amount of \$262,300 for lump sum work.
- (N) Memorandum of Justification dated 11/08/96, authorizing Supplemental Agreement No. 2 in the amount of \$20,000 for net cost work.
- (O) Memorandum of Justification dated 11/08/96, authorizing Supplemental Agreement No. 2 in the amount of \$15,700 for extra work.
- (P) Per AP 45-101.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (G).
- (Q) Memorandum of Justification dated 01/14/97, authorizing Supplemental Agreement No. 1 in the amount of \$98,000 for lumps sum work.
- (R) Memorandum of Justification dated 01/14/97, authorizing Supplemental Agreement No. 1 in the amount of \$20,000 for net cost work.

- (S) Memorandum of Justification dated 01/14/97, authorizing Supplemental Agreement No. 1 in the amount of \$6,000 for extra work.
- (T) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$750 for deleted work.
- (U) Memorandum of Justification dated 10/12/95, authorizing Supplemental Agreement No. 1 in the amount of \$112,349 for lump sum work.
- (V) Memorandum of Justification dated 10/12/95, authorizing Supplemental Agreement No. 1 in the amount of \$291,275 for classified work.
- (W) Memorandum of Justification dated 10/12/95, authorizing Supplemental Agreement No. 1 in the amount of \$20,000 for net cost work.
- (X) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$3,607 for changes in the scope of work.
- (Y) Memorandum of Justification dated 10/16/96, authorizing Supplemental Agreement No. 1 in the amount of \$277,095 for lump sum work.
- (Z) Memorandum of Justification dated 10/16/96, authorizing Supplemental Agreement No. 1 in the amount of \$16,625 for extra work.
- (AA) The difference between "Total Authorized" and "Total Payments" represents backcharges in the amount of \$22,001 for the deletion of a part of the work.
- (AB) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$5,054 for deleted work.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK766	REALIGNMENT OF PERIMETER SERVICE ROAD JOHN F. KENNEDY INTERNATIONAL AIRPORT MOUNT HOPE ROCK PRODUCTS, INC.	47,000(A) 1,737,829(B) 25,000(C) 125,000(D) 1,934,829	47,000(A) 1,810,753(B)(M) 30,026(C) 55,950(D) 1,943,729
JFK807	BUILDING 68 - REPLACEMENT OF HVAC SYSTEM JOHN F. KENNEDY INTERNATIONAL AIRPORT SOEBKE & SONS, INC.	219,000(A) 25,000(D) 244,000	219,000(A) 21,800(D) 240,800
LGA110094	CENTRAL TERMINAL BUILDING ROADWAYS AND CANOPIES LAGUARDIA AIRPORT PETRACCA & SONS, INC.	4,965,000(A) 300,000(C) 497,000(D) 5,762,000	4,965,000(A) 155,932(C) 497,000(D) 5,617,932
LGA110107	CENTRAL TERMINAL BUILDING ASBESTOS ABATEMENT LAGUARDIA AIRPORT NATIONAL SURFACE CLEANING	2,298,715(A) 250,000(C) 230,000(D) 200,000(J) 847,000(K) 3,825,715	2,298,715(A) 194,161(C) 230,000(D) 54,635(J) 847,000(K) 3,624,511
LGA110121	CENTRAL TERMINAL BUILDING AIRPORT OPERATIONS BUILDING LAGUARDIA AIRPORT TWIN TOWERS ENTERPRISES, INC.	2,174,555(A) 100,000(C) 174,000(D) 86,982(E) 80,000(F) 2,615,537	2,174,555(A) 20,000(C) 174,000(D) 86,982(E) 41,215(F) 2,496,752
EWR996102	INTERIM PAVEMENT REPAIRS FOR TERMINAL "B" VIA WORK ORDER NEWARK INTERNATIONAL AIRPORT TARHEEL ENTERPRISES, INC.	1,238,820(B) -0-(C) 43,000(D) 1,281,820	675,715(B) 19,808(C) 17,291(D) 712,814

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
AKG110027	PAVING AND TIDAL WETLANDS RESTORATION AND ENHANCEMENT GOETHALS BRIDGE LEXUS CONSTRUCTION CO., INC.	57,107(A) 30,000(C) 5,110(D) 92,217	47,607(A)(L) 199,037(C) -0-(D) 246,644
AKG214	MISCELLANEOUS CONCRETE REPAIRS TO THE MAINTENANCE AND ADMIN- ISTRATION BUILDINGS GOETHALS BRIDGE INDUS GENERAL CONSTRUCTION, INC.	115,000(A) 4,900(B) 1,000(C) 8,600(D) 14,100(G) 143,600	115,000(A) 4,900(B) -0-(C) -0-(D) 12,175(G) 132,075
GWB379	MAINTENANCE PAVEMENT REPAIRS VIA WORK ORDER GEORGE WASHINGTON BRIDGE SKILLMAN II CONSTRUCTION CO., INC.	947,960(B) 100,000(C) 95,000(D) 1,142,960	791,857(B) 79,255(C) 50,505(D) 921,617
GWB386	REPLACEMENT OF LOWER LEVEL CATWALKS UNDER THE FINGER JOINTS AT THE NEW YORK AND NEW JERSEY TOWERS VISTA ENGINEERING CORP.	551,000(A) 40,000(C) 27,600(D) 12,122(E) 191,000(H) 821,722	551,000(A) -0-(C) -0-(D) 12,122(E) 191,000(H) 754,122
FTLEE	GEORGE WASHINGTON BRIDGE - FORT LEE TRAFFIC INTERSECTION IMPROVE- MENTS GEORGE WASHINGTON BRIDGE NEW JERSEY DEPARTMENT OF TRANSPORTATION	2,030,000(A) 2,030,000	2,030,000(A) 2,030,000
EP110062	PAVING AND UTILITIES ELIZABETH PORT AUTHORITY MARINE TERMINAL MARSELLIS WARNER CORP.	1,449,757(A) 300,000(C) 145,000(D) 1,894,757	1,442,257(A)(I) 298,788(C) 110,253(D) 1,851,298
MFP110065	SIGNING PROGRAM PORT NEWARK AND ELIZABETH PORT AUTHORITY MARINE TERMINAL SCHIAVONE CONSTRUCTION CO.	605,000(A) 1,200,000(C) 49,000(D) 1,854,000	605,000(A) 1,310,000(C) 26,219(D) 1,941,219

- (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) Memorandum of Authorization dated 07/03/97, increasing extra work in the amount of \$80,000.
- (G) Memorandum of Authorization dated 01/29/98, increasing classified work in the amount of \$14,100.
- (H) Memorandum of Authorization dated 04/18/97, authorizing Supplemental Agreement No. 1 in the amount of \$191,000 for lump sum work.
- (I) The difference between "Total Authorized" and "Total Payments" represents a credit in the amount of \$7,500.00 for deletion of the maintenance requirement of the contract.
- (J) Memorandum of Authorization dated 03/10/94, increasing extra work in the amount of \$200,000.
- (K) Board Item dated 04/30/98 authorizing a claim settlement in the amount of \$847,000.
- (L) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the amount of \$9,500.
- (M) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.

(Board - 7/30/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period April 1, 1998 through June 30, 1998.

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>YTD</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.

(Board - 7/30/98)

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>
04/02/98	\$ 25,000,000	GECC CP	--	04/28/98	99.60	5.530%	5.629%	\$ 24,900,152.78	General Electric Capital
04/02/98	25,000,000	FMCDN	--	05/18/98	99.30	5.460	5.575	24,825,583.33	First Chicago Capital Mkt
04/03/98	21,000,000	FMCDN	--	05/28/98	99.17	5.440	5.562	20,825,466.67	First Chicago Capital Mkt
04/07/98	30,000,000	US T-BILL	--	04/16/98	99.86	5.480	5.564	29,958,900.00	Prudential Securities
04/08/98	30,000,000	FMCDN	--	06/08/98	99.09	5.400	5.526	29,725,500.00	Goldman, Sachs & Co
04/14/98	10,000,000	US T-NOTE	5.625%	11/30/99	100.08	--	5.569	10,007,812.50	Paribas Corporation
04/14/98	10,000,000	US T-NOTE	5.625	11/30/99	100.01	--	5.615	10,000,781.25	Goldman, Sachs & Co
04/14/98	15,000,000	US T-BILL	--	03/04/99	95.37	5.140	5.400	14,306,100.00	Paribas Corporation
04/14/98	15,000,000	US T-BILL	--	04/01/99	94.98	5.135	5.411	14,246,866.67	The Nikko Securities Co
04/15/98	25,000,000	GECC CP	--	05/20/98	99.46	5.520	5.627	24,865,833.33	General Electric Capital
04/16/98	15,000,000	US T-NOTE	5.750	09/30/99	100.22	--	5.586	15,033,398.44	Goldman, Sachs & Co
04/16/98	20,000,000	US T-BILL	--	12/10/98	96.63	5.095	5.313	19,326,327.78	Paribas Corporation

(Board - 7/30/98)

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>
04/17/98	\$ 20,000,000	US T-BILL	--	01/07/99	96.28	5.060%	5.285%	\$ 19,255,055.56	Citicorp Securities Mkts
04/17/98	24,000,000	FMCNDN	--	06/29/98	98.91	5.400	5.536	23,737,200.00	Dean Witter Reynolds
04/22/98	15,000,000	US T-BILL	--	03/04/99	95.52	5.100	5.353	14,328,500.00	CIBC Oppenheimer
04/23/98	10,000,000	US T-NOTE	5.625%	11/30/99	100.02	--	5.605	10,002,343.75	Paribas Corporation
04/24/98	15,000,000	US T-BILL	--	10/01/98	97.76	5.030	5.216	14,664,666.66	The Nikko Securities Co
04/24/98	25,000,000	US T-BILL	--	10/08/98	97.66	5.045	5.238	24,414,920.15	Paribas Corporation
04/27/98	15,000,000	US T-NOTE	5.500	03/31/00	99.80	--	5.606	14,970,703.13	The Nikko Securities Co
04/27/98	10,000,000	US T-NOTE	5.750	09/30/99	100.20	--	5.596	10,020,312.50	Paribas Corporation
04/27/98	15,000,000	US T-BILL	--	10/22/98	97.50	5.060	5.262	14,624,716.67	Citicorp Securities Mkts
04/28/98	10,000,000	US T-NOTE	5.750	09/30/99	100.12	--	5.659	10,011,718.75	The Nikko Securities Co
04/28/98	10,000,000	US T-NOTE	5.750	09/30/99	100.10	--	5.671	10,010,156.25	The Nikko Securities Co
04/28/98	15,000,000	US T-BILL	--	04/01/99	95.15	5.170	5.441	14,271,891.66	Paribas Corporation

(Board - 7/30/98)

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>
04/28/98	\$ 25,000,000	US T-BILL	--	10/01/98	97.79	5.100%	5.288%	\$ 24,447,500.00	Goldman, Sachs & Co
04/28/98	25,000,000	GECC CP	--	06/01/98	99.48	5.520	5.626	24,869,666.68	General Electric Capital
04/30/98	10,000,000	US T-BILL	--	10/01/98	97.83	5.075	5.260	9,782,902.78	Paribas Corporation
04/30/98	10,000,000	US T-NOTE	5.500%	03/31/00	99.63	--	5.702	9,963,281.25	The Nikko Securities Co
04/30/98	15,000,000	US T-BILL	--	04/29/99	94.76	5.185	5.473	14,213,608.34	The Nikko Securities Co
04/30/98	15,000,000	US T-BILL	--	04/29/99	94.75	5.190	5.479	14,212,850.00	Paribas Corporation
04/30/98	20,000,000	US T-BILL	--	02/04/99	95.97	5.185	5.427	19,193,444.44	CIBC Oppenheimer
04/30/98	20,000,000	US T-BILL	--	04/01/99	95.15	5.192	5.465	19,030,733.34	The Nikko Securities Co
04/30/98	<u>20,000,000</u>	US T-BILL	--	09/10/98	98.12	5.080	5.249	<u>19,624,644.44</u>	CIBC Oppenheimer
	<u>\$ 585,000,000</u>							<u>\$ 573,673,539.10</u>	

BEY - Bond Equivalent Yield

(Board - 7/30/98)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
04/06/98	\$ 5,000,000	US T-NOTE	5.625%	11/30/99	100.22	--	5.479%	6.690%	\$ 5,010,937.50	Goldman, Sachs & Co
04/06/98	10,000,000	US T-NOTE	5.625	11/30/99	100.31	--	5.419	9.490	10,031,250.00	Paribas Corporation
04/07/98	30,000,000	FMCDN	--	04/10/98	99.95	5.440%	5.518	5.530	29,986,400.01	CIBC Oppenheimer
04/28/98	25,000,000	US T-BILL	--	05/07/98	99.88	4.770	4.842	5.260	24,970,187.50	The Nikko Securities Co
04/30/98	<u>25,000,000</u>	US T-BILL	--	05/14/98	99.82	4.550	4.621	5.390	<u>24,955,763.90</u>	Smith Barney Inc.
	<u>\$ 95,000,000</u>								<u>\$ 94,954,538.91</u>	

BEY - Bond Equivalent Yield.

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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>
CIBC Oppenheimer	04/01/98	04/02/98	\$ 415,000	5.630%	\$ 64.90
Citicorp Securities Mkts	04/01/98	04/02/98	2,409,000	5.620	376.07
Citicorp Securities Mkts	04/01/98	04/02/98	3,482,000	5.620	543.58
Greenwich Capital Mkts	04/01/98	04/02/98	11,953,000 *	5.650	1,875.96
Nesbitt Burns Securities	04/01/98	04/02/98	17,126,000	5.640	2,683.07
Citicorp Securities Mkts	04/01/98	04/02/98	18,699,000	5.620	2,919.12
Citicorp Securities Mkts	04/01/98	04/02/98	22,288,000	5.620	3,479.40
CIBC Oppenheimer	04/01/98	04/02/98	24,254,000	5.630	3,793.06
Citicorp Securities Mkts	04/01/98	04/02/98	38,167,000	5.620	5,958.29
Nesbitt Burns Securities	04/01/98	04/02/98	42,874,000	5.640	6,716.93
CIBC Oppenheimer	04/01/98	04/02/98	50,331,000	5.630	7,871.21

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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	04/02/98	04/03/98	\$ 3,483,000	5.520%	\$ 534.06
Zions First National Bank	04/02/98	04/03/98	8,584,000	5.520	1,316.21
Lehman Brothers	04/02/98	04/03/98	15,020,000	5.540	2,311.41
Lehman Brothers	04/02/98	04/03/98	16,980,000	5.540	2,613.03
Lehman Brothers	04/02/98	04/14/98	18,157,500 *	5.480	33,283.71
Zions First National Bank	04/02/98	04/03/98	22,164,000	5.520	3,398.48
Paribas Corporation	04/02/98	04/03/98	24,194,000	5.520	3,709.75
Paribas Corporation	04/02/98	04/03/98	27,418,000	5.520	4,204.09
Lehman Brothers	04/02/98	04/14/98	31,280,000 *	5.480	57,337.98
Paribas Corporation	04/02/98	04/03/98	48,388,000	5.520	7,419.49
Zions First National Bank	04/02/98	04/03/98	50,700,000	5.520	7,774.00

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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>
Nesbitt Burns Securities	04/03/98	04/06/98	\$ 1,177,000	5.480%	\$ 537.50
Zions First National Bank	04/03/98	04/06/98	3,465,000	5.480	1,582.35
CIBC Oppenheimer	04/03/98	04/06/98	8,101,000	5.480	3,699.46
Zions First National Bank	04/03/98	04/06/98	8,528,000	5.480	3,894.45
Zions First National Bank	04/03/98	04/06/98	22,132,000	5.480	10,106.95
Nesbitt Burns Securities	04/03/98	04/06/98	25,483,000	5.480	11,637.24
Nesbitt Burns Securities	04/03/98	04/06/98	27,770,000	5.480	12,681.63
Nesbitt Burns Securities	04/03/98	04/06/98	30,570,000	5.480	13,960.30
CIBC Oppenheimer	04/03/98	04/06/98	36,899,000	5.480	16,850.54
Zions First National Bank	04/03/98	04/06/98	50,750,000	5.480	23,175.83
Citicorp Securities Mkts	04/06/98	04/07/98	3,464,000	5.470	526.34

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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>
Citicorp Securities Mkts	04/06/98	04/07/98	\$ 8,379,000	5.470%	\$ 1,273.14
Citicorp Securities Mkts	04/06/98	04/07/98	21,838,000	5.470	3,318.16
Lehman Brothers	04/06/98	04/07/98	23,780,000	5.500	3,633.06
Lehman Brothers	04/06/98	04/07/98	26,220,000	5.500	4,005.83
Nesbitt Burns Securities	04/06/98	04/07/98	49,310,000	5.470	7,492.38
Nesbitt Burns Securities	04/06/98	04/07/98	50,690,000	5.470	7,702.06
Citicorp Securities Mkts	04/06/98	04/07/98	50,919,000	5.470	7,736.86
Dean Witter Reynolds	04/07/98	04/08/98	312,500	5.460	47.40
Paribas Corporation	04/07/98	04/08/98	3,465,000	5.470	526.49
Paribas Corporation	04/07/98	04/08/98	5,688,000	5.470	864.26
Nesbitt Burns Securities	04/07/98	04/08/98	7,334,000	5.460	1,112.32

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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>
Paribas Corporation	04/07/98	04/08/98	\$ 10,050,000	5.470%	\$ 1,527.04
Paribas Corporation	04/07/98	04/08/98	11,470,000	5.470	1,742.80
Lehman Brothers	04/07/98	04/13/98	24,906,250 *	5.500	22,816.89
Nesbitt Burns Securities	04/07/98	04/08/98	26,446,000	5.460	4,010.98
Zions First National Bank	04/07/98	04/08/98	28,000,000	5.470	4,254.44
Dean Witter Reynolds	04/07/98	04/08/98	49,687,500	5.460	7,535.94
Nesbitt Burns Securities	04/07/98	04/08/98	51,220,000	5.460	7,768.37
Paribas Corporation	04/07/98	04/08/98	53,600,000	5.470	8,144.22
Paribas Corporation	04/08/98	04/09/98	1,224,000	5.550	188.70
Paribas Corporation	04/08/98	04/09/98	3,462,000	5.550	533.73
Zions First National Bank	04/08/98	04/09/98	4,000,000	5.550	616.67

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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	04/08/98	04/09/98	\$ 7,940,000	5.550%	\$ 1,224.08
Paribas Corporation	04/08/98	04/09/98	8,006,000	5.550	1,234.26
Paribas Corporation	04/08/98	04/09/98	13,540,000	5.550	2,087.42
Nesbitt Burns Securities	04/08/98	04/09/98	39,000,000	5.530	5,990.83
Zions First National Bank	04/08/98	04/09/98	48,000,000	5.550	7,400.00
Zions First National Bank	04/08/98	04/09/98	48,000,000	5.550	7,400.00
Paribas Corporation	04/08/98	04/09/98	50,040,000	5.550	7,714.50
Nesbitt Burns Securities	04/09/98	04/13/98	3,067,000	5.490	1,870.87
Nesbitt Burns Securities	04/09/98	04/13/98	6,059,000	5.490	3,695.99
Nesbitt Burns Securities	04/09/98	04/13/98	19,107,000	5.490	11,655.27
Paribas Corporation	04/09/98	04/13/98	46,000,000	5.490	28,060.00

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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>
Zions First National Bank	04/09/98	04/13/98	\$ 49,275,000	5.490%	\$ 30,057.75
Zions First National Bank	04/09/98	04/13/98	50,725,000	5.490	30,942.25
Nesbitt Burns Securities	04/09/98	04/13/98	51,601,000	5.490	31,476.61
Paribas Corporation	04/13/98	04/14/98	3,066,000	5.480	466.71
CIBC Oppenheimer	04/13/98	04/14/98	4,263,000	5.500	651.29
Paribas Corporation	04/13/98	04/14/98	17,130,000	5.480	2,607.57
Paribas Corporation	04/13/98	04/14/98	17,156,000	5.480	2,611.52
Paribas Corporation	04/13/98	04/14/98	40,380,000	5.480	6,146.73
Nesbitt Burns Securities	04/13/98	04/14/98	46,602,000	5.480	7,093.86
CIBC Oppenheimer	04/13/98	04/14/98	50,737,000	5.500	7,751.49
Nesbitt Burns Securities	04/13/98	04/14/98	53,398,000	5.480	8,128.36

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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	04/14/98	04/15/98	\$ 3,055,000	5.520%	\$ 468.43
Zions First National Bank	04/14/98	04/15/98	7,832,000	5.520	1,200.91
Zions First National Bank	04/14/98	04/15/98	17,110,000	5.520	2,623.53
Nesbitt Burns Securities	04/14/98	04/15/98	25,000,000	5.540	3,847.22
Citicorp Securities Mkts	04/14/98	04/15/98	38,499,000	5.520	5,903.18
Zions First National Bank	04/14/98	04/15/98	49,700,000	5.520	7,620.67
Citicorp Securities Mkts	04/14/98	04/15/98	51,501,000	5.520	7,896.82
Lehman Brothers	04/15/98	04/16/98	3,038,000	5.700	481.02
Lehman Brothers	04/15/98	04/16/98	14,458,000	5.700	2,289.18
Paribas Corporation	04/15/98	04/16/98	26,024,000	5.690	4,113.24
Lehman Brothers	04/15/98	04/16/98	28,177,000	5.700	4,461.36

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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	04/15/98	04/16/98	\$ 29,170,000	5.700%	\$ 4,618.58
CIBC Oppenheimer	04/15/98	04/16/98	30,000,000	5.700	4,750.00
Paribas Corporation	04/15/98	04/16/98	48,976,000	5.690	7,740.93
Dresdner Kleinwort Benson	04/16/98	04/20/98	1,938,000 *	5.370	1,160.65
Citicorp Securities Mkts	04/16/98	04/17/98	3,027,000	5.450	458.25
Citicorp Securities Mkts	04/16/98	04/17/98	8,527,000	5.450	1,290.89
Citicorp Securities Mkts	04/16/98	04/17/98	14,389,000	5.450	2,178.33
Lehman Brothers	04/16/98	04/20/98	24,687,500 *	5.380	14,805.64
Lehman Brothers	04/16/98	04/20/98	24,718,750 *	5.380	14,824.38
Paribas Corporation	04/16/98	04/17/98	45,000,000	5.430	6,787.50
Nesbitt Burns Securities	04/16/98	04/17/98	46,449,000	5.450	7,031.86

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>
Dresdner Kleinwort Benson	04/16/98	04/20/98	\$ 48,012,000 *	5.370%	\$ 28,753.85
Citicorp Securities Mkts	04/16/98	04/17/98	48,796,000	5.450	7,387.17
Lehman Brothers	04/16/98	04/20/98	49,125,000 *	5.380	29,447.71
Nesbitt Burns Securities	04/16/98	04/17/98	53,551,000	5.450	8,107.03
Dean Witter Reynolds	04/17/98	04/20/98	2,970,000	5.390	1,334.03
Dean Witter Reynolds	04/17/98	04/20/98	6,144,500	5.390	2,759.90
Paribas Corporation	04/17/98	04/20/98	10,314,000	5.390	4,632.71
Dean Witter Reynolds	04/17/98	04/20/98	12,927,000	5.390	5,806.38
Paribas Corporation	04/17/98	04/20/98	15,160,000	5.390	6,809.37
Paribas Corporation	04/17/98	04/20/98	15,710,000	5.390	7,056.41
CIBC Oppenheimer	04/17/98	04/20/98	20,000,000	5.380	8,966.67

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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	04/17/98	04/20/98	\$ 24,663,000	5.390%	\$ 11,077.80
Paribas Corporation	04/17/98	04/20/98	34,153,000	5.390	15,340.39
Smith Barney Harris Upham	04/17/98	04/21/98	49,937,500 *	5.400	29,837.66
Dean Witter Reynolds	04/17/98	04/20/98	50,187,500	5.390	22,542.55
Nesbitt Burns Securities	04/20/98	04/21/98	2,964,000	5.470	450.36
Nesbitt Burns Securities	04/20/98	04/21/98	5,140,000	5.470	780.99
Nesbitt Burns Securities	04/20/98	04/21/98	12,918,000	5.470	1,962.82
Citicorp Securities Mkts	04/20/98	04/21/98	14,000,000	5.470	2,127.22
Lehman Brothers	04/20/98	04/27/98	24,712,500 *	5.360	25,934.40
Lehman Brothers	04/20/98	04/29/98	49,175,000 *	5.410	66,427.23
Greenwich Capital Mkts	04/20/98	04/21/98	49,655,000	5.470	7,544.80

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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>
Greenwich Capital Mkts	04/20/98	04/21/98	\$ 50,345,000	5.470%	\$ 7,649.64
Nesbitt Burns Securities	04/20/98	04/21/98	51,184,000	5.470	7,777.12
Citicorp Securities Mkts	04/21/98	04/22/98	2,959,000	5.400	443.85
Citicorp Securities Mkts	04/21/98	04/22/98	7,496,000	5.400	1,124.40
Citicorp Securities Mkts	04/21/98	04/22/98	12,776,000	5.400	1,916.40
CIBC Oppenheimer	04/21/98	04/22/98	21,000,000	5.350	3,120.83
Citicorp Securities Mkts	04/21/98	04/22/98	48,739,000	5.400	7,310.85
Greenwich Capital Mkts	04/21/98	04/22/98	49,775,000	5.400	7,466.25
Greenwich Capital Mkts	04/21/98	04/22/98	50,225,000	5.400	7,533.75
Zions First National Bank	04/22/98	04/23/98	2,872,000	5.490	437.98
Zions First National Bank	04/22/98	04/23/98	5,944,000	5.490	906.46

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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>
Citicorp Securities Mkts	04/22/98	04/23/98	\$ 10,000,000	5.440%	\$ 1,511.11
Zions First National Bank	04/22/98	04/23/98	12,601,000	5.490	1,921.65
Nesbitt Burns Securities	04/22/98	04/23/98	24,778,000	5.490	3,778.65
Nesbitt Burns Securities	04/22/98	04/23/98	33,347,000	5.490	5,085.42
Nesbitt Burns Securities	04/22/98	04/23/98	41,875,000	5.490	6,385.94
Zions First National Bank	04/22/98	04/23/98	50,200,000	5.490	7,655.50
Dresdner Kleinwort Benson	04/23/98	04/24/98	1,814,000 *	5.350	269.58
Paribas Corporation	04/23/98	04/24/98	2,808,000	5.380	419.64
Paribas Corporation	04/23/98	04/24/98	6,723,000	5.380	1,004.72
Paribas Corporation	04/23/98	04/24/98	11,593,000	5.380	1,732.51
Citicorp Securities Mkts	04/23/98	04/24/98	15,000,000	5.370	2,237.50

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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>
Smith Barney Harris Upham	04/23/98	04/29/98	\$ 19,562,500 *	5.450%	\$ 17,551.91
Lehman Brothers	04/23/98	04/27/98	24,937,500 *	5.350	14,823.96
Smith Barney Harris Upham	04/23/98	04/28/98	24,950,000 *	5.450	18,573.89
Smith Barney Harris Upham	04/23/98	04/29/98	30,000,000 *	5.450	26,916.67
Dresdner Kleinwort Benson	04/23/98	04/24/98	48,161,000 *	5.350	7,157.26
Zions First National Bank	04/23/98	04/24/98	49,350,000	5.380	7,375.08
Paribas Corporation	04/23/98	04/24/98	49,368,000	5.380	7,377.77
Nesbitt Burns Securities	04/23/98	04/24/98	50,000,000	5.380	7,472.22
Zions First National Bank	04/23/98	04/24/98	50,650,000	5.380	7,569.36
Zions First National Bank	04/24/98	04/27/98	2,807,000	5.340	1,249.12
Zions First National Bank	04/24/98	04/27/98	5,464,000	5.340	2,431.48

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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>
Nesbitt Burns Securities	04/24/98	04/27/98	\$ 7,622,000	5.340%	\$ 3,391.79
Zions First National Bank	04/24/98	04/27/98	11,589,000	5.340	5,157.11
Citicorp Securities Mkts	04/24/98	04/27/98	27,250,000	5.380	12,217.08
Nesbitt Burns Securities	04/24/98	04/27/98	41,873,000	5.340	18,633.49
Nesbitt Burns Securities	04/24/98	04/27/98	50,505,000	5.340	22,474.73
Zions First National Bank	04/24/98	04/27/98	50,625,000	5.340	22,528.13
Paribas Corporation	04/27/98	04/28/98	2,685,000	5.450	406.48
Paribas Corporation	04/27/98	04/28/98	4,125,000	5.450	624.48
Citicorp Securities Mkts	04/27/98	04/28/98	10,000,000	5.450	1,513.89
Paribas Corporation	04/27/98	04/28/98	11,565,000	5.450	1,750.81
Citicorp Securities Mkts	04/27/98	04/28/98	29,203,432	5.450	4,421.08

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	04/27/98	Open	\$ 49,400,000 *	Variable **	\$ 29,763.50 ***
Paribas Corporation	04/27/98	04/28/98	49,551,000	5.450	7,501.47
Citicorp Securities Mkts	04/27/98	04/28/98	50,796,568	5.450	7,690.04
Nesbitt Burns Securities	04/28/98	04/29/98	1,990,000	5.410	299.05
Nesbitt Burns Securities	04/28/98	04/29/98	2,075,000	5.410	311.83
Zions First National Bank	04/28/98	04/29/98	9,800,000	5.410	1,472.72
Nesbitt Burns Securities	04/28/98	04/29/98	11,312,000	5.410	1,699.94
Dresdner Kleinwort Benson	04/28/98	04/30/98	24,950,000 *	5.400	7,485.00
Greenwich Capital Mkts	04/28/98	04/29/98	26,000,000	5.400	3,900.00
Nesbitt Burns Securities	04/28/98	04/29/98	50,071,000	5.410	7,524.56
Zions First National Bank	04/28/98	04/29/98	50,200,000	5.410	7,543.94

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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>
Dresdner Kleinwort Benson	04/29/98	Open	\$ 1,132,000 *	Variable **	\$ 342.74 ***
Greenwich Capital Mkts	04/29/98	04/30/98	6,500,000	5.400	975.00
Paribas Corporation	04/29/98	04/30/98	11,142,000	5.390	1,668.21
Paribas Corporation	04/29/98	04/30/98	13,696,000	5.390	2,050.60
Greenwich Capital Mkts	04/29/98	04/30/98	30,755,000	5.400	4,613.25
Paribas Corporation	04/29/98	04/30/98	38,404,000	5.390	5,749.93
Dresdner Kleinwort Benson	04/29/98	Open	48,093,000 *	Variable **	14,561.49 ***
Greenwich Capital Mkts	04/29/98	04/30/98	49,245,000	5.400	7,386.75
Dresdner Kleinwort Benson	04/30/98	Open	1,518,000 *	Variable **	229.81 ***
Greenwich Capital Mkts	04/30/98	05/01/98	2,600,000	5.520	398.67
Greenwich Capital Mkts	04/30/98	05/01/98	10,839,000	5.520	1,661.98

(Board - 7/30/98)

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>
Citicorp Securities Mkts	04/30/98	05/01/98	\$ 34,500,000	5.460%	\$ 5,232.50
Paribas Corporation	04/30/98	05/01/98	38,120,000	5.520	5,845.07
Dresdner Kleinwort Benson	04/30/98	Open	48,107,000 *	Variable **	7,282.87 ***
Zions First National Bank	04/30/98	Open	49,812,500 *	Variable **	7,541.06 ***
Greenwich Capital Mkts	04/30/98	05/01/98	50,285,000	5.520	7,710.37
Paribas Corporation	04/30/98	05/01/98	51,880,000	5.520	7,954.93

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

** This rate subject to change daily.

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

(Board - 7/30/98)

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>
Greenwich Capital Mkts	04/01/98	04/02/98	\$ 11,953,000	5.000%	\$ 1,660.14
Lehman Brothers	04/02/98	04/14/98	49,437,500	5.300	87,161.06
Lehman Brothers	04/07/98	04/13/98	24,906,250	5.200	21,495.48
Lehman Brothers	04/16/98	04/20/98	24,687,500	4.950	13,646.70
Lehman Brothers	04/16/98	04/20/98	24,718,750	5.150	14,075.95
Lehman Brothers	04/16/98	04/20/98	49,125,000	5.180	28,356.04
Dresdner Kleinwort Benson	04/16/98	04/20/98	49,950,000	5.220	28,804.50
Smith Barney Harris Upham	04/17/98	04/21/98	49,937,500	5.300	28,991.49
Lehman Brothers	04/20/98	04/27/98	24,712,500	5.250	25,090.05
Lehman Brothers	04/20/98	04/29/98	49,175,000	5.200	63,435.75

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>
Lehman Brothers	04/23/98	04/27/98	\$ 24,937,500	5.050%	\$13,992.71
Dresdner Kleinwort Benson	04/23/98	04/24/98	49,975,000	5.000	6,940.97
Smith Barney Harris Upham	04/23/98	04/28/98	24,950,000	5.300	17,846.18
Smith Barney Harris Upham	04/23/98	04/29/98	49,562,500	5.300	42,609.98
Lehman Brothers	04/27/98	Open	49,400,000	Variable *	27,142.56 **
Dresdner Kleinwort Benson	04/28/98	04/30/98	24,950,000	5.100	7,069.17
Dresdner Kleinwort Benson	04/29/98	Open	49,225,000	Variable *	14,220.56 **
Dresdner Kleinwort Benson	04/30/98	Open	49,625,000	Variable *	7,236.98 **
Zions First National Bank	04/30/98	Open	49,812,500	Variable *	6,572.48 **

* 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

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 April 1, 1998 through April 30, 1998, 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 April 1, 1998 and April 30, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of April 30, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$779.6 million, including \$384.6 million pertaining to refundings and \$110.0 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, 1998 and April 30, 1998 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>
4/28/98	\$ 13,090,000	Morgan Guaranty Trust Co. of NY	16 Years*	Tax-exempt market rate for demand loans at par set by Morgan Guaranty Trust Co. of NY

*Subject to prepayment in whole or in part at the option of the Port Authority or upon demand of the lender upon 30 days notice.

(Board - 7/30/98)

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

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>YTD</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.

(Board - 7/30/98)

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>
05/05/98	\$ 15,000,000	US T-BILL	--	04/29/99	94.89	5.127%	5.407%	\$ 14,233,011.47	The Nikko Securities Co
05/05/98	15,000,000	US T-BILL	--	04/29/99	94.89	5.127	5.407	14,233,011.47	Paribas Corporation
05/06/98	25,000,000	US T-BILL	--	09/24/98	98.03	5.030	5.202	24,507,479.18	The Nikko Securities Co
05/07/98	5,000,000	US T-NOTE	5.375%	01/31/00	99.63	--	5.599	4,981,250.00	Paribas Corporation
05/07/98	5,000,000	US T-NOTE	5.375	01/31/00	99.63	--	5.599	4,981,250.00	The Nikko Securities Co
05/07/98	15,000,000	US T-BILL	--	04/29/99	94.89	5.153	5.433	14,233,565.63	The Nikko Securities Co
05/07/98	25,000,000	US T-BILL	--	11/05/98	97.42	5.100	5.308	24,355,416.68	Paribas Corporation
05/07/98	25,000,000	US T-BILL	--	11/05/98	97.42	5.100	5.308	24,355,416.68	The Nikko Securities Co
05/08/98	20,000,000	US T-BILL	--	10/22/98	97.65	5.065	5.259	19,530,080.56	Paribas Corporation
05/11/98	15,000,000	US T-BILL	--	04/29/99	94.96	5.145	5.423	14,243,256.26	The Nikko Securities Co
05/11/98	15,000,000	US T-NOTE	5.625	04/30/00	100.07	--	5.586	15,010,546.88	Paribas Corporation

(Board - 7/30/98)

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>
05/12/98	\$ 10,000,000	US T-NOTE	5.375%	01/31/00	99.58	--	5.630%	\$ 9,957,812.50	The Nikko Securities Co
05/12/98	10,000,000	US T-NOTE	5.625	04/30/00	99.96	--	5.645	9,996,093.75	Prudential Securities
05/13/98	25,000,000	US T-BILL	--	09/24/98	98.11	5.080%	5.250	24,527,277.78	Paribas Corporation
05/14/98	15,000,000	US T-BILL	--	11/12/98	97.41	5.130	5.340	14,610,975.00	The Nikko Securities Co
05/15/98	15,000,000	US T-BILL	--	10/22/98	97.73	5.100	5.291	14,660,000.00	Paribas Corporation
05/15/98	25,000,000	US T-BILL	--	10/08/98	97.94	5.080	5.259	24,484,944.45	Prudential Securities
05/15/98	25,000,000	US T-BILL	--	09/10/98	98.34	5.065	5.222	24,584,951.40	Prudential Securities
05/18/98	25,000,000	FMCDN	--	06/16/98	99.56	5.410	5.509	24,891,048.60	Lehman Brothers
05/19/98	25,000,000	US T-BILL	--	08/13/98	98.80	5.030	5.162	24,699,597.23	Prudential Securities*
05/20/98	25,000,000	GECC CP	--	07/01/98	99.36	5.490	5.602	24,839,875.00	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>
05/21/98	\$ 25,000,000	US T-BILL	--	11/19/98	97.39	5.155%	5.366%	\$ 24,348,465.28	Paribas Corporation
05/28/98	<u>21,000,000</u>	FNDN	--	07/15/98	99.28	5.410	5.525	<u>20,848,520.01</u>	Fuji Securities
	<u>\$ 426,000,000</u>							<u>\$ 417,113,845.81</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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
05/01/98	\$ 10,000,000	US T-NOTE	5.500%	03/31/00	99.81	--	5.602%	6.18%	\$ 9,981,250.00	Paribas Corporation
05/01/98	30,000,000	US T-BILL	--	04/29/99	94.81	5.143%	5.426	23.03	28,444,393.60	The Nikko Securities Co
05/04/98	20,000,000	US T-NOTE	6.250	06/30/98	100.20	--	4.895	6.29	20,039,062.40	Prudential Securities
05/06/98	25,000,000	US T-BILL	--	05/28/98	99.71	4.740	4.820	5.35	24,927,583.33	Paribas Corporation
05/06/98	25,000,000	US T-BILL	--	05/28/98	99.71	4.740	4.820	5.64	24,927,583.33	The Nikko Securities Co
05/07/98	5,000,000	US T-NOTE	5.375	01/31/00	99.66	--	5.580	11.29	4,982,812.50	Paribas Corporation
05/07/98	5,000,000	US T-NOTE	5.375	01/31/00	99.66	--	5.580	11.29	4,982,812.50	The Nikko Securities Co
05/07/98	15,000,000	US T-BILL	--	04/29/99	94.93	5.115	5.392	14.30	14,239,143.75	The Nikko Securities Co
05/08/98	20,000,000	US T-BILL	--	07/02/98	99.26	4.850	4.954	5.22	19,851,805.56	Prudential Securities
05/13/98	15,000,000	US T-BILL	--	06/04/98	99.7036	4.850	4.932	5.57	14,955,541.67	Dean Witter Reynolds

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

Sale of Securities (Cont.)

<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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
05/14/98	\$ 15,000,000	US T-NOTE	5.625%	04/30/00	100.07	--	5.585%	5.57%	\$ 15,010,546.88	Prudential Securities
05/15/98	25,000,000	US T-BILL	--	06/11/98	99.64	4.760%	4.843	5.54	24,910,750.00	Prudential Securities
05/15/98	25,000,000	US T-BILL	--	07/09/98	99.26	4.860	4.964	5.26	24,814,375.00	The Nikko Securities Co
05/15/98	25,000,000	US T-BILL	--	07/16/98	99.16	4.850	4.959	5.28	24,791,180.56	The Nikko Securities Co
05/19/98	25,000,000	US T-NOTE	5.125	06/30/98	100.03	--	4.794	5.39	25,006,835.94	Prudential Securities*
05/28/98	25,000,000	US T-BILL	--	06/25/98	99.64	4.640	4.721	5.62	24,909,777.78	Prudential Securities
05/29/98	<u>25,000,000</u>	US T-BILL	--	06/25/98	99.66	4.590	4.670	5.40	<u>24,913,937.50</u>	Prudential Securities
	<u>\$ 335,000,000</u>								<u>\$ 331,689,392.54</u>	

BEY - Bond Equivalent Yield

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

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>
Citicorp Securities Mkts	05/01/98	05/04/98	\$ 2,121,000	5.400%	\$ 954.45
Citicorp Securities Mkts	05/01/98	05/04/98	10,313,000	5.400	4,640.85
Lehman Brothers	05/01/98	05/04/98	19,840,000 *	5.390	8,911.47
CIBC Oppenheimer	05/01/98	05/04/98	24,750,000 *	5.400	11,137.50
Lehman Brothers	05/01/98	05/04/98	24,875,000 *	5.390	11,173.02
Dresdner Kleinwort Benson	05/01/98	05/05/98	43,965,000 *	5.400	26,379.00
Paribas Corporation	05/01/98	05/04/98	49,040,000	5.400	22,068.00
Lehman Brothers	05/01/98	05/04/98	49,937,500 *	5.390	22,430.26
Zions First National Bank	05/01/98	05/04/98	50,000,000	5.400	22,500.00
Citicorp Securities Mkts	05/01/98	05/04/98	50,306,000	5.400	22,637.70
Paribas Corporation	05/01/98	05/04/98	50,960,000	5.400	22,932.00

(Board - 7/30/98)

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>
CIBC Oppenheimer	05/04/98	05/07/98	\$ 2,175,000 *	5.400%	\$ 981.77
Citicorp Securities Mkts	05/04/98	05/05/98	10,311,000	5.450	1,560.97
Paribas Corporation	05/04/98	05/05/98	21,020,000	5.470	3,193.87
Nesbitt Burns Securities	05/04/98	05/05/98	22,630,000	5.450	3,425.93
Lehman Brothers	05/04/98	05/06/98	25,725,000 *	5.370	7,731.79
Nesbitt Burns Securities	05/04/98	05/05/98	27,130,000	5.450	4,107.18
CIBC Oppenheimer	05/04/98	05/07/98	47,300,000 *	5.400	21,350.69
Paribas Corporation	05/04/98	05/05/98	48,980,000	5.470	7,442.24
Nesbitt Burns Securities	05/04/98	05/05/98	50,240,000	5.450	7,605.78
Citicorp Securities Mkts	05/04/98	05/05/98	52,431,000	5.450	7,937.47
Citicorp Securities Mkts	05/05/98	05/06/98	1,018,000	5.390	152.42

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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>
Zions First National Bank	05/05/98	05/06/98	\$ 10,268,000	5.380%	\$ 1,534.50
Dresdner Kleinwort Benson	05/05/98	05/06/98	24,875,000 *	5.400	3,731.25
Nesbitt Burns Securities	05/05/98	05/06/98	49,496,000	5.380	7,396.90
Nesbitt Burns Securities	05/05/98	05/06/98	50,504,000	5.380	7,547.54
Zions First National Bank	05/05/98	05/06/98	52,331,000	5.380	7,820.58
Citicorp Securities Mkts	05/05/98	05/06/98	53,982,000	5.390	8,082.31
Citicorp Securities Mkts	05/06/98	05/07/98	134,000	5.410	20.14
Citicorp Securities Mkts	05/06/98	05/07/98	10,269,000	5.410	1,543.20
Nesbitt Burns Securities	05/06/98	05/07/98	25,302,000	5.410	3,802.33
Dresdner Kleinwort Benson	05/06/98	05/08/98	44,347,500 *	5.300	13,181.06
Greenwich Capital Mkts	05/06/98	05/07/98	49,365,000	5.400	7,404.75

(Board - 7/30/98)

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>
Nesbitt Burns Securities	05/06/98	05/07/98	\$ 49,698,000	5.410%	\$ 7,468.51
Greenwich Capital Mkts	05/06/98	05/07/98	50,635,000	5.400	7,595.25
Citicorp Securities Mkts	05/06/98	05/07/98	52,205,000	5.410	7,845.25
Paribas Corporation	05/07/98	05/08/98	2,165,000	5.330	320.54
CIBC Oppenheimer	05/07/98	05/08/98	3,000,000 *	5.300	441.67
Nesbitt Burns Securities	05/07/98	05/08/98	9,418,000	5.320	1,391.77
Paribas Corporation	05/07/98	05/08/98	12,450,000	5.330	1,843.29
Paribas Corporation	05/07/98	05/08/98	13,218,000	5.330	1,957.00
Lehman Brothers	05/07/98	05/08/98	15,760,000	5.320	2,328.98
Lehman Brothers	05/07/98	05/08/98	17,240,000	5.320	2,547.69
Paribas Corporation	05/07/98	05/08/98	22,738,000	5.330	3,366.49

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>
Smith Barney Harris Upham	05/07/98	05/15/98	\$ 24,875,000 *	5.500%	\$ 29,780.90
Nesbitt Burns Securities	05/07/98	05/08/98	25,471,000	5.320	3,764.05
Nesbitt Burns Securities	05/07/98	05/08/98	26,223,000	5.320	3,875.18
CIBC Oppenheimer	05/07/98	05/08/98	46,500,000 *	5.300	6,845.83
Paribas Corporation	05/07/98	05/08/98	49,429,000	5.330	7,318.24
Nesbitt Burns Securities	05/08/98	05/12/98	875,000	5.320	517.22
Lehman Brothers	05/08/98	05/11/98	9,150,000	5.330	4,064.13
Nesbitt Burns Securities	05/08/98	05/12/98	9,419,000	5.320	5,567.68
Greenwich Capital Mkts	05/08/98	05/11/98	14,643,750 *	5.300	6,467.66
Nesbitt Burns Securities	05/08/98	05/15/98	24,781,250 *	5.450	25,917.06
Paribas Corporation	05/08/98	05/12/98	25,387,000	5.330	15,034.75

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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	05/08/98	05/12/98	\$ 49,613,000	5.330%	\$ 29,381.92
Nesbitt Burns Securities	05/08/98	05/12/98	50,559,000	5.320	29,885.99
Lehman Brothers	05/08/98	05/11/98	50,850,000	5.330	22,585.88
Citicorp Securities Mkts	05/11/98	05/12/98	35,000,000	5.400	5,250.00
Dresdner Kleinwort Benson	05/12/98	05/21/98	1,023,500 *	5.400	1,413.00
Paribas Corporation	05/12/98	05/13/98	9,302,000	5.480	1,415.97
Lehman Brothers	05/12/98	05/13/98	11,150,000	5.500	1,703.47
Paribas Corporation	05/12/98	05/13/98	40,000,000	5.480	6,088.89
Dresdner Kleinwort Benson	05/12/98	05/21/98	48,289,000 *	5.400	66,665.65
Lehman Brothers	05/12/98	05/13/98	48,850,000	5.500	7,463.19
Paribas Corporation	05/12/98	05/13/98	50,069,000	5.480	7,621.61

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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	05/13/98	05/14/98	\$ 7,100,000	5.510%	\$ 1,086.69
Paribas Corporation	05/13/98	05/14/98	9,234,000	5.520	1,415.88
Paribas Corporation	05/13/98	05/14/98	40,000,000	5.520	6,133.33
Zions First National Bank	05/13/98	05/14/98	48,900,000	5.510	7,484.42
Paribas Corporation	05/13/98	05/14/98	49,919,000	5.520	7,654.25
Greenwich Capital Mkts	05/14/98	05/15/98	1,060,000	5.520	162.53
CIBC Oppenheimer	05/14/98	05/15/98	9,295,000	5.510	1,422.65
CIBC Oppenheimer	05/14/98	05/15/98	40,000,000	5.510	6,122.22
CIBC Oppenheimer	05/14/98	05/15/98	49,885,000	5.510	7,635.18
Greenwich Capital Mkts	05/14/98	05/15/98	51,940,000	5.520	7,964.13
Nesbitt Burns Securities	05/15/98	05/18/98	9,194,000	5.630	4,313.52

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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>
Nesbitt Burns Securities	05/15/98	05/18/98	\$ 13,625,000	5.630%	\$ 6,392.40
Lehman Brothers	05/15/98	05/28/98	20,495,000 *	5.510	40,483.32
Zions First National Bank	05/15/98	05/18/98	26,750,000	5.640	12,572.50
Lehman Brothers	05/15/98	05/28/98	29,030,000 *	5.510	57,342.31
Nesbitt Burns Securities	05/15/98	05/18/98	36,277,000	5.630	17,019.96
Nesbitt Burns Securities	05/15/98	05/18/98	40,000,000	5.630	18,766.67
Zions First National Bank	05/15/98	05/18/98	50,250,000	5.640	23,617.50
Zions First National Bank	05/18/98	05/19/98	8,966,000	5.540	1,379.77
Paribas Corporation	05/18/98	05/19/98	24,714,000	5.540	3,803.21
Zions First National Bank	05/18/98	05/19/98	40,000,000	5.540	6,155.56
Zions First National Bank	05/18/98	05/19/98	49,505,000	5.540	7,618.27

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	05/18/98	05/19/98	\$ 50,286,000	5.540%	\$ 7,738.46
Zions First National Bank	05/19/98	05/20/98	2,200,000	5.450	333.06
Citicorp Securities Mkts	05/19/98	05/20/98	7,538,000	5.480	1,147.45
Nesbitt Burns Securities	05/19/98	05/20/98	15,549,000	5.450	2,353.95
Nesbitt Burns Securities	05/19/98	05/20/98	34,451,000	5.450	5,215.50
Citicorp Securities Mkts	05/19/98	05/20/98	40,000,000	5.480	6,088.89
Paribas Corporation	05/19/98	05/29/98	42,750,000 *	5.500	64,421.88
Citicorp Securities Mkts	05/19/98	05/20/98	49,434,000	5.480	7,524.95
Zions First National Bank	05/19/98	05/20/98	50,800,000	5.450	7,690.56
Nesbitt Burns Securities	05/20/98	05/21/98	2,000,000	5.470	303.89
Nesbitt Burns Securities	05/20/98	05/21/98	5,737,000	5.470	871.71

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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>
Nesbitt Burns Securities	05/20/98	05/21/98	\$ 7,459,000	5.470%	\$ 1,133.35
Zions First National Bank	05/20/98	05/21/98	23,450,000	5.430	3,537.04
Paribas Corporation	05/20/98	05/21/98	28,000,000	5.400	4,200.00
Nesbitt Burns Securities	05/20/98	05/21/98	34,263,000	5.470	5,206.07
Nesbitt Burns Securities	05/20/98	05/21/98	47,349,000	5.470	7,194.42
Zions First National Bank	05/20/98	05/21/98	51,550,000	5.430	7,775.46
Zions First National Bank	05/21/98	05/22/98	7,347,000	5.400	1,102.05
Nesbitt Burns Securities	05/21/98	05/22/98	28,822,000	5.390	4,315.29
Nesbitt Burns Securities	05/21/98	05/22/98	39,178,000	5.390	5,865.82
Zions First National Bank	05/21/98	05/22/98	43,000,000	5.400	6,450.00
Zions First National Bank	05/21/98	05/22/98	49,320,000	5.400	7,398.00

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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>
Citicorp Securities Mkts	05/22/98	05/26/98	\$ 6,837,000	5.340%	\$ 4,056.62
Nesbitt Burns Securities	05/22/98	05/26/98	32,545,000	5.340	19,310.03
Nesbitt Burns Securities	05/22/98	05/26/98	35,455,000	5.340	21,036.63
Citicorp Securities Mkts	05/22/98	05/26/98	43,000,000	5.340	25,513.33
Citicorp Securities Mkts	05/22/98	05/26/98	49,264,000	5.340	29,229.97
Nesbitt Burns Securities	05/26/98	05/27/98	4,813,000	5.480	732.65
Nesbitt Burns Securities	05/26/98	05/27/98	9,002,000	5.480	1,370.30
Lehman Brothers	05/26/98	05/27/98	18,067,500 *	5.480	2,750.28
Citicorp Securities Mkts	05/26/98	05/27/98	26,836,000	5.480	4,085.04
Lehman Brothers	05/26/98	05/27/98	31,745,000 *	5.480	4,832.29
Nesbitt Burns Securities	05/26/98	05/27/98	36,998,000	5.480	5,631.92

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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>
Nesbitt Burns Securities	05/26/98	05/27/98	\$ 49,183,000	5.480%	\$ 7,486.75
Citicorp Securities Mkts	05/26/98	05/27/98	51,164,000	5.480	7,788.30
Greenwich Capital Mkts	05/27/98	05/28/98	5,014,000	5.500	766.03
Dresdner Kleinwort Benson	05/27/98	05/29/98	24,737,500 *	5.500	7,558.68
Greenwich Capital Mkts	05/27/98	05/28/98	45,000,000	5.500	6,875.00
Greenwich Capital Mkts	05/27/98	05/28/98	49,190,000	5.500	7,515.14
Smith Barney-Harris Upham	05/27/98	Open	49,437,500 *	Variable **	38,025.68 ***
Nesbitt Burns Securities	05/27/98	05/28/98	50,000,000	5.530	7,680.56
Zions First National Bank	05/28/98	05/29/98	4,708,000	5.510	720.59
Citicorp Securities Mkts	05/28/98	05/29/98	15,491,000	5.500	2,366.68
Lehman Brothers	05/28/98	05/29/98	19,105,000 *	5.500	2,918.82

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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>
Nesbitt Burns Securities	05/28/98	05/29/98	\$ 24,906,250 *	5.500%	\$ 3,805.12
Lehman Brothers	05/28/98	05/29/98	30,520,000 *	5.500	4,662.78
Zions First National Bank	05/28/98	05/29/98	46,000,000	5.510	7,040.56
Zions First National Bank	05/28/98	05/29/98	49,081,000	5.510	7,512.12
Citicorp Securities Mkts	05/28/98	05/29/98	49,509,000	5.500	7,563.88
Nesbitt Burns Securities	05/29/98	06/01/98	4,708,000	5.540	2,173.53
Smith Barney-Harris Upham	05/29/98	Open	24,187,500 *	Variable **	11,085.94 ***
Citicorp Securities Mkts	05/29/98	06/01/98	24,214,000	5.500	11,098.08
Nesbitt Burns Securities	05/29/98	06/01/98	24,345,000	5.540	11,239.28
Nesbitt Burns Securities	05/29/98	06/01/98	24,727,000	5.540	11,415.63
Lehman Brothers	05/29/98	Open	24,750,000 *	Variable **	11,343.75 ***

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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>
Smith Barney Harris Upham	05/29/98	Open	\$ 25,000,000 *	Variable **	\$ 11,458.33 ***
Nesbitt Burns Securities	05/29/98	06/01/98	46,000,000	5.540%	21,236.67
Paribas Corporation	05/29/98	Open	49,625,000 *	Variable **	23,506.08 ***
Citicorp Securities Mkts	05/29/98	06/01/98	51,286,000	5.500	15,670.72

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

** 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>
Dresdner Kleinwort Benson	05/01/98	05/05/98	\$ 43,965,000	5.150%	\$ 25,157.75
Lehman Brothers	05/01/98	05/04/98	24,875,000	5.000	10,364.58
Lehman Brothers	05/01/98	05/04/98	19,840,000	5.000	8,266.67
Lehman Brothers	05/01/98	05/04/98	49,937,500	5.100	21,223.44
CIBC Oppenheimer	05/01/98	05/04/98	24,750,000	4.800	9,900.00
CIBC Oppenheimer	05/04/98	05/07/98	49,475,000	5.100	21,026.88
Lehman Brothers	05/04/98	05/06/98	25,725,000	5.150	7,324.48
Dresdner Kleinwort Benson	05/05/98	05/06/98	24,875,000	5.100	3,523.96
Dresdner Kleinwort Benson	05/06/98	05/08/98	44,347,500	5.100	12,688.31
CIBC Oppenheimer	05/07/98	05/08/98	49,500,000	5.100	7,012.50
Smith Barney Harris Upham	05/07/98	05/15/98	24,875,000	5.050	28,157.12

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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>
Nesbitt Burns Securities	05/08/98	05/15/98	\$ 24,781,250	5.150%	\$ 24,471.48
Greenwich Capital Mkts	05/08/98	05/11/98	14,643,750	4.300	5,247.34
Dresdner Kleinwort Benson	05/12/98	05/21/98	49,312,500	4.850	65,065.10
Lehman Brothers	05/15/98	05/28/98	49,525,000	5.150	93,327.11
Paribas Corporation	05/19/98	05/29/98	42,750,000	5.300	61,750.00
Lehman Brothers	05/26/98	05/27/98	49,812,500	5.000	6,918.40
Dresdner Kleinwort Benson	05/27/98	05/29/98	24,737,500	5.000	6,871.53
Smith Barney Harris Upham	05/27/98	Open	49,437,500	Variable *	33,919.62 **
Lehman Brothers	05/28/98	05/29/98	49,625,000	5.000	6,892.36
Nesbitt Burns Securities	05/28/98	05/29/98	24,906,250	5.000	3,459.20
Lehman Brothers	05/29/98	Open	24,750,000	Variable *	10,106.25 **

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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>
Paribas Corporation	05/29/98	Open	\$ 49,625,000	Variable *	\$ 21,710.94 **
Smith Barney Harris Upham	05/29/98	Open	49,187,500	Variable *	21,519.53 **

* 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

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 May 1, 1998 through May 31, 1998, 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 May 1, 1998 and May 31, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of May 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$779.6 million, including \$384.6 million pertaining to refundings and \$110.0 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, 1998 and May 31, 1998 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.

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

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>YTD</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>
06/01/98	\$ 25,000,000	GECC CP	--	07/15/98	99.32	5.530%	5.645%	\$ 24,831,027.78	General Electric Capital
06/03/98	25,000,000	US T-BILL	--	06/15/98	99.83	5.250	5.332	24,956,250.00	The Nikko Securities Co
06/04/98	25,000,000	US T-BILL	--	12/03/98	97.42	5.100	5.308	24,355,416.68	Prudential Securities
06/04/98	25,000,000	US T-BILL	--	05/27/99	94.92	5.125	5.403	23,729,427.08	The Nikko Securities Co
06/05/98	25,000,000	US T-BILL	--	06/15/98	99.85	5.340	5.422	24,962,916.68	Prudential Securities
06/05/98	25,000,000	US T-BILL	--	05/27/99	94.91	5.142	5.422	23,728,659.73	Paribas Corporation
06/08/98	10,000,000	US T-NOTE	5.625%	04/30/00	100.02	--	5.613	10,001,562.50	Paribas Corporation
06/08/98	20,000,000	US T-NOTE	5.500	05/31/00	99.88	--	5.567	19,975,000.00	Prudential Securities
06/08/98	30,000,000	FMCDN	--	07/24/98	99.31	5.430	5.544	29,791,850.01	Lehman Brothers
06/11/98	25,000,000	US T-BILL	--	12/03/98	97.51	5.130	5.334	24,376,562.50	Nesbitt Burns Securities
06/16/98	25,000,000	FMCDN	--	08/07/98	99.21	5.440	5.559	24,803,555.55	Lehman Brothers

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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>
06/17/98	\$ 25,000,000	US T-BILL	--	11/19/98	97.82	5.065%	5.250%	\$ 24,454,809.03	Prudential Securities
06/19/98	25,000,000	US T-BILL	--	12/17/98	97.42	5.130	5.339	24,355,187.50	The Nikko Securities Co
06/24/98	421,000	USTB(113DS)	--	11/19/98	97.90	5.100	5.282	412,173.03	Prudential Securities
06/24/98	481,000	USTB(112DS)	--	11/19/98	97.90	5.100	5.282	470,915.03	Prudential Securities
06/26/98	25,000,000	USTB(113-39)	--	07/09/98	99.83	4.640	4.712	24,958,111.10	Lehman Brothers
06/26/98	50,000,000	USTB(113-46)	--	07/02/98	99.92	4.650	4.718	49,961,250.00	Prudential Securities
06/26/98	50,000,000	USTB(113-39)	--	07/09/98	99.83	4.650	4.723	49,916,041.65	Nesbitt Burns Securities
06/29/98	24,000,000	FNDN	--	08/14/98	99.30	5.450	5.564	23,832,866.66	Dean Witter Reynolds
06/29/98	25,000,000	USTB(112FAC)	--	07/02/98	99.96	4.730	4.798	24,990,145.83	Dresdner Kleinwort Benson
06/29/98	25,000,000	US T-BILL	--	06/24/99	94.87	5.135	5.416	23,716,250.00	Nesbitt Burns Securities
06/29/98	<u>50,000,000</u>	<u>USTB(112FAC)</u>	--	07/02/98	99.96	4.730	4.798	<u>49,980,291.65</u>	<u>Dresdner Kleinwort Benson</u>
	<u>\$ 559,902,000</u>							<u>\$ 552,560,269.99</u>	

BEY - Bond Equivalent Yield

(Board - 7/30/98)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
06/04/98	\$ 10,000,000	US T-NOTE	5.625%	04/30/00	100.10	--	5.565%	7.800%	\$ 10,010,156.25	Prudential Securities
06/05/98	25,000,000	US T-BILL	--	07/23/98	99.35	4.850%	4.949	5.440	24,838,166.67	Prudential Securities
06/05/98	25,000,000	US T-BILL	--	07/23/98	99.35	4.855	4.955	5.616	24,838,333.33	The Nikko Securities Co
06/11/98	10,000,000	US T-NOTE	5.625	04/30/00	100.09	--	5.573	14.050	10,008,593.75	Prudential Securities
06/29/98	<u>25,000,000</u>	US T-BILL	--	06/24/99	94.89	5.110	5.388	9.620	<u>23,722,500.00</u>	Nesbitt Burns Securities
	<u>\$ 95,000,000</u>								<u>\$ 93,417,750.01</u>	

BEY - Bond Equivalent Yield

(Board - 7/30/98)

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 Mkts	06/01/98	06/02/98	\$ 615,000	5.630%	\$ 96.18
Nesbitt Burns Securities	06/01/98	06/02/98	4,445,000	5.610	692.68
Lehman Brothers	06/01/98	06/03/98	24,750,000 *	5.540	7,658.75
Nesbitt Burns Securities	06/01/98	06/02/98	47,000,000	5.610	7,324.17
Nesbitt Burns Securities	06/01/98	06/02/98	47,868,000	5.610	7,459.43
Paribas Corporation	06/01/98	06/11/98	48,625,000	5.400	73,950.52
Greenwich Capital Mkts	06/01/98	06/02/98	51,385,000	5.630	8,036.04
SBC Capital Markets, Inc.	06/02/98	06/03/98	4,430,000	5.550	682.96
CIBC Oppenheimer	06/02/98	06/03/98	9,887,500 *	5.500	1,510.59
Lehman Brothers	06/02/98	06/03/98	15,045,000 *	5.500	2,298.54
Zions First National Bank	06/02/98	06/03/98	21,750,000	5.480	3,310.83
Lehman Brothers	06/02/98	06/03/98	24,355,000 *	5.500	3,720.90

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>
SBC Capital Markets, Inc.	06/02/98	06/03/98	\$ 47,000,000	5.550%	\$ 7,245.83
SBC Capital Markets, Inc.	06/02/98	06/03/98	47,717,000	5.550	7,356.37
Zions First National Bank	06/02/98	06/03/98	49,250,000	5.480	7,496.94
SBC Capital Markets, Inc.	06/03/98	06/04/98	4,427,000	5.550	682.50
SBC Capital Markets, Inc.	06/03/98	06/04/98	13,480,000	5.550	2,078.17
Lehman Brothers	06/03/98	06/05/98	24,762,500 *	5.480	7,586.95
SBC Capital Markets, Inc.	06/03/98	06/04/98	34,242,000	5.550	5,278.98
Lehman Brothers	06/03/98	06/04/98	34,781,250 *	5.550	5,362.11
Lehman Brothers	06/03/98	06/05/98	39,400,000 *	5.480	12,071.72
Nesbitt Burns Securities	06/03/98	06/04/98	45,000,000	5.580	6,975.00
SBC Capital Markets, Inc.	06/03/98	06/04/98	47,000,000	5.550	7,245.83
Nesbitt Burns Securities	06/04/98	06/05/98	4,335,000	5.480	659.88

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	06/04/98	06/05/98	\$ 11,125,000	5.500%	\$ 1,699.65
Nesbitt Burns Securities	06/04/98	06/05/98	19,006,000	5.480	2,893.14
Nesbitt Burns Securities	06/04/98	06/05/98	28,142,000	5.480	4,283.84
CIBC Oppenheimer	06/04/98	06/05/98	42,885,000 *	5.500	6,551.88
CIBC Oppenheimer	06/04/98	06/05/98	44,381,250 *	5.500	6,780.47
Zions First National Bank	06/04/98	06/05/98	48,875,000	5.500	7,467.01
Greenwich Capital Mkts	06/05/98	06/08/98	4,328,000	5.410	1,951.21
Nesbitt Burns Securities	06/05/98	06/08/98	31,015,000	5.400	13,956.75
Nesbitt Burns Securities	06/05/98	06/08/98	33,985,000	5.400	15,293.25
Greenwich Capital Mkts	06/05/98	06/08/98	46,309,000	5.410	20,877.64
Nesbitt Burns Securities	06/08/98	06/09/98	4,235,000	5.450	641.13
Nesbitt Burns Securities	06/08/98	06/09/98	17,126,000	5.450	2,592.69

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>
Nesbitt Burns Securities	06/08/98	06/09/98	\$ 22,874,000	5.450%	\$ 3,462.87
Nesbitt Burns Securities	06/08/98	06/09/98	46,291,000	5.450	7,007.94
Citicorp Securities Mkts	06/09/98	06/10/98	3,601,000	5.410	541.15
Nesbitt Burns Securities	06/09/98	06/10/98	16,028,000	5.390	2,399.75
Citicorp Securities Mkts	06/09/98	06/10/98	20,000,000	5.410	3,005.56
Nesbitt Burns Securities	06/09/98	06/10/98	26,972,000	5.390	4,038.31
Citicorp Securities Mkts	06/09/98	06/10/98	46,285,000	5.410	6,955.61
Zions First National Bank	06/10/98	06/11/98	3,543,000	5.380	529.48
Citicorp Securities Mkts	06/10/98	06/11/98	24,000,000	5.380	3,586.67
Zions First National Bank	06/10/98	06/11/98	44,971,000	5.380	6,720.67
Zions First National Bank	06/10/98	06/11/98	45,000,000	5.380	6,725.00
SBC Capital Markets, Inc.	06/11/98	06/12/98	3,459,000	5.420	520.77

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>
Nesbitt Burns Securities	06/11/98	06/12/98	\$ 27,000,000	5.480%	\$ 4,110.00
SBC Capital Markets, Inc.	06/11/98	06/12/98	30,000,000	5.420	4,516.67
SBC Capital Markets, Inc.	06/11/98	06/12/98	43,567,000	5.420	6,559.25
Paribas Corporation	06/12/98	06/15/98	3,458,000	5.520	1,590.68
Nesbitt Burns Securities	06/12/98	06/15/98	9,000,000	5.550	4,162.50
Paribas Corporation	06/12/98	06/15/98	43,525,000	5.520	20,021.50
Paribas Corporation	06/12/98	06/15/98	45,000,000	5.520	20,700.00
Paribas Corporation	06/15/98	06/16/98	3,119,000	5.660	490.38
Paribas Corporation	06/15/98	06/16/98	42,747,000	5.660	6,720.78
Paribas Corporation	06/15/98	06/16/98	45,000,000	5.660	7,075.00
Greenwich Capital Mkts	06/15/98	06/16/98	51,000,000	5.700	8,075.00
SBC Capital Markets, Inc.	06/16/98	06/17/98	2,888,000	5.550	445.23

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	06/16/98	06/17/98	\$ 6,575,000	5.570%	\$ 1,017.30
Lehman Brothers	06/16/98	06/17/98	16,437,500 *	5.550	2,534.11
Lehman Brothers	06/16/98	06/17/98	17,895,000 *	5.550	2,758.81
Lehman Brothers	06/16/98	06/17/98	21,585,000 *	5.550	3,327.69
Lehman Brothers	06/16/98	06/17/98	31,125,000 *	5.550	4,798.44
SBC Capital Markets, Inc.	06/16/98	06/17/98	42,743,000	5.550	6,589.55
Greenwich Capital Mkts	06/16/98	06/17/98	49,425,000	5.570	7,647.15
SBC Capital Markets, Inc.	06/16/98	06/17/98	50,000,000	5.550	7,708.33
Citicorp Securities Mkts	06/17/98	06/18/98	2,793,000	5.600	434.47
Citicorp Securities Mkts	06/17/98	06/18/98	6,181,000	5.600	961.49
Citicorp Securities Mkts	06/17/98	06/18/98	7,325,000	5.600	1,139.44
Nesbitt Burns Securities	06/17/98	06/18/98	33,000,000	5.590	5,124.17

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>
Citicorp Securities Mkts	06/17/98	06/18/98	\$ 36,286,000	5.600%	\$ 5,644.49
Citicorp Securities Mkts	06/17/98	06/18/98	42,675,000	5.600	6,638.33
Paribas Corporation	06/18/98	06/19/98	2,377,000	5.460	360.51
Lehman Brothers	06/18/98	06/19/98	15,615,000	5.470	2,372.61
Lehman Brothers	06/18/98	06/19/98	17,385,000	5.470	2,641.55
Smith Barney Harris Upham	06/18/98	06/25/98	17,550,000 *	5.350	18,330.00
Paribas Corporation	06/18/98	06/19/98	20,085,000	5.460	3,046.23
Paribas Corporation	06/18/98	06/19/98	29,915,000	5.460	4,537.11
Smith Barney Harris Upham	06/18/98	06/25/98	30,000,000 *	5.350	31,333.33
Paribas Corporation	06/18/98	06/19/98	42,473,000	5.460	6,441.74
Zions First National Bank	06/19/98	06/22/98	2,364,000	5.400	1,063.80
Zions First National Bank	06/19/98	06/22/98	42,280,000	5.400	19,026.00

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	06/19/98	06/23/98	\$ 48,750,000 *	5.500%	\$ 29,385.42
Zions First National Bank	06/19/98	06/22/98	52,000,000	5.400	23,400.00
Greenwich Capital Mkts	06/22/98	06/23/98	2,273,000	5.450	344.11
Greenwich Capital Mkts	06/22/98	06/23/98	25,000,000	5.450	3,784.72
Greenwich Capital Mkts	06/22/98	06/23/98	30,000,000	5.450	4,541.67
Greenwich Capital Mkts	06/22/98	06/23/98	41,941,000	5.450	6,349.40
Citicorp Securities Mkts	06/23/98	06/24/98	2,263,000	5.350	336.31
Paribas Corporation	06/23/98	06/24/98	16,000,000	5.340	2,373.33
Citicorp Securities Mkts	06/23/98	06/24/98	24,386,000	5.350	3,624.03
Citicorp Securities Mkts	06/23/98	06/24/98	25,614,000	5.350	3,806.53
Citicorp Securities Mkts	06/23/98	06/24/98	40,340,000	5.350	5,994.97
Nesbitt Burns Securities	06/24/98	06/25/98	2,021,000	5.350	300.34

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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	06/24/98	06/25/98	\$ 9,414,000	5.350%	\$ 1,399.03
Nesbitt Burns Securities	06/24/98	06/25/98	11,065,000	5.350	1,644.38
Citicorp Securities Mkts	06/24/98	06/25/98	12,418,000	5.350	1,845.45
Zions First National Bank	06/24/98	06/25/98	12,609,000	5.350	1,873.84
Citicorp Securities Mkts	06/24/98	06/25/98	16,933,000	5.350	2,516.43
Paribas Corporation	06/24/98	06/25/98	19,894,000	5.350	2,956.47
Citicorp Securities Mkts	06/24/98	06/25/98	21,078,000	5.350	3,132.43
Lehman Brothers	06/24/98	06/25/98	25,740,000	5.250	3,753.75
Lehman Brothers	06/24/98	06/25/98	26,260,000	5.250	3,829.58
Nesbitt Burns Securities	06/24/98	06/25/98	28,935,000	5.350	4,300.06
Paribas Corporation	06/24/98	06/25/98	31,605,000	5.350	4,696.85
Paribas Corporation	06/24/98	06/25/98	36,189,000	5.350	5,378.09

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>
Nesbitt Burns Securities	06/24/98	06/25/98	\$ 40,039,000	5.350%	\$ 5,950.24
Citicorp Securities Mkts	06/24/98	06/25/98	49,571,000	5.350	7,366.80
Zions First National Bank	06/24/98	06/25/98	51,300,000	5.350	7,623.75
Lehman Brothers	06/25/98	06/26/98	500,000	5.450	75.69
Citicorp Securities Mkts	06/25/98	06/26/98	1,997,000	5.430	301.21
Paribas Corporation	06/25/98	06/26/98	8,846,000	5.440	1,336.73
Paribas Corporation	06/25/98	06/26/98	9,430,000	5.440	1,424.98
Paribas Corporation	06/25/98	06/26/98	19,919,000	5.440	3,009.98
Nesbitt Burns Securities	06/25/98	06/26/98	30,032,000	5.450	4,546.51
Nesbitt Burns Securities	06/25/98	06/26/98	30,453,000	5.450	4,610.25
Paribas Corporation	06/25/98	06/26/98	35,153,000	5.440	5,312.01
Citicorp Securities Mkts	06/25/98	06/26/98	35,785,000	5.430	5,397.57

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>
SBC Capital Markets, Inc.	06/25/98	06/26/98	\$ 36,966,000	5.430%	\$ 5,575.71
Nesbitt Burns Securities	06/25/98	06/26/98	39,515,000	5.450	5,982.13
Citicorp Securities Mkts	06/25/98	06/26/98	40,032,000	5.430	6,038.16
Lehman Brothers	06/25/98	06/26/98	49,500,000	5.450	7,493.75
SBC Capital Markets, Inc.	06/25/98	06/26/98	50,735,000	5.430	7,652.53
Smith Barney Harris Upham	06/26/98	06/29/98	1,973,000	5.500	904.29
Lehman Brothers	06/26/98	06/29/98	4,843,000	5.510	2,223.74
Lehman Brothers	06/26/98	06/29/98	12,840,000	5.510	5,895.70
Lehman Brothers	06/26/98	06/29/98	13,967,000	5.510	6,413.18
Lehman Brothers	06/26/98	06/29/98	15,870,000	5.510	7,286.98
Nesbitt Burns Securities	06/26/98	06/29/98	20,630,000	5.540	9,524.18
Nesbitt Burns Securities	06/26/98	06/29/98	24,162,000	5.540	11,154.79

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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>
Nesbitt Burns Securities	06/26/98	06/29/98	\$ 26,368,000	5.540%	\$ 12,173.23
Lehman Brothers	06/26/98	06/29/98	28,630,000	5.510	13,145.94
Nesbitt Burns Securities	06/26/98	06/29/98	28,840,000	5.540	13,314.47
Smith Barney Harris Upham	06/26/98	06/29/98	35,790,000	5.500	16,403.75
Smith Barney Harris Upham	06/26/98	06/29/98	39,539,000	5.500	18,122.04
Smith Barney Harris Upham	06/29/98	06/30/98	1,974,000	5.750	315.29
Greenwich Capital Mkts	06/29/98	06/30/98	12,846,000	5.750	2,051.79
Greenwich Capital Mkts	06/29/98	06/30/98	13,973,000	5.750	2,231.80
Greenwich Capital Mkts	06/29/98	06/30/98	29,921,000	5.750	4,779.05
Smith Barney Harris Upham	06/29/98	06/30/98	30,000,000	5.750	4,791.67
Greenwich Capital Mkts	06/29/98	06/30/98	35,807,000	5.750	5,719.17
Smith Barney Harris Upham	06/29/98	06/30/98	39,557,000	5.750	6,318.13

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>
CIBC Oppenheimer	06/29/98	Open	\$ 39,568,000 *	Variable **	\$ 19,124.53 ***
Paribas Corporation	06/29/98	Open	49,437,500 *	Variable **	23,688.80 ***
Dresdner Kleinwort Benson	06/30/98	Open	1,920,000 *	Variable **	640.00 ***
SBC Capital Markets, Inc.	06/30/98	07/01/98	7,000,000	5.900%	1,147.22
Nesbitt Burns Securities	06/30/98	07/01/98	12,848,000	5.850	2,087.80
Nesbitt Burns Securities	06/30/98	07/01/98	13,975,000	5.850	2,270.94
Nesbitt Burns Securities	06/30/98	07/01/98	29,536,000	5.850	4,799.60
SBC Capital Markets, Inc.	06/30/98	07/01/98	35,812,000	5.900	5,869.19
SBC Capital Markets, Inc.	06/30/98	07/01/98	39,528,000	5.900	6,478.20
Nesbitt Burns Securities	06/30/98	07/01/98	40,000,000	5.750	6,388.89

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>
Dresdner Kleinwort Benson	06/30/98	Open	\$ 47,455,000 *	Variable **	\$ 15,818.33 ***

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

** 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>
Lehman Brothers	06/01/98	06/03/98	\$ 24,750,000	4.950%	\$ 6,840.63
Paribas Corporation	06/01/98	06/11/98	48,625,000	5.250	73,950.52
CIBC Oppenheimer	06/02/98	06/03/98	9,887,500	4.500	1,235.94
Lehman Brothers	06/02/98	06/03/98	39,400,000	5.250	5,745.83
Lehman Brothers	06/03/98	06/05/98	39,400,000	5.300	11,601.11
Lehman Brothers	06/03/98	06/05/98	24,762,500	5.250	7,119.22
Lehman Brothers	06/03/98	06/04/98	34,781,250	5.150	4,975.65
CIBC Oppenheimer	06/04/98	06/05/98	44,381,250	5.250	6,472.27
CIBC Oppenheimer	06/04/98	06/05/98	42,885,000	5.250	6,254.06
Lehman Brothers	06/16/98	06/17/98	47,562,500	5.100	6,738.02
Lehman Brothers	06/16/98	06/17/98	39,480,000	5.250	5,757.50
Smith Barney Harris Upham	06/18/98	06/25/98	47,550,000	5.200	46,955.63

(Board - 7/30/98)

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>
Paribas Corporation	06/19/98	06/23/98	\$ 48,750,000	5.350%	\$ 28,369.79
Paribas Corporation	06/29/98	Open	49,437,500	Variable *	14,419.27 **
CIBC Oppenheimer	06/29/98	Open	39,568,000	Variable *	10,881.20 **
Dresdner Kleinwort Benson	06/30/98	Open	49,375,000	Variable *	7,817.71 **

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

* This rate subject to change daily.

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 June 1, 1998 through June 30, 1998, 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 June 1, 1998 and June 30, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of June 30, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$779.6 million, including \$384.6 million pertaining to refundings and \$110.0 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 June 1, 1998 and June 30, 1998 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.

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 April 1, 1998 through June 30, 1998 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 Hedge</u>
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No outstanding Hedge during the 2nd Quarter 1998.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, September 24, 1998

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, September 24, 1998, 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. John J. Haley, Jr.
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 Terry A. Benczik, Supervising Information Officer, Office of Corporate Communications
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 Richard Codd, Director, Government and Community Relations
 William R. DeCota, Deputy Director, Aviation
 Karen E. Eastman, Assistant Secretary
 Michael A. Frank, Assistant Director, Business Solutions, Information Services
 Michael S. Glassner, Executive Assistant to the Chairman
 Geneva M. Graham, Policy Manager, Office of Policy and Planning
 Linda C. Handel, Senior Administrator, Office of the Secretary
 MaryLee Hannell, Executive Assistant to the Chief of Staff
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Richard C. Hellenbrecht, Manager, IS/MS Management Services, Information Services
 Howard G. Kadin, Attorney, Law
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Stephen Marinko, Attorney, Law
 Raymond P. Mannion, Senior Advisor to the Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Charles F. McClafferty, Chief Financial Officer
 Allen M. Morrison, Supervisor, Media Relations, Office of Corporate Communications
 Cherrie L. Nanninga, Director, Real Estate
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Kathleen Raymond, Senior Administrator, Office of Chief of Staff
 Michael J. Rienzi, Director, Office of Procurement
 Alan I. Rhome, Director, Operations Services
 Cruz C. Russell, Director, Office of Policy and Planning
 Paul D. Segalini, Director, Human Resources
 Ronald Shiftan, Deputy Executive Director
 Douglas L. Smith, Acting Director, Budget

Robert A. Sudman, Assistant Director, Audit
Christopher O. Ward, Chief of Corporate Planning and External Affairs
Angela F. Wood, Special Assistant to the Executive Director
Peter Yerkes, Press Secretary
Margaret R. Zoch, Comptroller

Guest

Karen Kennedy, Authorities Unit, Office of the Governor of New Jersey
Kevin Corbett, Empire State Development Corporation

(Board – 9/24/98)

The public meeting was called to order by Chairman Eisenberg at 2:50 p.m. and ended at 3:00 p.m. The Board also met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of July 30, 1998. 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.

The Secretary reported that the Minutes of July 30, 1998 contain a typographical inconsistency on page 346, in the fourth line of the final paragraph. The date of prior Board resolutions entitled "Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series – Establishment and Issuance" and "Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series – Sale" was, in fact, December 12, 1996, as correctly stated in the two paragraphs immediately preceding the final paragraph on the page.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on September 24, 1998 which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on action taken and matters discussed in executive session at its meeting on September 24, 1998, which included a discussion of contract matters and matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on September 24, 1998, which included a 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 Operations

The Committee on Operations reported, for information, on action taken and matters discussed in executive session at its meetings on August 10 and September 24, 1998, which included discussion of personnel and lease 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 Construction

The Committee on Construction reported, for information, on matters discussed in executive session at its meeting on September 24, 1998, which included a 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.

Staff Report

A presentation was made by staff on Regional Funding Under the Transportation Equity Act for the 21st Century.

Chairman Eisenberg welcomed Ronald Shiftan as Deputy Executive Director of the Port Authority.

THE WORLD TRADE CENTER – PROCESS FOR NET LEASE

It was reported that 35 years ago the Port Authority began the development of The World Trade Center to help spur economic growth in Lower Manhattan. In view of the success of The World Trade Center in the economic growth and vitality of Lower Manhattan, the Board feels that it is now time to privatize the operation and management of The World Trade Center and directed staff to explore alternatives for the privatization of the complex.

In April 1996, the Port Authority retained J.P. Morgan & Co. Incorporated, acting through its subsidiary, J.P. Morgan Securities, Inc., Cushman & Wakefield Inc., and Douglas Elliman Realty Investors to assist the Port Authority in effectuating any option decided on by the Board for maximizing the value of The World Trade Center to the Port Authority. These consultants have participated with staff and the Commissioners in the consideration of three specific privatization options – sale of the complex, net lease of the complex and asset management of the complex.

The Board has now decided to begin the process intended to lead to the net leasing of The World Trade Center and provide for the preparation and distribution of documents appropriate at this stage of the transaction, including requests for proposals and/or qualifications, and the review of responses received from prospective net lessees. Additionally, the Board has asked Commissioners Eisenberg, Gargano, Philibosian and Song to participate in this process, provide guidance to staff and the Consultants and review all documents prior to their distribution.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that the Executive Director is directed to take any and all action to provide for the preparation and, after consultation with Commissioners Eisenberg, Gargano, Philibosian and Song, distribution of documents appropriate to the net leasing of The World Trade Center, including requests for proposals and/or qualifications, and the review of responses received from prospective net lessees; and it is further

RESOLVED, that the form of such documents shall be subject to approval as to form by General Counsel or his authorized representative.

(Board - 9/24/98)

JOHN F. KENNEDY INTERNATIONAL AIRPORT - AIRPORT ACCESS PROJECT - PROPERTY ACQUISITION

On May 9, 1996, the Board authorized a project (the "Project") for the implementation of an automated Light Rail System ("LRS") between Jamaica and John F. Kennedy International Airport ("JFK"), a link between Howard Beach and JFK, and an LRS circulating within the Central Terminal Area at a total estimated project cost of \$1.268 billion, excluding interest on bonded debt. JFK suffers from a lack of public transportation options for access to the facility. In addition, the existing roadway system is unable to adequately address the need for on-airport circulation. The Project will provide connections to regional transportation hubs at the Long Island Railroad station in Jamaica as well as the New York City Transit station in Howard Beach. The LRS will also provide stations on-airport, at the rental car facilities at Federal Circle, the Employee Long-Term Parking Lot, and at the unit terminals for intra-airport transportation of airport customers and employees.

In requesting Project Authorization at the Board's May 9, 1996 meeting, staff noted that at the appropriate time, the Board would be asked to make the necessary findings and authorize acquisition of property interests by negotiation or condemnation. In view of the Project schedule, staff recommends authorization of property acquisition by negotiation at this time. If negotiations with private landowners do not lead to reasonable settlements, staff would conduct a public hearing as required by the New York State Eminent Domain Procedure Act before initiating eminent domain proceedings to acquire the property. Subsequent to such a hearing, the Board would be requested to make the necessary findings and determinations to enable acquisition by condemnation. The JFK LRS Right-Of-Way ("ROW") will occupy lands now owned by, among others, the City of New York, the State of New York, the Long Island Railroad, Rock-Arizona Associates (an Amoco gas station), Web Food Products, Inc. (a parking lot) and Andrew Borone, Dominick Borone and Joseph Borone (an auto service station and parking lot). Staff plans to acquire these lands, and possibly others adjacent to the ROW should the need become apparent.

The Board at its meeting on May 9, 1996 also authorized the Executive Director to apply to the Federal Aviation Administration ("FAA") for additional Passenger Facility Charge ("PFC") collection authority of \$823 million and additional PFC use authority of \$1.248 billion. An application was submitted to the FAA for the use of PFC funds on July 21, 1997. A Record of Decision for the use of these funds in the amount of \$1.148 billion was received on February 9, 1998. An application for the \$100 million in PFCs which expired on October 1, 1997, due to the FAA's failure to act by the application's expiration date, will be resubmitted to the FAA. In addition to the \$14 million previously approved by the FAA for planning costs for the JFK LRS, an amendment to recover an additional \$36 million in planning and preliminary engineering costs will be submitted at the same time. An addendum will also be submitted to the PFC application to permit the Port Authority to reallocate certain Port Authority Capital funds (up to \$300 million) to project elements the FAA deems ineligible for PFC funding and to allocate PFCs to other eligible items. The total amount of PFC funds expected to be approved for the project is \$1.298 billion. Together with \$300 million in Port Authority Capital funds, the total available funds for this project is \$1.598 billion, including interest on bonded debt.

Environmental impacts have been and will be assessed and will be taken into consideration in the implementation of the Project and mitigation measures incorporated in the

(Board - 9/24/98)

Project. A Draft Environmental Impact Statement ("EIS"), Written Reevaluation/Technical Report and Final EIS ("FEIS"), were prepared by the FAA along with the New York State Department of Transportation ("NYSDOT") acting as Joint Lead Agency. The FAA prepared Records of Decision approving an amended Airport Layout Plan including the ROW for the LRS and use of PFCs for the Project in compliance with the National Environmental Policy Act. NYSDOT issued a Record of Decision containing Findings in connection with its authorization of property conveyances for the Project in compliance with the New York State Environmental Quality Review Act ("SEQRA"). It is anticipated that the City of New York will also issue Findings in connection with its authorization of City actions in support of the Project which will comply with the City's Environmental Quality Review Regulations which implement SEQRA. Also, it is a condition of FAA Project approval, as noted in NYSDOT's Record of Decision, that the mitigation measures presented in Section 7.0 of the FEIS are the responsibility of the Port Authority. The Port Authority will incorporate the mitigation measures as requirements of the design, construction, and operation contracts or other contracts issued for the Project.

The City of New York (the "City") has advised that it must comply with the provisions of Section 197(c) of the City Charter involving the Uniform Land Use Review Procedure ("ULURP") before it can execute conveyances needed for the Project. The ULURP, entailing Hearings before Community Boards, the Borough Board, the City Planning Commission and possibly the City Council, is expected to take six to nine months to complete. While the Port Authority's ULURP Application is deemed technically complete, pending direction from the City, the Application has not yet been certified as complete so that the ULURP process may begin.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, O'Neill, Philibosian, Schweitzer and Song voting in favor; Commissioner Mack abstaining; none against:

RESOLVED, that the Executive Director or General Counsel, either one acting individually, is hereby authorized to acquire on behalf of the Port Authority property interests by negotiation for and in connection with the Air Terminal Access Facilities known as the John F. Kennedy International Airport ("JFK") Airport Access Light Rail System ("LRS") Project including a link between Jamaica and JFK, a link between Howard Beach and JFK and an LRS circulating the Central Terminal Area (the "Project"); such property interests being generally located along and adjacent to the alignment shown on the amended JFK Airport Layout Plan approved, or to be approved, by the Federal Aviation Administration ("FAA") including but not limited to fee title to three privately owned parcels of land known as Block 9990, Lot 5, Block 9989, Lot 11, and Block 9989, Lot 17, on the Tax Map of the City of New York, Borough of Queens, and to incur all related costs and expenses, and execute all documents and agreements, including without limitation, agreements and conveyances, involving transfers of property interests to or from the Port Authority, necessary or incidental to such acquisition or the Project; and to conduct a public hearing under New York State's Eminent Domain Procedure Act, at their discretion; and it is further

RESOLVED, that the Executive Director or General Counsel, either one acting individually, is hereby authorized to execute an agreement or agreements supplemental to the Agreement with respect to the Municipal Air Terminals between the City of New York (the "City") and the Port Authority and associated instruments whereby, among other matters, the City would: (a) transfer and release to the Port Authority the City's right, title and interest in the property interests the Port Authority requires for the Project; (b) accept a conveyance of the permanent property interests acquired for the Project; and (c) simultaneously lease such property interests to the Port Authority as part of the Airport Demised Premises; and it is further

RESOLVED, that the form of all documents necessary to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**THE NEWARK INTERNATIONAL AIRPORT MONORAIL EXTENSION –
NORTHEAST CORRIDOR CONNECTION (NEC) PROJECT - INCREASE IN
AUTHORIZATION**

On June 6, 1996, the Board authorized a project to extend the existing monorail system at Newark International Airport to a rail station located on the Northeast Corridor (the "Monorail-NEC Connection Project") at a total estimated cost of \$250 million. In November 1996, the Federal Aviation Administration ("FAA") approved the Port Authority application to use Passenger Facility Charge ("PFC") revenue for the Monorail-NEC Connection Project in the amount of \$250 million.

Further staff examination subsequent to that time has made it clear that additional customer service-related modifications are necessary to ensure a full service intermodal facility. As a result, the project scope was modified to include: an increase in the number of train sets from two to six; the provision of a climate-controlled full service check-in and baggage handling facility; an expansion of the monorail station platform, the provision of climate control and restrooms in the monorail station and passenger waiting areas on the train platforms; the provision of a full height automatic door system in the monorail station; additional site amenities including signage and landscaping; and additional reimbursements, financial expense, general and administrative overhead and contingency dollars.

The Monorail-NEC Connection Project cost is now estimated at \$415 million and monorail service is now scheduled for the Fourth Quarter of 2001 rather than the original completion date of December 2000. This is due to the process involved in obtaining the City of Newark's consent to property acquisition and execution of a Supplemental Air Terminal Agreement embodying such consent, leading to delays in property acquisition for the Monorail-NEC Connection Project, and additional time to incorporate the revised station design. Climate control, full service check-in and the systems to support these customer service modifications will be incrementally placed in service over the subsequent 15-month period.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; Commissioner Haley abstaining; none against:

RESOLVED, that an increase of \$165 million in project costs for the Monorail-NEC Connection Project resulting in a revised total estimated project cost of \$415 million which includes payments to contractors, allowances for extra work and net cost work, engineering and administration, property acquisition, reimbursement to New Jersey Transit Corporation and a provision for financing and escalation be and the same is hereby authorized.

**NEWARK INTERNATIONAL AIRPORT - TERMINAL A RAMP PAVEMENT
REHABILITATION - PROJECT AUTHORIZATION, AWARD OF CONTRACT
EWR-274.011 AND LEASE SUPPLEMENTS**

It was recommended that the Board authorize a project for the rehabilitation of the Terminal A aircraft ramp pavement at an estimated total project cost of approximately \$15 million; and the Executive Director to award Port Authority Contract EWR-274.011 - "Terminal A Ramp Pavement Rehabilitation", and to enter into lease supplements with American Airlines, Inc., USAirways, Inc., Continental Airlines, Inc., Trans World Airlines, Inc., Air Canada and United Air Lines, Inc. for the recovery of all Port Authority costs for this project in the form of additional rental over the remaining term of the leases on a financially self-sustaining pro rata basis.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that a project for the rehabilitation of the Terminal A aircraft ramp pavement at Newark International Airport at an estimated total project cost of approximately \$15 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative and financial expenses and a project contingency (if necessary) be and hereby is authorized; and it is further

RESOLVED, that the Executive Director be and hereby is authorized, for and on behalf of the Port Authority, to a) take such action with respect to the award of purchase and 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 Port Authority Contract EWR-274.011 - "Terminal A Ramp Pavement Rehabilitation" at an estimated cost of \$9.5 million, and award of such other contracts as he deems appropriate, to the lowest 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 other contractors; and to b) execute such other 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 to c) enter into such other agreements as may be necessary to effectuate the project; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into lease supplements with American Airlines, Inc., USAirways, Inc., Continental Airlines, Inc., Trans World Airlines, Inc., Air Canada and United Air Lines, Inc., substantially in accordance with the terms and conditions set forth above; and it is further

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

(Board - 9/24/98)

TETERBORO AIRPORT - ATLANTIC AVIATION CORPORATION - CONSENT TO AN AGREEMENT EXTENDING USE AND OCCUPANCY AGREEMENT TA-121 AND PROJECT AUTHORIZATION FOR THE PARTIAL RELOCATION OF TAXIWAY "P"

It was recommended that the Board authorize the Executive Director to enter into an agreement granting the Port Authority's consent to an extension of Use and Occupancy Agreement TA-121 between Johnson Controls World Services Inc. ("Johnson Controls") and Atlantic Aviation Corporation ("Atlantic") at Teterboro Airport ("Teterboro"), and assumption of such Agreement by the Port Authority upon the expiration of Johnson Controls' Airport Operating Agreement, providing for a) the extension of Agreement TA-121, for a term to expire twenty years from completion of a replacement Hangar 2, with the space thereunder not to include 68,000 square feet of an off-airport parking area, effective from the earlier to occur of one and one-half years from the execution of the extension agreement or the date of beneficial occupancy of the replacement hangar for Hangar 2 to be constructed as further described below; b) the demolition of Hangar 2, the building rental being abated upon the space being vacated and demolition begun, and construction of a new 30,000 square foot hangar together with adjoining office and shop space of approximately 7,500 square feet, Atlantic making a minimum investment of \$5 million; and the refurbishment of Hangar 3, with Atlantic making a minimum investment of \$500,000; c) subject to relocation of Taxiway P by the Port Authority or Johnson Controls, Atlantic to be obligated to take the land area created by the relocated Taxiway P immediately in front of its present space as additional land under the Agreement, and pave the same to provide for additional aircraft ramp; d) subject to authorization by the Board of the relocation of the administration building adjoining the Atlantic space and the demolition of the existing structure, Atlantic to be obligated to take the additional available land if and as offered by the Port Authority and construct thereon a second hangar of 40,000 square feet; and e) the Port Authority to make construction payments to Atlantic in a total amount not to exceed \$12 million in connection with the construction of the two new hangars and pavement of the incremental ramp area, all to be repaid as additional rental to the Port Authority over the term of the Agreement in addition to an annual rent for 1999 of \$1.03 million which would be increased in 2000 to approximately \$2.34 million and thereafter escalated annually by the higher of the increase in the CPI up to 6 percent or the prior year's rate. If construction is not completed by certain dates, surcharges equal to one-half of certain land rentals would be payable each month until completion.

It was also recommended that the Board authorize a project at Teterboro for the relocation of a section of Taxiway P, between Taxiway G and Taxiway L, at an estimated total project cost of approximately \$7.2 million, the Executive Director to have the option to award the necessary contracts covering such work or to enter into an agreement with Johnson Controls to allow Johnson Controls as airport manager to manage the project, with the Port Authority reimbursing Johnson Controls up to the aforesaid amount for the cost thereof.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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

granting the Port Authority's consent to a twenty-year extension of Use and Occupancy Agreement TA-121 between Johnson Controls World Services Inc. and Atlantic Aviation Corporation at Teterboro Airport substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that a project at Teterboro Airport for the relocation of a section of Taxiway P, between Taxiway G and Taxiway L, at an estimated total project cost of approximately \$7.2 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative and financial expenses and a project contingency (if necessary) be and 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 a) take such action with respect to the award of purchase and 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 such contracts as he deems appropriate, to the lowest 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 other contractors; to b) execute such other 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 to c) enter into such other agreements as may be necessary to effectuate the project; or to enter into an agreement with Johnson Controls whereby Johnson Controls would perform such relocation work and the Port Authority would reimburse Johnson Controls for all planning, design, and construction costs, including direct labor costs, associated with the relocation of Taxiway P up to an amount not to exceed \$7.2 million; and it is further

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

PORT NEWARK - UNIVERSAL MARITIME SERVICE CORP. - SURRENDER OF PORT AUTHORITY-OWNED CONTAINER CRANES 299 AND 300 AND SEA-LAND SERVICE, INC. PURCHASE OF CONTAINER CRANES 299, 300, 282 AND/OR 569

It was recommended that the Board authorize the Executive Director to (1) accept the surrender of either or both of Paceco Cranes Nos. 299 and 300 ("the UMS Cranes") now leased to Universal Maritime Service Corp. ("UMS") under its lease at Port Newark; (2) declare the UMS Crane(s) surplus; (3) sell the UMS Crane(s) to Sea-Land Service, Inc. ("Sea-Land"); (4) declare either or both of Paceco Cranes Nos. 282 and 569 ("the Maher Cranes") now leased to Maher Terminals, Inc. ("Maher") under its lease at the Elizabeth-Port Authority Marine Terminal surplus; and (5) sell the Maher Crane(s) to Sea-Land. In addition to the foregoing, the Executive Director may purchase spare parts for the UMS Cranes from UMS and sell the parts to Sea-Land in the event that Sea-Land wishes to acquire them. UMS will have its rent abated at the annual rate of \$338,560 if it surrenders UMS Crane No. 300.

Sea-Land will purchase the UMS Crane(s) and/or the Maher Crane(s) and, if it chooses, the spare parts for a price determined by a Port Authority appraisal or by averaging three appraisals. If averaging is necessary, Sea-Land and the Port Authority will each select an appraiser and they or the parties will jointly select a third appraiser. Costs for all appraisal services shall be shared equally between Sea-Land and the Port Authority. If Sea-Land wishes to acquire the spare parts, the Port Authority will pay UMS the appraised value of the spare parts as determined above by means of a rent credit. Additional payments may be made by the Port Authority to UMS as consideration for the UMS Crane(s), with these payments to be reimbursed by Sea-Land to the Port Authority. The UMS Crane(s) and/or the Maher Crane(s) and the spare parts will be sold to Sea-Land in their "as is" condition, and Sea-Land will be responsible for the removal of any of said Cranes from the respective tenants' premises.

Sea-Land intends to transport the cranes that it purchases to Puerto Rico. Sea-Land will be required to keep the cranes in Puerto Rico or relocate them back to the Port of New York and New Jersey. Additionally, Sea-Land will agree not to relocate or sell the CRANES to any competing ports.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 Universal Maritime Service Corp., Sea-Land Service, Inc. and Maher Terminals, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

**PORT NEWARK - FAPS, INC. - LEASE AMENDMENT - LPN-169, SUPPLEMENT
NO. 11**

It was recommended that the Board authorize the Executive Director to enter into an agreement with FAPS, Inc. ("FAPS") to expand its permitted use of part of the premises under Lease No. LPN-169 and to add approximately 1.5 acres of open area to the premises. FAPS now is permitted to use its premises for the storage, preparation and distribution of motor vehicles. Under the agreement, it will be permitted to use up to ten acres of a specified part of its premises for the storage and distribution of waterborne general cargo transported to or from Port Newark by Trailer Bridge, Inc., a coastal barge service. The additional 1.5 acres will constitute a portion of the premises that may be used for general cargo.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 FAPS, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

PORT NEWARK - AMERICAN STEVEDORING, INC. - LEASE AMENDMENT

It was recommended that the Board authorize the Executive Director to enter into an agreement with American Stevedoring, Inc. ("ASI") to amend its existing lease and to provide for (1) the letting of an additional open area of approximately 4.5 acres and approximately 126 linear feet of berthing area at Port Newark, (2) an increase in construction reimbursement, and (3) the revision of lease commencement, rental start dates and use clause for the use of the berthing area.

ASI will be reimbursed by the Port Authority up to \$3.7 million (an increase of \$1.45 million over the previously authorized amount of \$2.25 million) to cover ASI's relocation expenses, construction of barge terminal-related improvements and the cost to demolish Shed 140. ASI will pay the Port Authority a rental for the additional open space and the berthing area as stipulated in the lease amendment.

The term of the letting is three (3) years and no subsurface investigation will be performed on the demised premises prior to tenant occupancy and/or operations. If any contaminants are found during construction and/or demolition, the Port Authority would reimburse ASI for any cost of remediation to be performed.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 of lease with American Stevedoring, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**ELIZABETH-PORT AUTHORITY MARINE TERMINAL - EAST COAST
WAREHOUSE & DISTRIBUTION CORP. - LEASE EP-162 - LEASE
AMENDMENT**

It was recommended that the Board authorize the Executive Director to enter into a lease amendment with East Coast Warehouse & Distribution Corp. ("East Coast") to modify the rent and extend the letting of Building 1130 and adjacent open area at the Elizabeth-Port Authority Marine Terminal for a term of fifteen years.

Under the terms of the proposed agreement as outlined to the Board, the rent payable to the Port Authority will increase during the last two years of the existing term and, beginning in November 2003, will be subject to periodic escalation based upon increases in the Consumer Price Index subject to certain minimum and maximum percentages.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 of lease with East Coast Warehouse & Distribution Corp., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**HOWLAND HOOK MARINE TERMINAL - HOWLAND HOOK CONTAINER
TERMINAL, INC. - LEASE AMENDMENT FOR CAPITAL EXPENDITURES
FOR THE PEINER CONTAINER CRANE**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Howland Hook Container Terminal, Inc. ("HHCT") under which HHCT will refurbish the Peiner container crane located at the Howland Hook Marine Terminal ("Terminal") and will be reimbursed by the Port Authority for the performance of the work in an amount not to exceed \$1.2 million. The work will consist primarily of the replacement of the electrical systems and controls with a state-of-the-art modular computerized electrical operating system and other related modifications. The right of HHCT under its lease of the Terminal to terminate its letting of the Peiner container crane will be cancelled.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 Howland Hook Container Terminal, Inc., substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

HOBOKEN SOUTH WATERFRONT DEVELOPMENT - APPROVAL OF COVENANT NOT TO CONVEY INTERESTS IN HOBOKEN BLOCK A WITHOUT PRIOR WRITTEN CONSENT OF SJP PROPERTIES COMPANY, THE DESIGNATED BLOCK A DEVELOPER

It was recommended that the Board authorize the Executive Director to represent and covenant to SJP Properties Company ("SJP") of Parsippany, New Jersey, the designated developer of Hoboken South Waterfront Block A, that following SJP's execution of a Block A Lease with the City of Hoboken (the "City") and the Port Authority and for 22 years thereafter, the Port Authority will not sell, assign, transfer or convey its interests in Block A, or any portion thereof, or any permits or approvals affecting Block A, without SJP's written consent.

This action will provide assurance to SJP that the payments in lieu of taxes ("PILOT") arrangement for Block A will not be jeopardized during the first 22 years of the PILOT as a result of any action by the Port Authority to convey its interests in the Block A property.

On June 30, 1998, the Port Authority, the City and SJP executed a revised Pre-Development Agreement ("PDA") for the development of 1.1 million square feet of commercial office and related retail space on Block A. Attached to the PDA and forming a part thereof were forms of lease outlining the prospective obligations of SJP, the City and the Port Authority. A key element of the rental provisions was that SJP would pay PILOTs to the City instead of real estate taxes. A PILOT arrangement for Block A (as well as the other two development blocks), however, is based upon the Port Authority's fee ownership (as a tax-exempt entity) of the property. In negotiations relating to the PILOTs, SJP expressed reluctance to enter into the Block A Lease without an agreement that it would not lose the PILOT benefit, particularly during the first 22-year period, in which SJP receives a more favorable PILOT escalation rate, because of any action by the Port Authority to sell or otherwise convey its property interests. Accordingly, Port Authority staff agreed in the forms of lease to allow SJP to offset against its basic rent to the Port Authority increases created during the 22-year period by SJP having to pay taxes instead of PILOTs as a result of a Port Authority conveyance of the Block A property, or alternatively, to agree that the Port Authority would not convey its interests in the Block A property for the 22-year period without SJP's written consent, provided that SJP's lease is not terminated by reason of SJP's default.

When the Port Authority and the City of Hoboken entered into the Municipal Development Agreement in 1995, it was not contemplated that any such conveyance would occur except for the sale of the property back to the City under the "Conditions Precedent," as defined in the Municipal Development Agreement. The Conditions Precedent include, among other things, provisions for the requisite return on the total amount of Port Authority investment in the project. A sale of the property under the Conditions Precedent would not likely occur for twenty years or more.

(Board – 9/24/98)

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philiposian, Schweitzer and Song voting in favor; Commissioner Donovan abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to represent and covenant to SJP Properties Company ("SJP") of Parsippany, New Jersey, the designated developer of Hoboken South Waterfront Block A, that following SJP's execution of a Block A lease with the City of Hoboken and the Port Authority and for 22 years thereafter, the Port Authority will not sell, assign, transfer or convey its interests in Block A, or any portion thereof, or any permits or approvals affecting Block A, without SJP's written consent; the form of such covenant and representation shall be subject to the approval of General Counsel or his authorized representative.

QUEENS WEST WATERFRONT DEVELOPMENT - POWER AUTHORITY OF THE STATE OF NEW YORK - AMENDMENT TO EASEMENT

It was recommended that the Board authorize the Executive Director to relocate a Power Authority of the State of New York ("Power Authority") ten-foot wide easement alignment. This new alignment will correct a technical error that already existed when the Port Authority purchased the property.

The Port Authority had acquired the former Daily News property in Hunters Point, Long Island City, Queens from the News Building Inc. in September 1985 (pursuant to a Board Authorization of August 8, 1985) subject to an existing ten-foot easement on the property in favor of the Power Authority for the installation of 345-kv generator leads and associated facilities and the transmission of electricity. As a result of a recent Power Authority survey, it was found that a certain portion of the underground generator leads was installed outside the existing easement boundaries.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 relocate a Power Authority of the State of New York ten-foot wide easement alignment, as set forth below:

Former Easement Area

Commencing at the corner formed by the intersection of the Northerly side of 54th Avenue and the Westerly side of Second Street, Borough of Queens;

Continuing Northerly along the Westerly side of Second Street a distance of 199.26 feet;

Continuing Westerly at a 90 degree angle to the Westerly side of Second Street, a distance of 110.00 feet to the point or place of beginning of the easement;

Thence Northerly and parallel to the Westerly side of Second Street a distance of 15.00 feet;

Thence Westerly on an interior angle of 90 degrees with the previous course a distance of 83.591 feet;

Thence Westerly on an interior angle of 190 degrees-43'-54" with the previous course a distance of 77.559 feet;

Thence Westerly on an interior angle of 171 degrees-00'-18" with the previous course a distance of 289.175 feet to the Westerly line of a grant of land under water to Jonathan Crane and Charles Ely, dated August 31, 1853;

Thence Southerly along the Westerly line of the aforementioned grant on an interior angle of 97 degrees-07'-16" with the previous course a distance of 15.120 feet;

Thence Easterly on an interior angle of 82 degrees-52'-44" with the previous course, a distance of 289.888 feet;

Thence Easterly on an interior angle of 188 degrees-59'-42" with the previous course, a distance of 77.769 feet;

Thence Easterly on an interior angle of 169 degrees-16'-06" with the previous course, a distance of 85.00 feet to the point or place of beginning.

New Easement Area

A strip of land ten (10) feet in width, the centerline of which is described as follows:

Beginning at a point on the division line between lands now or formerly of The Port Authority of New York & New Jersey (tax block 6, lot 1) on the west and lands now or formerly of the Pennsylvania Tunnel & Terminal Railroad Company (tax block 6, lot 3) on the east, said point being 261.9 feet distant northerly measured at right angles from Station 245+69.2 of the hereinafter described survey baseline;

thence westerly through said lands of The Port Authority of New York & New Jersey the following six (6) courses and distances: 1) on a curve to the right having a radius of 140 feet a distance of 14.6 feet to a point, said point being 262.4 feet distant northerly measured at right angles from Station 245+83.9 of said survey baseline; 2) 19.9 feet to a point, said point being 264.1 feet distant northerly measured at right angles from Station 246+03.7 of said survey baseline; 3) on a curve to the left having a radius of 300 feet a distance of 63.1 feet to a point, said point being 262.9 feet distant northerly measured at right angles from Station 246+66.7 of said survey baseline; 4) 96.6 feet to a point, said point being the center of a manhole located 264.4 feet distant northerly measured at right angles from Station 247+63.3 of said survey baseline; 5) 13.6 feet to a point, said point being the center of a manhole located 264.2 feet distant northerly measured at right angles from Station 247+76.9 of said survey baseline; 6) 242.8 feet to a point on the east line of the East River, also being the exterior line of water grant to Jonathan Crane and Charles Ely, dated Aug. 31, 1853, said point being 240.6 feet distant northerly measured at right angles from Station 250+41.6 of said survey baseline, containing 0.103 acres, more or less; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

PIER 40 – SETTLEMENT OF OUTSTANDING LEASE ISSUES WITH THE STATE OF NEW YORK

It was recommended that the Board authorize the Executive Director to enter into an agreement with the State of New York (the “State”) for the Port Authority to provide \$6.9 million for structural and mechanical/electrical repairs at Pier 40 in settlement of outstanding issues concerning a lease between the State and the Port Authority for Pier 40. The lease terminated on December 31, 1996.

The State originally sought \$11.3 million from the Port Authority for immediate and future repairs to restore the pier for various uses, including repairs for the roof, mechanical/electrical systems, piles, and cathodic protection system. The recommended \$6.9 million settlement will accommodate the State for structural and electrical/mechanical repairs immediately necessary for current occupancy. The State will be responsible for the piles and cathodic protection system repairs, as well as all future repairs.

This settlement will end the Port Authority’s involvement with this facility. The agreement will allow the State to bring Pier 40 up to a state of good repair and will enable the pier to be used for more varied activities in addition to its present warehousing/parking functions.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O’Neill, Philibosian, Schweitzer and Song 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 State of New York for the Port Authority to provide \$6.9 million for structural and mechanical/electrical repairs at Pier 40; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER - LANDMARK EDUCATION CORPORATION –
LEASE AGREEMENT**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Landmark Education Corporation (“LEC”), upon the terms outlined below or on such other terms as the Executive Director deems appropriate, provided that if the term of the letting or the gross effective rent is not substantially in accordance with that outlined to the Board, the terms of the lease agreement will be subject to the approval of the Committee on Operations. It was also recommended that the Board authorize the Executive Director to enter into a brokerage agreement with Grubb & Ellis, Inc., in connection with the lease agreement, providing for the payment of a commission not exceeding an amount calculated in accordance with the rates authorized by the Board at its meeting of August 11, 1977.

The proposed lease covers the letting of approximately 44,400 rentable square feet of office space consisting of the entire fifteenth floor of One World Trade Center and approximately 50 rentable square feet on the seventh floor Mechanical Equipment Room in One World Trade Center for a term of approximately 15 years and seven months commencing on or about October 15, 1998, at an aggregate basic rental over the full term of approximately \$25 million in addition to operating and maintenance cost escalation and increases in payments in lieu of taxes as provided in the lease agreement. LEC may be granted certain renewal rights in the lease agreement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O’Neill, Philibosian, Schweitzer and Song 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: (i) a lease agreement with Landmark Education Corporation, substantially in accordance with the terms outlined above, or on such other terms as the Executive Director deems appropriate, subject to the conditions set forth in the following delegation; and (ii) a brokerage agreement with Grubb & Ellis, Inc., substantially in accordance with the terms outlined above; the form of the agreement in each case shall be subject to the approval of General Counsel or his authorized representative; and it is further

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

THE WORLD TRADE CENTER - THE BANK OF YOKOHAMA, LTD. - LEASE SURRENDER

It was recommended that the Board authorize the Executive Director to enter into a lease surrender agreement with The Bank of Yokohama, Ltd. ("Yokohama") providing for the surrender of its One World Trade Center premises consisting of approximately 16,000 rentable square feet of space, effective on or about January 31, 1999, for a payment to the Port Authority in the amount of approximately \$2.25 million.

Yokohama, a Japanese bank, is in occupancy under a lease having a present expiration date of November 20, 2002; however, it will cease all branch banking operations in the United States by January 31, 1999, but will maintain a representative office in The World Trade Center. Yokohama will not have any restoration obligation in the premises but will be required to remove its personal property.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 surrender agreement with The Bank of Yokohama, Ltd., substantially in accordance with the terms and conditions set forth above; and it is further

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

SETTLEMENT OF CLAIM - THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY v. CHEVRON U.S.A., INC.

It was recommended that the Board authorize General Counsel to settle the action entitled The Port Authority of New York and New Jersey v. Chevron U.S.A., Inc., ("Chevron"), by accepting the sum of \$195,000 to resolve an environmental remediation claim by The Port Authority. In return, the Port Authority will issue a General Release and Stipulation of Discontinuance with prejudice.

The Port Authority brought this lawsuit against Chevron, seeking to recover the cost of environmental damages to a gasoline station located at John F. Kennedy International Airport formerly operated by Gulf Oil Company, Chevron's predecessor. The Port Authority had also filed suit against Amoco Oil Company ("Amoco"), another prior operator of the station, and that action was previously settled.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 The Port Authority of New York and New Jersey v. Chevron U.S.A., Inc., by accepting the sum of \$195,000 from Chevron in return for issuing a General Release and Stipulation of Discontinuance with prejudice.

SETTLEMENT OF CLAIMS - RECREATION WORLD, INC. v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AND ROBERT CATLIN; PACIFIC INSURANCE COMPANY, LTD. v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to settle the pending actions entitled Recreation World Inc. v. The Port Authority of New York and New Jersey and Robert Catlin and Pacific Insurance Company, Ltd. v. The Port Authority of New York and New Jersey by paying to Recreation World, Inc. ("Recreation World") the sum of \$450,000, inclusive of attorneys' fees, interest, costs and disbursements, and by discontinuing with prejudice the counterclaim by the Port Authority against Recreation World for \$215,566. In exchange, the Port Authority and Robert Catlin will receive General Releases and Stipulations of Discontinuance with prejudice from Recreation World and Pacific Insurance Company, Ltd.

The Port Authority terminated an agreement, with respect to which numerous disputes had arisen, under which Recreation World built and operated a skating rink on the Austin J. Tobin Plaza (the "Plaza"). Subsequent to the termination, the Port Authority removed the rink from the Plaza.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 actions entitled Recreation World, Inc. v. The Port Authority of New York and New Jersey and Robert Catlin and Pacific Insurance Company, Ltd. v. The Port Authority of New York and New Jersey by paying to Recreation World, Inc. ("Recreation World"), the sum of \$450,000 inclusive of attorneys' fees, interest, costs and disbursements and by discontinuing with prejudice the counterclaim by the Port Authority against Recreation World for \$215,566. In exchange, the Port Authority and Robert Catlin will receive General Releases and Stipulations of Discontinuance with prejudice from Recreation World and Pacific Insurance Company, Ltd.

SETTLEMENT OF CLAIM - CARLOS MARTINEZ v. JOHN GAYSON AND THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that General Counsel be authorized to enter into a settlement with Carlos Martinez and his attorney in the amount of \$160,000, inclusive of attorney's fees, interest, costs and disbursements, in exchange for a general release and satisfaction of judgment in favor of the Port Authority and a Port Authority police officer.

The settlement will fully resolve plaintiff's claim for damages arising from an incident on September 22, 1994, at John F. Kennedy International Airport in which plaintiff claims that he was subjected to battery, malicious prosecution and violation of his civil rights due to the action of a Port Authority police officer. The plaintiff was in custody for five hours and was acquitted of criminal charges six months later. During the pendency of the criminal charges, the plaintiff was unemployed; he was not permitted to work as a security guard at John F. Kennedy International Airport.

At the trial of plaintiff's claim, a jury awarded plaintiff \$310,000 in compensatory damages against the Port Authority and the arresting officer. Plaintiff was also awarded \$10,000 in punitive damages against the officer. Upon the motions of the Port Authority and the police officer, the District Court ordered that a new trial be held to determine damages if plaintiff did not consent to accept the entry of a judgment for \$150,000 in compensatory damages, and \$10,000 in punitive damages. Plaintiff has informed the court that he will accept \$160,000 in damages. In addition, the District Court awarded plaintiff \$39,775 in attorney's fees against the police officer. Thus, the total amount of the judgment as modified is \$199,775.

If this action were not settled, and the judgment were affirmed on appeal, the Port Authority would be liable to plaintiff to satisfy the \$150,000 compensatory damages award, and would be obligated to reimburse the police officer for the \$39,775 in attorney's fees already awarded to plaintiff, and any additional attorney's fees awarded because of plaintiff's opposition to the appeal.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 action entitled Carlos Martinez v. John Gayson and The Port Authority of New York and New Jersey, for the total amount of \$160,000, inclusive of attorney's fees, interest, costs and disbursements, by payment of said amount to plaintiff and his attorney in exchange for a general release and satisfaction of judgment, in full settlement of the claim, in favor of the Port Authority and the police officer.

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 June 1, 1998 to June 30, 1998..

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK134032	150TH STREET LANDSCAPING REHABILITATION JOHN F. KENNEDY INT'L AIRPORT ATLAS ROLL OFF CORP.	1,299,000(A) 280,000(C) 121,000(D) 19,485(I) 1,719,485	1,299,000(A) --0--(C) 75,364(D) 19,485(I) 1,393,849
JFK554010	REDEVELOPED ROADWAY NETWORK- REMOVAL OF EXCAVATION STOCK- PILES JOHN F. KENNEDY INTERNATIONAL AIRPORT OVAN CONSTRUCTION CO., INC.	504,400(B) 30,264(D) 8,544(I) 195,124(Q) 738,332	504,000(B) 22,000(D) 8,544(I) 195,124(Q) 730,068
JFK719	REPLACEMENT OF UNDERGROUND FUEL STORAGE SYSTEM - POLICE EMERGENCY GARAGE JOHN F. KENNEDY INTERNATIONAL AIRPORT GRID CORPORATION	163,000(A) 10,000(C) 17,000(D) 190,000	76,355(A,E) --0--(C) --0--(D) 76,355
JFK776	DESIGN & CONSTRUCTION OF AN END-FIRE GLIDE SCOPE AT RUNWAY 4L JOHN F. KENNEDY INTERNATIONAL AIRPORT WILCOX ELECTRIC, INC.	933,595(A) 25,000(D) 552,440(N) 28,650(O) 1,539,685	850,966(A,P) 25,000(D) 552,440(N) 12,122(O) 1,440,528
JFK798	BUILDING 208 REROOFING SUPLM. #1-CTA BUS SURVEILLANCE INSTALLATION OF CAMERA MOUNT POSTS ON CONTROL TOWER JOHN F. KENNEDY INTERNATIONAL AIRPORT PROTON CONSTRUCTION CORP.	1,888,000(A) 100,000(C) 94,000(D) 7,500(T) 16,200(U) 2,105,700	1,888,000(A) --0--(C) 94,000(D) 7,500(T) 11,386(U) 2,000,886
JFK814	REHABILITATION OF TAXIWAY Q, Z, AND Y JOHN F. KENNEDY INTERNATIONAL AIRPORT GRACE INDUSTRIES, INC.	1,469,650(A) 3,713,350(B) 100,000(C) 259,150(D) 32,940(I) 5,575,090	1,469,650(A) 3,687,311(B) 44,538(C) --0--(D) 32,940(I) 5,234,439

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
LGA564	CENTRAL TERMINAL BUILDING REPLACEMENT OF HEATING HOT WATER CIRCULATING PUMPS LAGUARDIA AIRPORT WITTMAN PLUMBING ASSOCIATES, INC.	424,765(A) 34,000(D) 458,765	424,765(A) 5,733(D) 430,498
LGA573	CENTRAL HEATING AND REFRIGER- ATION PLANT REFRIGERANT VAPOR MONITORING AND VENTILLATION LAGUARDIA AIRPORT SIERRA MECHANICAL CORP.	147,420(A) 8,845(D) 156,265	147,420(A) 5,388(D) 152,808
LGA592	ILLUMINATION OF PARKING LOT NUMBER 7E LAGUARDIA AIRPORT HI-AMP ELECTRICAL CONTRACTING CORP.	352,000(A) 15,000(C) 22,000(D) 35,000(F) 424,000	352,000(A) --0--(C) 22,000(D) 28,255(F) 402,255
LGA629	RECOATING OF COOLING TOWER BASINS. CENTRAL HEATING & REFRIDGERATION PLANT. COOLING TOWER. LA GUARDIA AIRPORT ENECON NORTHEAST CORPORATION	42,000(A) 10,000(C) 2,500(D) 54,500	42,000(A) 10,780(C) --0--(D) 52,780
EWR 164 083	NEWARK REDEVELOPMENT PROGRAM LANDSIDE. ACCESS PROJECT PHASE 1A AIRPORT ENTRANCE & RECIRCULATION ROADWAY MODIFICATIONS. SUP # 1 - BAY WATER PUMP STATION CLEANING OF INTAKE FLUME. NEWARK INTERNATIONAL AIRPORT J. FLETCHER CREAMER & SON, INC.	3,698,500(A) 345,115(B) 480,000(C) 322,922(D) 294,000(K) 70,000(L) 34,512(H) 1,078(M) 5,246,127	3,698,500(A) 345,115(B) 480,000(C) 215,179(D) 294,000(K) 294,926(L) 34,512(H) 1,078(M) 5,363,310
AK 145A	BAYONNE BRIDGE REPLACEMENT OF POWER INVERTERS WITH UPS UNIT STATEN ISLAND BRIDGES DAIDONE ELECTRIC, INC.	132,990(A) 8,000(D) 20,000(R) 160,990	132,990(A) 8,000(D) 8,700(R) 149,690
AKO 148A	ADMINISTRATION BUILDING EXTERIOR REHABILITATION OUTERBRIDGE CROSSING PROGRESSIVE CONTRACTING, INC.	234,483(A) 24,000(B) 258,483	234,483(A) 14,454(B) 248,937

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
AKO 157	INSTALLATION OF REFRIGERANT LEAK DETECTION SYSTEM OUTERBRIDGE CROSSING J&P ELECTRICAL MECHANICAL CONTRACTORS, INC. T/A A&P ELECTRICAL CONTRACTORS	30,000(A) 2,400(D) 32,400	30,000(A) 2,400(D) 32,400
AKG 274 063	NEW YORK TOLL PLAZA SLAB REPLACEMENT AND WATER LINE INSTALLATION. GOETHALS BRIDGE GARDNER M. BISHOP, INC. & JOSEPH M. SANZARI, INC. A JOINT VENTURE	1,723,000(A) 255,000(B) 100,000(C) 118,600(D) 2,196,600	1,723,000(A) 111,350(B) --0--(C) 6,600(D) 1,840,950
LT 434	VENTILATION BUILDINGS HATCHWAY RAILINGS INSTALLATION LINCOLN TUNNEL DAN MCCARRON & SON	56,400(A) 5,600(D) 62,000	56,400(A) 1,329(D) 57,729
BP 110 019	REHABILITATION OF PIER SHED NOS. 6 & 7 BROOKLYN - PORT AUTHORITY MARINE TERMINAL DALE CONSTRUCTION CO., INC.	2,180,745(A) 816,255(B) 300,000(D) 39,664(I) 250,000(V) 550,000(W) 1,494,000(X) 100,000(Y) 75,000(Z) 5,805,664	2,180,745(A) 664,160(B) 300,000(D) 39,664(I) 250,000(V) 550,000(W) 1,489,856(X,AA) 38,766(Y) 25,413(Z) 5,538,604
BT 332	REHABILITATION OF STAIRS RP-175, S-2 & XT-1 PORT AUTHORITY BUS TERMINAL IMPERIAL DEVELOPMENT AND CONSTRUCTION CORP.	307,250(A) 3,750(B) 25,000(D) 336,000	157,250(A,G) 2,415(B) 20,225(D) 179,890
PN 231	PAVEMENT IMPROVEMENTS CORBIN STREET AT MARSH & TYLER STREETS. PORT NEWARK DUMOR CONTRACTING, INC.	674,024(A) 148,090(B) 75,000(C) 50,000(D) 14,270(H) 961,384	668,564(A,J) 148,090(B) 44,732(C) 32,039(D) 14,270(H) 907,695
PN 232	PAVEMENT REHABILITATION OF MARITIME STREET AND COASTWISE STREET PORT NEWARK STROUD - HOPLER INC.	108,650(A) 239,899(B) 80,000(C) 27,884(D) 7,350(H) 463,783	108,650(A) 239,899(B) 92,068(C) 15,645(D) 7,350(H) 463,612

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
MFP 204	MAINTENANCE DREDGING AND MATERIAL	237,000(A)	237,000(A)
	DISPOSITION	5,600,000(B)	4,715,067(B)
	PORT NEWARK	50,000(C)	304,011(C)
	ENVIRO-DREDGE, LLP A JOINT VENTURE	470,000(D)	446,613(D)
		6,357,000	5,702,691
EP 234 791	SIGNALIZATION OF MCLESTER STREET/BAY AVENUE INTERSECTION	99,545(A) 6,000(D)	99,545(A) 2,300(D)
	ELIZABETH PORT		
	SOLAR-MITE ELECTRICAL CONTRACTORS, INC.	105,545	101,845
WTC 200	INSTALLATION OF FIRE HYDRANTS AT WTC PERIMETER	368,000(A) 55,000(C)	293,000(A,S) 23,874(C)
	WORLD TRADE CENTER	22,000(D)	18,863(D)
	AAANDE ASSOCIATES, INC.	445,000	335,737

- (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) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$86,645.22 for a reduction in the scope of work.
 (F) Memorandum of Justification dated 12/12/97, increasing extra work in the amount of \$35,000.
 (G) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$150,000 for deleted work.
 (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
 (I) Premium for furnishing performance and payment bond as provided for in the contract.
 (J) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the amount of \$5,460 for deleted work.
 (K) Memorandum of Justification dated 6/17/96, increasing lump sum work in the amount of \$294,000.
 (L) Memorandum of Justification dated 6/17/96, increasing net cost work in the amount of \$70,000.
 (M) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (H).
 (N) Memorandum of Justification dated 1/15/97, authorizing Supplemental Agreement No. 1 in the amount of \$552,440 for lump sum work.

- (O) Memorandum of Justification dated 1/15/97, authorizing Supplemental Agreement No. 1 in the amount of \$28,650 for extra work.
- (P) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$82,629 for changes in the scope of work.
- (Q) Memorandum of Authorization dated 3/18/98, increasing classified work in the amount of \$195,124.
- (R) Memorandum of Authorization dated 7/2/97, increasing extra work in the amount of \$20,000.
- (S) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$75,000.
- (T) Memorandum of Authorization dated 12/02/96, authorizing Supplemental Agreement No.1 in the amount of \$7,500.
- (U) Memorandum of Authorization dated 9/5/97, increasing extra work in the amount of \$16,200.
- (V) Memorandum of Authorization dated 8/17/94, increasing extra work in the amount of \$250,000.
- (W) Memorandum of Justification dated 3/16/95, increasing extra work in the amount of \$550,000.
- (X) Memorandum of Justification dated 5/7/96, authorizing Supplemental Agreement No.1 in the amount of \$1,494,000 for lump sum work.
- (Y) Memorandum of Justification dated 5/7/96, authorizing Supplemental Agreement No.1 in the amount of 100,000 for net cost work.
- (Z) Memorandum of Justification dated 5/7/96, authorizing Supplemental Agreement No.1 in the amount of \$75,000 for extra work.
- (AA) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$4,144 for lump sum work.

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 July 1, 1998 to July 31, 1998..

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK849	HVAC FOR BUILDING #14 PRESS ROOM VIA WORK ORDER JOHN F KENNEDY INT'L AIRPORT SOEBKE & SONS, INC.	250,000(C) 250,000	202,913(C) 202,913
LGA618	FAA CONTROL TOWER CCTV SYSTEM LAGUARDIA AIRPORT T&R ALARM SYSTEMS, INC.	125,000(A) 7,500(D) 132,500	125,000(A) 7,450(D) 132,450
LGA623	REPLACEMENT OF HIGH TEMPERATURE HOT WATER GENERATOR CONTROLS- CENTRAL HEATING & REFRIGERATION PLANT LAGUARDIA AIRPORT ASSOCIATED BOILER LINE EQUIPMENT CO., INC.	56,944(A) 4,000(D) 60,944	56,944(A) -0-(D) 56,944
EWR154 077	TERMINAL B INFRASTRUCTURE FOR PASSENGER LOADING BRIDGES-NOS. 51-58 & NOS. 65-68 NEWARK INT'L AIRPORT V.R.H. CONSTRUCTION CORP.	1,892,000(A) 200,000(C) 151,000(D) 158,665(L) 12,640(M) 2,414,305	1,892,000(A) 19,464(C) 125,836(D) 158,665(L) -0-(M) 2,195,965
EWR164 086	EWR REDEVELOPMENT PROGRAM LAND- SIDE ACCESS PROJECT STATION D2 FRONTAGE NEWARK INT'L AIRPORT JOHN J SKALLEY INC.	709,313(A) 57,000(B) 130,000(C) 76,630(D) 14,494(I) 987,437	709,313(A) 47,760(B) 3,967(C) 57,763(D) 14,494(I) 833,297
EWR668	CENTRAL HEATING & REFRIGERATION PLANT-CONDENSER WATER PIPE- MOTORIZED VALVE NEWARK INT'L AIRPORT C S R CONSTRUCTION CORPORATION	76,124(A) 4,600(D) 80,724	76,124(A) -0-(D) 76,124

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
AK144	SECURITY LIGHTING STATEN ISLAND BRIDGES SCHLESINGER ELECTRICAL CONTRACTORS, INC.	3,690,507(A) 8,109(C) 221,430(D) 3,920,046	3,690,507(A) 8,109(C) 57,325(D) 3,755,941
AKG182	COMMUNICATIONS ROOM RENOVATION GOETHALS BRIDGE COMMUNITY ELECTRIC INC.	631,000(A) 85,000(C) 51,000(D) 767,000	631,000(A) 27,901(C) 48,570(D) 707,471
AKG194	EMERGENCY GENERATOR REPLACEMENT GOETHALS BRIDGE J.G. SALAS & SONS, INC.	637,300(A) 25,000(C) 39,000(D) 9,560(I) 710,860	637,300(A) 41,969(C) 36,674(D) 9,560(I) 725,503
AKG212	SIDEWALK REPAIRS GOETHALS BRIDGE P.T. STONE, INC.	85,005(A) 158,895(B) 75,000(C) 15,000(D) 50,000(G) 765(H) 384,665	85,005(A) 158,895(B) 74,177(C) 14,450(D) 50,000(G) 765(H) 383,292
AK0152	ABUTMENT BUILDING ALTERATIONS OUTERBRIDGE CROSSING RADCAM CONSTRUCTION CORPORATION	370,000(A) 30,000(D) 400,000	370,000(A) 18,575(D) 388,575
GWB244 056	REHABILITATION OF LOWER LEVEL STRINGERS GEORGE WASHINGTON BRIDGE KARL KOCH ERECTING CO., INC.	3,316,162(A) 330,700(B) 300,000(C) 219,000(D) 4,165,862	3,316,162(A) 61,110(B) 31,692(C) 1,066(D) 3,410,030
GWB244 098	TOLL PLAZA APPROACH SIGNAGE GEORGE WASHINGTON BRIDGE M.A.C.C. CONSTRUCTION, INC.	327,000(A) 20,000(C) 26,500(D) 373,500	327,000(A) 16,748(C) 4,450(D) 348,198
GWB397	NAVIGATIONAL WARNING & FLOOD- LIGHTS ON MAINTENANCE PLATFORMS & AERONAUTICAL LIGHTS AND OUTLETS AT TOWERS GEORGE WASHINGTON BRIDGE YONKERS ELECTRICAL CONTRACTING CORP.	366,400(A) 22,000(D) 6,496(I) 10,000(K) 404,896	366,400(A) 22,000(D) 6,496(I) 5,729(K) 400,625
HT365	ESCAPE ROUTE LIGHTING IN VENTILATION BUILDINGS HOLLAND TUNNEL J.G. SALAS & SONS, INC.	143,700(A) 15,000(D) 18,000(F) 176,700	143,700(A) 15,000(D) 16,445(F) 175,145

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
LT416	BUS RAMP DRAIN LINES PARTIAL REPLACEMENT LINCOLN TUNNEL PRECISION GENERAL CONTRACTORS INC.	238,000(A) 15,000(C) 19,000(D) 272,000	238,000(A) 2,188(C) 18,500(D) 258,688
MFP202	PAVEMENT, RAILROAD AND WATER SYSTEM REHABILITATION VIA WORK ORDER PORT NEWARK & ELIZABETH PORT AUTHORITY MARINE TERMINALS TARHEEL ENTERPRISES INC.	1,821,059(B) 100,000(C) 91,000(D) 250,000(J) 2,262,059	1,821,059(B) 81,460(C) 88,500(D) 248,951(J) 2,239,970
MFP315 740	ASBESTOS REMOVAL VIA WORK ORDER PORT COMMERCE DEPARTMENT- NEW YORK FACILITIES NIRAM, INC.	500,000(C) 500,000	6,729(C) 6,729

- (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) The difference between "Total Authorized" and "Total Payments" represents payments as lump sum under Net Cost Provision, clause 2E.C.5 page 17 of the contract specifications.
- (F) Memorandum of Authorization dated 01/10/97, increasing extra work in the amount of \$18,000.
- (G) Memorandum of Authorization dated 10/14/97, increasing classified work in the amount of \$50,000.
- (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) Memorandum of Authorization dated 9/25/96, increasing classified work in the amount of \$250,000.
- (K) Memorandum of Authorization dated 4/1/97, increasing extra work in the amount of \$10,000.
- (L) Memorandum of Authorization dated 3/4/97, authorizing Supplemental Agreement No. 1 which provides for an increase of \$158,665 for lump sum work.
- (M) Memorandum of Authorization dated 3/4/97, authorizing Supplemental Agreement No. 1 which provides for an increase of \$12,640 for extra work.

(Board - 9/24/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period July 1, 1998 through July 31, 1998.

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>YTD</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.

(Board - 9/24/98)

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>
07/01/98	\$ 25,000,000	GECC CP	--	07/30/98	99.55	5.550%	5.652%	\$ 24,888,229.17	General Electric Capital
07/14/98	15,000,000	US T-NOTE	5.375%	01/31/00	99.87	--	5.464	14,980,078.13	Nesbitt Burns Securities
07/14/98	20,000,000	US T-BILL	--	06/24/99	95.15	5.060	5.325	19,030,166.66	Paribas Corporation
07/15/98	21,000,000	FMCDN	--	08/20/98	99.45	5.460	5.566	20,885,340.00	Merrill Lynch Gov Sec
07/15/98	25,000,000	GECC CP	--	08/17/98	99.49	5.520	5.625	24,873,500.00	General Electric Capital
07/22/98	10,000,000	US T-NOTE	5.500	05/31/00	100.02	--	5.482	10,002,343.75	Nesbitt Burns Securities
07/23/98	25,000,000	US T-BILL	--	07/22/99	94.85	5.090	5.369	23,713,361.10	Prudential Securities
07/23/98	25,000,000	US T-BILL	--	07/22/99	94.86	5.085	5.363	23,714,625.00	Prudential Securities
07/24/98	30,000,000	FMCDN	-- *	09/04/98	99.36	5.465	5.576	29,808,725.01	Goldman, Sachs & Co
07/27/98	10,000,000	US T-NOTE	5.375	06/30/00	99.85	--	5.455	9,985,156.25	Nesbitt Burns Securities
07/27/98	45,000,000	US T-BILL	--	01/14/99	97.63	5.000	5.193	43,931,250.00	Prudential Securities*

(Board - 9/24/98)

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>
07/30/98	\$ 25,000,000	GECC CP	--	09/01/98	99.49	5.540%	5.646%	\$ 24,873,041.68	General Electric Capital
07/30/98	50,000,000	US T-BILL	--	07/22/99	94.97	5.075	5.348	47,483,645.85	Paribas Corporation*
07/31/98	<u>10,000,000</u>	US T-NOTE	5.375%	07/31/00	99.80	--	5.484	<u>9,979,687.50</u>	Prudential Securities
	<u>\$ 336,000,000</u>							<u>\$ 328,149,150.10</u>	

BEY - Bond Equivalent Yield

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

(Board - 9/24/98)

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>BEY @ Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
07/01/98	\$ 25,000,000	US T-BILL	--	08/13/98	99.42	4.890%	4.987%	5.310%	\$ 24,853,979.18	Nesbitt Burns Securities
07/06/98	10,000,000	US T-NOTE	5.500%	05/31/00	100.09	--	5.444	8.340	10,009,375.00	Prudential Securities
07/23/98	10,000,000	US T-BILL	--	08/27/98	99.54	4.750	4.838	5.410	9,953,819.44	Nesbitt Burns Securities
07/23/98	25,000,000	US T-BILL	--	07/22/99	94.88	5.065	5.341	7.780	23,719,680.55	Prudential Securities
07/23/98	25,000,000	US T-BILL	--	07/22/99	94.87	5.070	5.347	7.780	23,718,416.68	Prudential Securities
07/27/98	45,000,000	US T-BILL	--	09/10/98	99.39	4.890	4.988	5.340	44,724,937.50	Prudential Securities*
07/30/98	<u>50,000,000</u>	US T-BILL	--	08/20/98	99.72	4.760	4.840	5.700	<u>49,861,166.67</u>	Paribas Corporation*
	<u>\$ 190,000,000</u>								<u>\$ 186,841,375.00</u>	

BEY - Bond Equivalent Yield

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

(Board - 9/24/98)

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>
SBC Capital Markets, Inc.	07/01/98	07/02/98	\$ 5,020,000	5.750%	\$ 808.78
Citicorp Securities Mkts	07/01/98	07/02/98	12,850,000	5.750	2,052.43
Citicorp Securities Mkts	07/01/98	07/02/98	13,977,000	5.750	2,232.44
Citicorp Securities Mkts	07/01/98	07/02/98	25,826,000	5.750	4,124.99
Nesbitt Burns Securities	07/01/98	07/02/98	35,818,000	5.900	5,870.17
Nesbitt Burns Securities	07/01/98	07/02/98	37,918,000	5.900	6,214.34
SBC Capital Markets, Inc.	07/01/98	07/02/98	50,980,000	5.800	8,213.44
Paribas Corporation	07/02/98	07/06/98	6,800,000	5.500	4,155.56
Nesbitt Burns Securities	07/02/98	07/06/98	12,852,000	5.500	7,854.00
Paribas Corporation	07/02/98	07/06/98	13,980,000	5.500	8,543.33
Lehman Brothers	07/02/98	07/06/98	18,585,000	5.500	11,357.50

(Board - 9/24/98)

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>
Nesbitt Burns Securities	07/02/98	07/06/98	\$ 24,101,000	5.500%	\$ 14,728.39
SBC Capital Markets, Inc.	07/02/98	07/06/98	25,768,000	5.500	15,747.11
Paribas Corporation	07/02/98	07/06/98	29,024,000	5.500	17,736.89
Lehman Brothers	07/02/98	07/06/98	30,415,000	5.500	18,586.94
SBC Capital Markets, Inc.	07/02/98	07/06/98	37,275,000	5.500	22,779.17
Zions First National Bank	07/02/98	07/06/98	50,000,000	5.520	30,666.67
Nesbitt Burns Securities	07/02/98	07/06/98	50,899,000	5.500	31,104.94
Greenwich Capital Mkts	07/06/98	07/07/98	12,860,000	5.480	1,957.58
Greenwich Capital Mkts	07/06/98	07/07/98	14,164,000	5.480	2,156.08
Zions First National Bank	07/06/98	07/07/98	24,875,000	5.470	3,779.62
Nesbitt Burns Securities	07/06/98	07/07/98	26,797,000	5.480	4,079.10

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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	07/06/98	07/07/98	\$ 27,130,000	5.480%	\$ 4,129.79
Nesbitt Burns Securities	07/06/98	07/07/98	35,846,000	5.480	5,456.56
Nesbitt Burns Securities	07/06/98	07/07/98	37,275,000	5.480	5,674.08
Lehman Brothers	07/06/98	07/07/98	37,870,000	5.480	5,764.66
Zions First National Bank	07/06/98	07/07/98	49,125,000	5.470	7,464.27
Greenwich Capital Mkts	07/06/98	07/07/98	49,855,000	5.480	7,589.04
Lehman Brothers	07/07/98	07/08/98	12,862,000	5.420	1,936.45
Lehman Brothers	07/07/98	07/08/98	14,269,000	5.420	2,148.28
Lehman Brothers	07/07/98	07/08/98	23,000,000	5.420	3,462.78
Nesbitt Burns Securities	07/07/98	07/08/98	24,187,000	5.430	3,648.21
Nesbitt Burns Securities	07/07/98	07/08/98	26,000,000	5.430	3,921.67

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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>
Greenwich Capital Mkts	07/07/98	07/08/98	\$ 26,813,000	5.430%	\$ 4,044.29
Zions First National Bank	07/07/98	07/08/98	29,000,000	5.440	4,382.22
Greenwich Capital Mkts	07/07/98	07/08/98	35,851,000	5.430	5,407.53
Greenwich Capital Mkts	07/07/98	07/08/98	37,281,000	5.430	5,623.22
CIBC Oppenheimer	07/07/98	07/08/98	49,250,000 *	5.420	7,414.86
Lehman Brothers	07/07/98	07/08/98	49,760,000	5.420	7,491.64
Nesbitt Burns Securities	07/07/98	07/08/98	49,813,000	5.430	7,513.46
Lehman Brothers	07/08/98	07/09/98	12,864,000	5.380	1,922.45
Lehman Brothers	07/08/98	07/09/98	14,263,000	5.380	2,131.53
Zions First National Bank	07/08/98	07/09/98	22,000,000	5.040	3,300.00
Lehman Brothers	07/08/98	07/09/98	22,740,000	5.380	3,398.37

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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>
Nesbitt Burns Securities	07/08/98	07/09/98	\$ 27,000,000	5.390%	\$ 4,042.50
Zions First National Bank	07/08/98	07/09/98	27,675,000	5.400	4,151.25
Paribas Corporation	07/08/98	07/09/98	28,000,000	5.400	4,200.00
Nesbitt Burns Securities	07/08/98	07/09/98	35,857,000	5.390	5,368.59
Nesbitt Burns Securities	07/08/98	07/09/98	36,746,000	5.390	5,501.69
Lehman Brothers	07/08/98	07/09/98	49,775,000	5.380	7,438.60
Zions First National Bank	07/08/98	07/09/98	50,325,000	5.400	7,548.75
Zions First National Bank	07/09/98	07/10/98	17,374,000	5.420	2,615.75
Lehman Brothers	07/09/98	07/10/98	18,320,000	5.410	2,753.09
Nesbitt Burns Securities	07/09/98	07/10/98	18,793,000	5.460	2,850.27
Lehman Brothers	07/09/98	07/10/98	19,080,000	5.410	2,867.30

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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	07/09/98	07/10/98	\$ 27,317,000	5.410%	\$ 4,105.14
Nesbitt Burns Securities	07/09/98	07/10/98	30,207,000	5.460	4,581.40
Lehman Brothers	07/09/98	07/10/98	35,283,000	5.410	5,302.25
Greenwich Capital Mkts	07/09/98	07/10/98	37,336,000	5.410	5,610.77
Zions First National Bank	07/09/98	07/10/98	46,674,000	5.420	7,027.03
SBC Capital Markets, Inc.	07/09/98	07/10/98	47,968,000	5.400	7,195.20
CIBC Oppenheimer	07/09/98	07/13/98	49,375,000 *	5.400	29,666.15
Paribas Corporation	07/09/98	07/10/98	49,500,000 *	5.400	7,425.00
Greenwich Capital Mkts	07/09/98	07/10/98	50,530,000	5.410	7,593.54
SBC Capital Markets, Inc.	07/09/98	07/10/98	51,715,000	5.400	7,757.25
Lehman Brothers	07/10/98	07/13/98	831,000	5.400	373.95

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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	07/10/98	07/13/98	\$ 13,935,000	5.390%	\$ 6,259.14
Zions First National Bank	07/10/98	07/13/98	24,779,000	5.400	11,150.55
Zions First National Bank	07/10/98	07/13/98	30,000,000	5.400	13,500.00
Paribas Corporation	07/10/98	07/13/98	34,718,000	5.390	15,594.17
Nesbitt Burns Securities	07/10/98	07/13/98	38,512,000	5.410	17,362.49
Nesbitt Burns Securities	07/10/98	07/13/98	49,367,000	5.410	22,256.29
Lehman Brothers	07/10/98	07/13/98	49,370,000	5.400	22,216.50
Lehman Brothers	07/10/98	07/13/98	49,370,000	5.400	22,216.50
SBC Capital Markets, Inc.	07/10/98	07/13/98	50,000,000	5.380	22,416.67
Paribas Corporation	07/10/98	07/13/98	50,122,000	5.390	22,513.13
Dresdner Kleinwort Benson	07/13/98	Open	1,818,000 *	Variable **	5,267.15 ***

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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	07/13/98	07/14/98	\$ 14,902,000	5.460%	\$ 2,260.14
Nesbitt Burns Securities	07/13/98	07/14/98	15,650,000	5.460	2,373.58
Lehman Brothers	07/13/98	07/14/98	20,449,000	5.460	3,101.43
Greenwich Capital Mkts	07/13/98	07/14/98	23,732,000	5.450	3,592.76
Nesbitt Burns Securities	07/13/98	07/14/98	33,276,000	5.460	5,046.86
Lehman Brothers	07/13/98	07/14/98	33,315,000	5.460	5,052.78
Paribas Corporation	07/13/98	07/14/98	33,976,000	5.460	5,153.03
Lehman Brothers	07/13/98	07/14/98	34,155,000	5.460	5,180.18
SBC Capital Markets, Inc.	07/13/98	07/14/98	44,369,000	5.450	6,716.97
Dresdner Kleinwort Benson	07/13/98	Open	47,632,000 *	Variable **	138,004.48 ***
Paribas Corporation	07/13/98	07/14/98	49,184,000	5.460	7,459.57

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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>
Nesbitt Burns Securities	07/13/98	07/14/98	\$ 49,959,000	5.460%	\$ 7,577.12
Greenwich Capital Mkts	07/13/98	07/14/98	50,000,000	5.450	7,569.44
Paribas Corporation	07/14/98	07/15/98	1,598,000	5.430	241.03
Greenwich Capital Mkts	07/14/98	07/15/98	14,181,000	5.420	2,135.03
Paribas Corporation	07/14/98	07/15/98	21,017,000	5.430	3,170.06
Zions First National Bank	07/14/98	07/15/98	23,735,000	5.420	3,573.44
Paribas Corporation	07/14/98	07/15/98	26,037,000	5.430	3,927.25
Zions First National Bank	07/14/98	07/15/98	30,000,000	5.420	4,516.67
Greenwich Capital Mkts	07/14/98	07/15/98	33,913,000	5.420	5,105.79
Warburg Dillon Read LLC	07/14/98	07/15/98	34,600,000	5.420	5,209.22
Nesbitt Burns Securities	07/14/98	07/15/98	38,237,000	5.410	5,746.17

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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	07/14/98	07/15/98	\$ 49,674,000	5.430%	\$ 7,492.50
Nesbitt Burns Securities	07/14/98	07/15/98	49,695,000	5.410	7,468.05
Greenwich Capital Mkts	07/14/98	07/15/98	49,915,000	5.420	7,514.98
Lehman Brothers	07/15/98	07/16/98	10,000,000	5.600	1,555.56
Lehman Brothers	07/15/98	07/17/98	19,034,000 *	Variable **	5,868.82
Nesbitt Burns Securities	07/15/98	07/16/98	20,761,000	5.570	3,212.19
Paribas Corporation	07/15/98	07/16/98	28,744,000	5.570	4,447.34
Nesbitt Burns Securities	07/15/98	07/16/98	33,796,000	5.570	5,228.99
Paribas Corporation	07/15/98	07/16/98	35,362,000	5.570	5,471.29
Greenwich Capital Mkts	07/15/98	07/16/98	37,050,000	5.570	5,732.46
Lehman Brothers	07/15/98	07/16/98	44,437,500 *	5.580 **	6,887.81

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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>
Zions First National Bank	07/15/98	07/16/98	\$ 47,628,000	5.570%	\$ 7,369.11
Zions First National Bank	07/15/98	07/16/98	50,400,000	5.570	7,798.00
Greenwich Capital Mkts	07/15/98	07/16/98	50,895,000	5.570	7,874.59
Paribas Corporation	07/16/98	07/17/98	10,000,000	5.550	1,541.67
Warburg Dillon Read LLC	07/16/98	07/17/98	13,136,000	5.500	2,006.89
Lehman Brothers	07/16/98	07/30/98	18,530,000 *	5.630 **	39,479.19
Zions First National Bank	07/16/98	07/17/98	20,764,000	5.550	3,172.28
Lehman Brothers	07/16/98	07/30/98	30,970,000 *	5.630 **	65,983.31
Zions First National Bank	07/16/98	07/17/98	33,612,000	5.500	5,135.17
Greenwich Capital Mkts	07/16/98	07/17/98	36,999,000	5.500	5,652.63
Nesbitt Burns Securities	07/16/98	07/17/98	46,428,000	5.520	7,118.96

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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>
Nesbitt Burns Securities	07/16/98	07/17/98	\$ 50,922,000	5.520%	\$ 7,808.04
Greenwich Capital Mkts	07/16/98	07/17/98	50,960,000	5.500	7,785.56
Warburg Dillon Read LLC	07/16/98	07/17/98	50,980,000	5.500	7,788.61
Paribas Corporation	07/17/98	07/20/98	10,378,000	5.430	4,696.05
Nesbitt Burns Securities	07/17/98	07/20/98	12,000,000	5.430	5,430.00
Nesbitt Burns Securities	07/17/98	07/20/98	18,211,000	5.430	8,240.48
Greenwich Capital Mkts	07/17/98	07/20/98	20,767,000	5.430	9,397.07
Zions First National Bank	07/17/98	07/20/98	22,748,000	5.430	10,293.47
Paribas Corporation	07/17/98	07/20/98	29,696,000	5.430	13,437.44
Greenwich Capital Mkts	07/17/98	07/20/98	33,277,000	5.430	15,057.84
Zions First National Bank	07/17/98	07/20/98	35,105,000	5.430	15,885.01

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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>
Zions First National Bank	07/17/98	07/20/98	\$ 38,874,000	5.430%	\$ 17,590.49
Nesbitt Burns Securities	07/17/98	07/20/98	45,914,000	5.430	20,776.09
Paribas Corporation	07/17/98	07/20/98	47,899,000	5.430	21,674.30
Nesbitt Burns Securities	07/20/98	07/21/98	9,256,000	5.470	1,406.40
Warburg Dillon Read LLC	07/20/98	07/21/98	14,641,000	5.470	2,224.62
Paribas Corporation	07/20/98	07/21/98	15,000,000	5.480	2,283.33
Zions First National Bank	07/20/98	07/21/98	20,777,000	5.470	3,156.95
Nesbitt Burns Securities	07/20/98	07/21/98	26,943,000	5.470	4,093.84
Zions First National Bank	07/20/98	07/21/98	33,292,000	5.470	5,058.53
Greenwich Capital Mkts	07/20/98	07/21/98	45,811,000	5.470	6,960.73
Warburg Dillon Read LLC	07/20/98	07/21/98	49,509,000	5.470	7,522.62

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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>
Greenwich Capital Mkts	07/20/98	07/21/98	\$ 50,960,000	5.470%	\$ 7,743.09
Nesbitt Burns Securities	07/20/98	07/21/98	51,813,000	5.470	7,872.70
Paribas Corporation	07/21/98	07/22/98	15,960,000	5.430	2,407.30
Nesbitt Burns Securities	07/21/98	07/22/98	19,988,000	5.430	3,014.86
Zions First National Bank	07/21/98	07/22/98	20,780,000	5.430	3,134.32
Nesbitt Burns Securities	07/21/98	07/22/98	22,858,000	5.430	3,447.75
Paribas Corporation	07/21/98	07/22/98	27,000,000	5.430	4,072.50
Zions First National Bank	07/21/98	07/22/98	31,843,000	5.430	4,802.99
Greenwich Capital Mkts	07/21/98	07/22/98	37,066,000	5.430	5,590.79
Paribas Corporation	07/21/98	07/22/98	48,204,000	5.430	7,270.77
Nesbitt Burns Securities	07/21/98	07/22/98	50,083,000	5.430	7,554.19

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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>
Greenwich Capital Mkts	07/21/98	07/22/98	\$ 50,960,000	5.430%	\$ 7,686.47
Paribas Corporation	07/22/98	07/23/98	4,354,000	5.440	657.94
Warburg Dillon Read LLC	07/22/98	07/23/98	13,562,000	5.430	2,045.60
Paribas Corporation	07/22/98	07/23/98	19,411,000	5.440	2,933.22
Paribas Corporation	07/22/98	07/23/98	20,017,000	5.440	3,024.79
Greenwich Capital Mkts	07/22/98	07/23/98	20,783,000	5.440	3,140.54
Lehman Brothers	07/22/98	07/23/98	22,000,000	5.430	3,318.33
Paribas Corporation	07/22/98	07/23/98	22,056,000	5.440	3,332.91
Paribas Corporation	07/22/98	07/23/98	22,201,000	5.440	3,354.82
Greenwich Capital Mkts	07/22/98	07/23/98	31,769,000	5.440	4,800.65
Nesbitt Burns Securities	07/22/98	07/23/98	42,647,000	5.450	6,456.28

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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>
Nesbitt Burns Securities	07/22/98	07/23/98	\$ 49,901,000	5.450%	\$ 7,554.46
Warburg Dillon Read LLC	07/22/98	07/23/98	50,612,000	5.430	7,633.98
Paribas Corporation	07/23/98	07/27/98	1,355,000	5.440	819.02
Lehman Brothers	07/23/98	07/24/98	12,320,000	5.500	1,882.22
Nesbitt Burns Securities	07/23/98	07/27/98	13,359,000	5.460	8,104.46
Citicorp Securities Mkts	07/23/98	07/27/98	14,122,000	5.460	8,567.35
Paribas Corporation	07/23/98	07/27/98	19,431,000	5.440	11,744.96
Lehman Brothers	07/23/98	07/24/98	20,680,000	5.500	3,159.44
Nesbitt Burns Securities	07/23/98	07/27/98	25,545,000	5.460	15,497.30
Paribas Corporation	07/23/98	07/27/98	31,438,000	5.440	19,002.52
Greenwich Capital Mkts	07/23/98	07/27/98	37,032,000	5.420	22,301.49

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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>
Citicorp Securities Mkts	07/23/98	07/27/98	\$ 50,061,000	5.460%	\$ 30,370.34
Greenwich Capital Mkts	07/23/98	07/27/98	51,020,000	5.420	30,725.38
Nesbitt Burns Securities	07/23/98	07/27/98	51,855,000	5.460	31,458.70
Paribas Corporation	07/24/98	07/27/98	20,000,000	5.440	9,066.67
Zions First National Bank	07/27/98	07/28/98	1,559,000	5.500	238.18
Paribas Corporation	07/27/98	07/28/98	5,000,000	5.510	765.28
Greenwich Capital Mkts	07/27/98	07/28/98	14,322,000	5.500	2,188.08
Citicorp Securities Mkts	07/27/98	07/28/98	20,799,000	5.510	3,183.40
Citicorp Securities Mkts	07/27/98	07/28/98	29,705,000	5.510	4,546.52
Paribas Corporation	07/27/98	07/28/98	34,428,000	5.510	5,269.40
Zions First National Bank	07/27/98	07/28/98	36,521,000	5.500	5,579.60

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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>
Dresdner Kleinwort Benson	07/27/98	Open	\$ 44,527,500 *	Variable **	\$ 34,395.12 ***
Greenwich Capital Mkts	07/27/98	07/28/98	49,900,000	5.500%	7,623.61
Zions First National Bank	07/27/98	07/28/98	50,025,000	5.500	7,642.71
Paribas Corporation	07/27/98	07/28/98	50,608,000	5.510	7,745.84
Nesbitt Burns Securities	07/28/98	07/29/98	12,988,000	5.580	2,013.14
Lehman Brothers	07/28/98	07/29/98	15,000,000	5.590	2,329.17
Paribas Corporation	07/28/98	07/29/98	16,805,000	5.570	2,600.11
Zions First National Bank	07/28/98	07/29/98	20,802,000	5.570	3,218.53
Nesbitt Burns Securities	07/28/98	07/29/98	25,184,000	5.580	3,903.52
Zions First National Bank	07/28/98	07/29/98	29,702,000	5.570	4,595.56
Greenwich Capital Mkts	07/28/98	07/29/98	32,046,000	5.570	4,958.23

(Board - 9/24/98)

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>
Paribas Corporation	07/28/98	07/29/98	\$ 47,427,000	5.570%	\$ 7,338.01
Nesbitt Burns Securities	07/28/98	07/29/98	49,947,000	5.580	7,741.79
Greenwich Capital Mkts	07/28/98	07/29/98	50,590,000	5.570	7,827.40
Paribas Corporation	07/29/98	07/30/98	15,552,000	5.640	2,436.48
Paribas Corporation	07/29/98	07/30/98	20,000,000	5.600	3,111.11
Greenwich Capital Mkts	07/29/98	07/30/98	20,805,000	5.630	3,253.67
Paribas Corporation	07/29/98	07/30/98	23,900,000	5.640	3,744.33
Paribas Corporation	07/29/98	07/30/98	24,790,000	5.640	3,883.77
Greenwich Capital Mkts	07/29/98	07/30/98	29,285,000	5.630	4,579.85
Zions First National Bank	07/29/98	07/30/98	36,858,000	5.630	5,764.18
Nesbitt Burns Securities	07/29/98	07/30/98	40,902,000	5.630	6,396.62

(Board - 9/24/98)

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>
Nesbitt Burns Securities	07/29/98	07/30/98	\$ 41,115,000	5.630%	\$ 6,429.93
Zions First National Bank	07/29/98	07/30/98	51,274,000	5.630	8,018.68
Citicorp Securities Mkts	07/30/98	07/31/98	9,000,000	5.550	1,387.50
Zions First National Bank	07/30/98	07/31/98	10,201,000	5.550	1,572.65
Paribas Corporation	07/30/98	Open	10,959,000	5.570	3,391.20 ***
Lehman Brothers	07/30/98	Open	12,025,000 *	Variable **	3,704.37 ***
Greenwich Capital Mkts	07/30/98	Open	12,742,000	5.550	3,928.78 ***
Zions First National Bank	07/30/98	07/31/98	18,000,000	5.550	2,775.00
Paribas Corporation	07/30/98	Open	19,772,000	5.570	6,118.34 ***
Zions First National Bank	07/30/98	07/31/98	20,350,000	5.550	3,137.29
Greenwich Capital Mkts	07/30/98	Open	20,808,000	5.550	6,415.80 ***

(Board - 9/24/98)

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>
Paribas Corporation	07/30/98	Open	\$ 31,880,000	5.570%	\$ 9,865.09 ***
Paribas Corporation	07/30/98	Open	36,494,000	5.570	11,292.87 ***
Lehman Brothers	07/30/98	Open	37,600,000 *	Variable **	11,582.89 ***
Zions First National Bank	07/30/98	07/31/98	51,283,000	5.550	7,906.13
Greenwich Capital Mkts	07/30/98	Open	51,510,000	5.550	15,882.25 ***
Nesbitt Burns Securities	07/31/98	Open	1,448,000	5.570	224.04 ***
Prudential Securities	07/31/98	Open	10,025,000 *	Variable **	1,531.60 ***
Zions First National Bank	07/31/98	Open	17,415,000	5.620	2,718.68
Zions First National Bank	07/31/98	Open	30,907,000	5.620	4,824.93
Zions First National Bank	07/31/98	Open	50,080,000	5.620	7,818.04

(Board - 9/24/98)

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>
Nesbitt Burns Securities	07/31/98	Open	\$ 50,552,000	5.570%	\$ 7,821.52 ***

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

** This rate subject to change daily.

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

(Board - 9/24/98)

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>
CIBC Oppenheimer	07/07/98	07/08/98	\$ 49,250,000	5.050%	\$ 6,908.68
Paribas Corporation	07/09/98	07/10/98	49,500,000	5.200	7,150.00
CIBC Oppenheimer	07/09/98	07/13/98	49,375,000	5.150	28,253.47
Dresdner Kleinwort Benson	07/13/98	Open	49,450,000	Variable *	138,940.76 *
Lehman Brothers	07/15/98	07/16/98	44,437,500	5.150	6,357.03
Lehman Brothers	07/15/98	07/17/98	19,034,000	5.100	5,287.22
Lehman Brothers	07/16/98	07/30/98	49,500,000	5.430	101,406.25
Dresdner Kleinwort Benson	07/27/98	Open	44,527,500	Variable *	33,395.63 **
Lehman Brothers	07/30/98	Open	49,625,000	Variable *	13,853.65 **
Prudential Securities	07/31/98	Open	10,025,000	Variable *	417.71 **

* This rate subject to change daily.

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

(Board - 9/24/98)

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 July 1, 1998 through July 31, 1998, 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.

(Board - 9/24/98)

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 July 1, 1998 and July 31, 1998 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>	<u>Variable Interest Rate Received</u>
07/28/98	Lehman Brothers	\$ 100,000,000	11/01/99	11/01/09	4.4888%	BMA Index

As of July 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 June 1, 1997 and June 30, 1997 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 - 9/24/98)

**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 Service Contract were authorized or amended, during the period August 1, 1998 to August 31, 1998.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Chief of Planning and External Affairs to retain the services of: Davidoff and Malito, LLP 605 Third Avenue 940 West Port Plaza New York, NY 10158	Assist staff in the development of a strategy for obtaining approval of the Uniform Land Use Review Process for the John F. Kennedy International Airport Light Rail System, which is required before construction can begin on the off-airport components of the project.	\$10,000

(Board - 9/24/98)

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period April 1, 1998 to June 30, 1998.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID AUTHORIZATION ESTIMATE	2) LOW BID	3) EXTRA WORK	4) NET COST	5) STAFF
JFK-862 John F. Kennedy International Airport – Immediate Repairs to Underground Utilities via Work Order Interstate Industrial Corp. Clifton, NJ	11	1) 21.50%	2) 6.48%*			3) 6.00%
JFK-878 John F. Kennedy International Airport – Building No. 214 Roof Rehabilitation Advanced Construction Management Corp. Wayne, NJ	5	1) \$ 1,598,888	2) 571,000	3) 45,680	4) 105,000	5) 655,000
PSE-793 John F. Kennedy International Airport – Landscaping Services for Areas at the Central Terminal, East Parking Garage and JFK Expressway Wendell Nanson Farmingdale, NJ	8	1) \$ 2,107,816	2) 787,445	3) 47,247	4) 450,000	5)

*Compensation based on actual net cost of work plus a percentage fee, with a maximum total work allowance of \$300,000.

(Board - 9/24/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
John F. Kennedy International Airport – Rental Credit for Building Repairs at Hangar #4 Dynair Services Jamaica, NY	Negotiated	2) \$ 90,000
EWR-154.146 Newark International Airport – Installation of Fencing at Monorail Remote Stations and Maintenance Control Facility Building National Fence Systems, Inc. Avenel, NJ	21	1) \$ 297,000 2) 54,120 3) 3,250 4) 20,000 5) 102,000
EWR-684 Newark International Airport – Cleaning of the Storm Drainage System and Disposal of Sediment on a Work Order Basis National Water Main Cleaning Company Newark, NJ	7	1) \$ 2,949,500 2) 149,600 3) 9,000 4) 30,000 5) 300,000
EWR-995.535 Newark International Airport – Construction of a Redundant Chiller in the Federal Aviation Administration Control Tower J&P Electrical Mechanical Contractors, Inc. t/a A&P Electrical Contractors Jersey City, NJ	18	1) \$ 369,000 2) 157,000 3) 16,000 5) 210,000

(Board - 9/24/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
Newark International Airport - Taxi Dispatch Service - Two-Month Interim Contract Unique Security Guard Services, Inc. Plainfield, NJ	Negotiated	2) \$ 250,000
Newark International Airport - Monorail Northeast Corridor Connection - Utility Relocation Public Service Electric and Gas Company Secaucus, NJ	Sole Source	2) \$ 90,000 3) 5,500 4) 20,000
LGA-602 LaGuardia Airport - Replacement of Underground Fuel Storage Tanks Fenley & Nicol Co. Inc. Deer Park, NY	7	1) \$ 1,052,000 2) 685,175 3) 41,111 4) 75,000 5) 530,000
LGA-633 LaGuardia Airport - Parking Lot No. 7 and FAA Parking Lot Security Fences Raebeck Construction Corp. Staten Island, NY	3	1) \$ 415,000 2) 344,500 3) 20,670 4) 22,000 5) 325,000

(Board - 9/24/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
LaGuardia Airport - Maintenance and Repair of the Variable Message Sign System Mark IV Industries Ltd., F-P Electronics Division Mississauga, Ontario	Sole Source	2) \$ 210,000 3) 12,600
LaGuardia Airport - Purchase and Installation of Gate C-6 Loading Bridge Jetworks, Inc. Queens Village, NY	Sole Source	2) \$ 108,800
All Airports - Maintenance of the Aircraft Noise Abatement Monitoring System Tracor Applied Sciences, Inc. Austin, TX	Sole Source	2) \$ 240,000 3) 13,200
John F. Kennedy International and LaGuardia Airports - 1998 Funding of Airport Liaison Office New York Airlines Liaison Office Flushing, NY	Sole Source	2) \$ 250,000
AKG-227 Goethals Bridge - Microsurfacing and Repaving of Main Span and Approach Roadways Shore Slurry Seal, Inc. Hammonton, NJ	2	1) \$ 660,050 2) 647,500 3) 38,850 4) 50,000 5) 550,000

(Board - 9/24/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
AK-153 Staten Island Bridges - Repair of Bridge Joints via Work Order P.T. Stone, Inc. Brooklyn, NY	7	1) \$ 1,776,000 2) 438,900 3) 26,334 4) 130,000 5) 700,000
AK-154 Staten Island Bridges - Maintenance Pavement Repairs via Work Order P.T. Stone, Inc. Brooklyn, NY	9	1) \$ 1,578,700 2) 554,575 3) 33,275 4) 80,000 5) 462,000
BT-352 Port Authority Bus Terminal - Rehabilitation of South Wing 41 st Street Entrance Stair Aande Associates, Inc. Montville, NJ	18	1) \$ 763,302 2) 333,333 3) 27,840 5) 344,000
BT-360 Port Authority Bus Terminal - Renovations to Fire Exit Stairwell and Escalator Soffit Repairs C & F Iron Works, Inc. Elmsford, NY	14	1) \$ 1,100,000 2) 349,975 3) 28,000 4) 80,000 5) 505,000

(Board - 9/24/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
BT-362 Port Authority Bus Terminal - Lower Bus Level - Priority Leak Repairs MG Construction Corp. Staten Island, NY	2	1) \$ 269,935 2) 267,155 3) 21,595 4) 30,000 5) 210,000
BT-363 Port Authority Bus Terminal - Replacement of Sewage Pump System James McCullagh Co., Inc. Plainview, NY	12	1) \$ 793,008 2) 414,444 3) 25,000 4) 62,000 5) 685,000
BT-396 Port Authority Bus Terminal - Maintenance of Building HVAC Controls, Ramp Snow Melting Controls and Door Security System Electronic Systems USA, Inc. Louisville, KY	Sole Source	2) \$ 213,972 3) 12,840 5) 216,000
98-NYIP-003 Industrial Park at Yonkers - Authorization to Enter into Security Guard Service Agreement Explorer Investigation Agency, Inc. New York, NY	8	1) \$ 403,155 2) 299,264 3) 17,956 5) 319,000

(Board - 9/24/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
PN-970.582 Port Newark – Reroofing of Building No. 304 GT & JT Construction Corp. Brooklyn, NY	10	1) \$ 888,888 2) 417,000 3) 25,000 4) 70,000 5) 470,000
MFP-315.650 New Jersey Marine Terminals – Asbestos Removal and Disposal via Work Order S & W Contracting Services, Inc. Cherry Hill, NJ	11	1) 74.00% 2) 1.50%* 5) 7.00%
MFP-315.750 New York Marine Terminals – Asbestos Removal and Disposal via Work Order Adam’s Insulation Inc. Lyndhurst, NJ	7	1) 13.00% 2) 1.29%* 5) 5.00%
LT-234.084 and LT-234.084M Lincoln Tunnel – Replacement of Drum Signs with V.M.S. at NJ & Dyer Plazas and Agreement to Perform Maintenance of Light Emitting Diode Variable Message Signs Hellman Electric Corp. Whitestone, NY	6	1) \$ 767,469 2) 577,000 3) 33,000 4) 75,000 5) 760,000

*Compensation based on actual net cost of work plus a percentage fee, with a maximum total work allowance of \$500,000.

(Board - 9/24/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
LT-449 Lincoln Tunnel - Heat Tracing of Fire Standpipe System for New York and New Jersey Ventilation Buildings Rothstein and Hoffman Electric Service, Inc. New York, NY	14	1) \$ 767,500 2) 291,800 3) 23,350 4) 30,000 5) 300,000
MF-415.840 Tunnels, Bridges and Terminals Department - New York Facilities - Asbestos Removal via Work Order Comprehensive Environmental Services, Inc. Garfield, NJ	20	1) 25.00% 2) 2.50%* 5) 5.00%
WTC-861.174 World Trade Center - Fire Alarm System Device Upgrade Phase III - One World Trade Center Contract #1 Hatzel and Buehler, Inc. New York, NY	8	1) \$ 1,250,000 2) 882,500 3) 70,600 4) 45,000 5) 1,100,000
Newark International Airport, Port Newark and the Elizabeth Port Authority Marine Terminal - 1998 Contribution for Emergency Medical Services University of Medicine and Dentistry of New Jersey (University Hospital) Newark, NJ	Negotiated	2) \$ 210,000

*Compensation based on actual net cost of work plus a percentage fee, with a maximum total work allowance of \$900,000.

(Board - 9/24/98)

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period April 1, 1998 to June 30, 1998.

PART II.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) STAFF ESTIMATE
Requirements Contract for the Purchase of Uniforms for Airport Operations and Terminal Services Staff Katzin's Uniforms, Inc. Newark, NJ	2	1) \$ 620,718 2) 571,869 3) 34,312 4) 600,000
GWB-FC151/JFK-FC150 John F. Kennedy International Airport/George Washington Bridge - Purchase of Uninterruptible Power Supply System Equipment - 800 MHz Trunked Radio Communication System Simulcast U.S. Tech, Inc. Franklin Lakes, NJ	Sole Source	2) \$ 170,015 3) 10,200 4) 120,000
The World Trade Center - Award of Purchase Order Contract for Lease Obligated Elevator Related Work A.C.E. Elevator Co., Inc. Palisades Park, NJ	Sole Source	2) \$ 186,715 4) 174,598

(Board - 9/24/98)

I. PURCHASE ORDER AUTHORIZATIONS

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) STAFF ESTIMATE
The World Trade Center - Award of Purchase Order Contract for Lease Obligated Elevator Related Work A.C.E. Elevator Co., Inc. Palisades Park, NJ	Sole Source	2) \$ 122,542 4) 121,801

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 54859 P.O. NO: 23733 DESCRIPTION: WATER TREATMENT CHEMICALS	1*	1)\$ ----- 2) 99,615.00 3) 75,000.00
AWARDED TO: CSL WATER TREATMENT, INC. PLAINFIELD, NJ		
REQUISITION NO: 54400 P.O. NO: 23751 DESCRIPTION: AIR FILTERS-2 YR	7*	1)\$ 550,753.00 2) 429,169.90 3) -----
AWARDED TO: ENGINEERED AIR FILTERS CORP. FORT LEE, NJ		
REQUISITION NO: 54722 P.O. NO: 23764 DESCRIPTION: COLOR IMAGING, PHOTO FINISHING SERV.	2*	1)\$ 279,699.85 2) 210,664.04 3) 280,000.00
AWARDED TO: TRUCOLOR LABS INC. PARAMUS, NJ		

*ADVERTISED

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 55380 P.O. NO: 23776 DESCRIPTION: HI-WAY SPREADER PARTS	1 NYC CONTRACT	1)\$ ----- 2) 80,000.00 3) 80,000.00
AWARDED TO: TRIUS INC. BOHEMIA, NY		
REQUISITION NO. 54974 P.O. NO. 23841 DESCRIPTION FIRE PROTECTION/HVAC MTCE @ MONORAIL STATION	3*	1) 205,353.84 2) 81,459.84 3) 110,000.00
AWARDED TO: ISS INTERNATIONAL SVC. SYSTEMS INC. EDISON, NJ		
REQUISITION NO. 54617 23842 WAUKESHA DIESEL GENERATORS MTCE. & REPAIR	3*	1)\$ 420,464.00 2) 284,280.00 3) 290,000.00
AWARDED TO: W.A. KRAFT CORPORATION POMPTON PLAINS, NJ		
REQUISITION NO. 55639 P.O. NO. 23886 DESCRIPTION NATURAL GAS @ PATC	1 NJ STATE CONTRACT	1)\$ ----- 2) 120,000.00 3) 120,000.00
AWARDED TO: NATURAL FUEL RESOURCES CLARK, NJ		

* ADVERTISED

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO.	54154	7*	1) 219,000.00
P.O. NO.	23891		2) 72,800.00
DESCRIPTION:	GUTTERS & LEADERS REPAIR @ PORT NEWARK		2) 200,000.00
AWARDED TO:	G&M ROOFING SERVICE, INC. HACKENSACK, NJ		
REQUISITION NO.	55373	1	1) -----
P.O. NO.	23914	NY & NJ STATE CONTRACTS	2) 350,000.00
DESCRIPTION:	MOTOROLA TWO-WAY FM RADIO EQ.-1 YR.		3) 350,000.00
AWARDED TO:	MOTOROLA C&E INC. GLEN ROCK, NJ		
REQUISITION NO:	55190	9*	1) 169,660.25
P.O. NOS.	24003		2) 129,379.80
DESCRIPTION	SAFETY RELIEF VALVES		3) 96,000.00
AWARDED TO:	BOIG & HILL VALLEY STREAM, NY		
REQUISITION NO:	55559	7*	1)\$ 725,540.00
P.O. NO:	24010		2) 329,933.55
DESCRIPTION:	AUTOMATIC TRANSMISSION, REBUILD-3 YR.		3) 432,000.00
AWARDED TO:	DEER PARK TRANSMISSION NORTH BABYLON, NY		

*ADVERTISED

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 55820 P.O. NO: 24065 DESCRIPTION: CARPET TILES	1 GSA PRICING	1)\$ ----- 2) 83,496.00 3) 100,000.00
AWARDED TO: COMMERCIAL MARKETING ASSOCIATES GAITHERSBURG, MD		
REQUISITION NO: 55822 P.O. NO: 24066 DESCRIPTION: FIFTEEN DODGE CARAVANS	1 NJ STATE CONTRACT	1) ----- 2) 278,610.00 3) 270,000.00
AWARDED TO: WARNOCK FLEET EAST HANOVER, NJ		
REQUISITION NO: 55823 P.O. NOS: 24067 DESCRIPTION: TWENTY TWO JEEP CHEROKEES	1 NJ STATE CONTRACT	1) ----- 2) 460,702.00 3) 470,000.00
AWARDED TO: WARNOCK FLEET EAST HANOVER, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATION

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 55828	1	1)\$ -----
P.O. NOS: 24123	NJ STATE CONTRACT	2) 80,318.00
DESCRIPTION: BENJAMIN MOORE PAINTS-2 YR		3) 92,000.00
AWARDED TO: GLEASON PAINTS WOODSIDE, NY		
REQUISITION NO: 54106	10*	1)\$ 489,330.77
P.O. NO: 24135, 24136, 24137, 24138 & 24139		2) 344,109.92
DESCRIPTION: ELECTRICAL COMPONENTS-2 YR		3) 1,000,000.00
AWARDED TO: 24135 - LOUIS SHIFFMAN ELECTRIC	\$ 28,996.45	
24136 - COOPER ELECTRIC SUPPLY	39,026.79	
24137 - KELLY & HAYES	154,085.65	
24138 - JEWEL ELECTRIC SUPPLY CO	23,757.50	
24139 - AVON ELECTRICAL SUPPLY	85,925.18	
TOTAL AWARD	<u>\$331,791.57</u>	
REQUISITION NO: 55604	1	1)\$ -----
P.O. NO: 24171	NJ STATE CONTRACT	2) 123,888.75
DESCRIPTION: MOTOROLA UHF RADIO TRANCEIVERS		3) 83,000.00
AWARDED TO: MOTOROLA C&E INC. GLEN ROCK, NJ		

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 55173	5*	1)\$ 168,059.40
P.O. NOS: 24204	**SBE PREFERENCE	2) 117,748.00
DESCRIPTION: WATER COOLERS/REFRIGERATOR-2 YR		3) 130,000.00
AWARDED TO: LESTANAS ENTERPRISES, INC.	\$121,152.00**	
MADISON, NJ		
REQUISITION NO: 55503	1	1)\$ -----
P.O. NO: 24221	NY STATE CONTRACT	2) 145,854.00
DESCRIPTION: ERICSSON MOBILE RADIO TRANCEIVERS		3) 135,000.00
AWARDED TO: ERICSSON G.E.		
TOTOWA, NJ		
REQUISITION NO: 54752	4	1)\$ 403,154.00
P.O. NO: 24255	SBE SET-ASIDE	2) 299,263.50
DESCRIPTION: GUARD SERVICE @ YONKERS INDUSTRIAL PARK		3) 391,000.00
AWARDED TO: EXPLORER INVESTIGATION AGENCY, INC.		
NEW YORK, NY		
REQUISITION NO: 54791	6*	1)\$ 278,907.00
P.O. NO: 24259		2) 123,988.68
DESCRIPTION: COMPUTER GENERATED ART SERVICE-2 YR		3) 200,000.00
AWARDED TO: COLORBANK DIGITAL SOURCES		
NEW YORK, NY		

*ADVERTISED

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 55256	2*	1)\$ 356,497.80
P.O. NO: 24278		2) 207,032.85
DESCRIPTION: LED REPLACEMENT & TUNNEL TRAFFIC SIGNAL FIXTURES @ LINCOLN TUNNEL		3) 225,000.00
AWARDED TO: LONG LIFE LIGHTING NORTH ARLINGTON, NJ		
REQUISITION NO: 56057	1	1)\$ -----
P.O. NO: 24283 -		2) 148,108.00
DESCRIPTION: HAND TOWELS-2 YR	ORIGINAL VENDOR PO #23010 IN BREACH OF CONTRACT. AWARD TO SECOND LOW BIDDER	3) 157,000.00
AWARDED TO: CIRCLE JANITORIAL SUPPLIES INC. PARAMUS, NJ		
REQUISITION NO: 55377	11*	1)\$ 294,000.00
P.O. NO: 24285		2) 192,972.00
DESCRIPTION: MACHINE SWEEP ROADWAYS @ NJMT-3 YR.		3) 318,000.00
AWARDED TO: ABCO MAINTENANCE INC. STATEN ISLAND, NY		

*ADVERTISED

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 56116	1	1)\$ -----
P.O. NOS: 24332	NJ STATE CONTRACT	2) 500,000.00
DESCRIPTION: MICROSOFT SOFTWARE/LICENSE REQ.-1 YR.		3) 500,000.00
AWARDED TO: DELL MARKETING LP ROUND ROCK, TX		
REQUISITION NO: 55672	1*	1)\$ -----
P.O. NO: 24333		2) 170,000.00
DESCRIPTION: PROPANE (L.P.G.) FOR FIRE TRAINER		3) 195,000.00
AWARDED TO: PARACO GAS PURCHASE, NY		
REQUISITION NO: 55728	1*	1)\$ -----
P.O. NO: 24361, 24363, 24364, 24365, 24366	8 PARTIAL BIDS	2) 373,953.60
DESCRIPTION: FRINK SNOW PLOW PARTS-1 YR		3) 400,000.00
AWARDED TO: 24361 - SHWAYDER COMPANY	\$ 8,417.00	
	BIRMINGHAM, MI	
24363 - ACTION RUBBER INDUSTRIAL SUP.	8,560.00	
	LITTLE FERRY, NJ	
24364 - SUPERIOR ENGINEERED ELASTOMERS	75,760.00	
	WARREN, PA	
24365 - FORT LEE HARDWARE & SUP.	85,035.00	
	FORT LEE, NJ	
24366 - TRIUS INC.	136,164.55	
	BOHEMIA, NY	
TOTAL AWARD	<u>\$313,936.55</u>	

*ADVERTISED

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 55467		4*	1)\$ 397,400.00
P.O. NO: 24376			2) 336,086.80
DESCRIPTION: TRASH RECYCLING @JFKIA-1 YR			3) 250,000.00
AWARDED TO: P&F TRUCKING INC. WOODSIDE, NY			
REQUISITION NO: 56074		1	1)\$ -----
P.O. NO: 24403		GSA PRICING	2) 125,410.12
DESCRIPTION: CARPET TILES, VARIOUS FOR WTC			3) 185,000.00
AWARDED TO: COMMERCIAL MARKETING ASSOCIATES GAITHERSBURG, MD			
REQUISITION NO: 55898		1	1)\$ -----
P.O. NO: 24426		GSA PRICING	2) 100,965.00
DESCRIPTION: GF WORKSTATION COMPONENTS			3) 50,000.00
AWARDED TO: G.F. OFFICE FURNITURE LTD. CANFIELD, OH			

*ADVERTISED

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 55787 P.O. NO: 24457 DESCRIPTION: HONEYWELL PARTS, VARIOUS-2 YR	1 GSA PRICING	1)\$ ----- 2) 155,688.20 3) 220,000.00
AWARDED TO: HONEYWELL INC. WESTFIELD, NJ		
REQUISITION NO: 54490 P.O. NO: 24500 DESCRIPTION: FIRE TRAINING FACILITY CONTRACT -3 YR	2*	1)\$ 933,000.00 2) 149,430.00 3) 180,000.00
AWARDED TO: MORRIS COUNTY FIRE FIGHTING & TRAINING ACADEMY MORRISTOWN, NJ		
REQUISITION NO: 54860 P.O. NO: 24515 DESCRIPTION: MECHANICAL & PLUMBING SERVICES @ WTC - 2 YR	4*	1)\$ 711,000.00 2) 163,668.00 3) 305,000.00
AWARDED TO: AMERICAN BUILDING MAINTENANCE CO. NEW YORK, NY		

*ADVERTISED

(Board - 9/24/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 55793	0*	1)\$ -----
P.O. NO: 24516 & 24521	3 PARTIAL BIDS	2) -----
DESCRIPTION: CONSTRUCTION ITEMS-2 YR		3) 153,000.00
AWARDED TO: 24516 - FELDMAN LUMBER		
	\$104,501.45	
	BROOKLYN, NJ	
24521 - FORT LEE HARDWARE	66,850.65	
	FORT LEE, NEW JERSEY	
TOTAL AWARD	<u>\$171,352.10</u>	
REQUISITION NO: 55462	2*	1)\$ 129,333.00
P.O. NO: 24614		2) 118,200.00
DESCRIPTION: WHEELCHAIR VANS		3) 150,000.00
AWARDED TO: ARCOLA BUS SALES		
	CARLSTADT, NJ	
REQUISITION NO: 55404	3*	1)\$ 105,464.00
P.O. NO: 24243	LOW BIDDER-NON-RESPONSIVE	2) 102,027.30
DESCRIPTION: STEEL TOE, ELECTRICAL HAZARD SAFETY SHOES		3) 133,000.00
AWARDED TO: IRON AGE CORPORATION	\$102,464.00	
	PITTSBURGH, PA	
REQUISITION NO: 55948	2*	1)\$ 131,684.85
P.O. NO: 24654		2) 111,358.35
DESCRIPTION: DOORS AND LOCKS, VARIOUS-2 YR.		3) 102,800.00
AWARDED TO: WEILGUS & SONS, INC.		
	NEW YORK, NY	

*ADVERTISED

(Board - 9/24/98)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period April 1, 1998 to June 30, 1998.

NAME	FACILITY	AMOUNT COLLECTED
DIGIORBIT CORP	World Trade Center	\$ 5,595.00
FALCON INTL FREIGHT	World Trade Center	1,000.00
KENT STEEL CORP	Port Newark	7,897.11
SIESFA INTL CORP	World Trade Center	7,746.99
ALLEGRO CARTING INC	Off Property	1,413.20
COLLINS KAREN A	Outerbridge Crossing	1,063.20
DENGLER JOHN	Off Property	701.02
GARDEN STATE CAR RENTAL	Newark International Airport	2,108.55
HARDIN LAURA K	Lincoln Tunnel	1,908.43
JEAN BAPTISTE/MARIE CLAI	Off Property	860.94
JFK AIRPORT PARKING	John F. Kennedy International Airport	412.15
MONTIEL CATHLEEN	John F. Kennedy International Airport	1,055.64
NJ TRANSIT CORP	Lincoln Tunnel	4,443.45
NY BLOOD CENTER INC	Off Property	1,064.09
TAN MARSHALL H	Off Property	3,594.52
WHEAT RUTH	George Washington Bridge	3,065.86
	TOTAL	\$ 43,930.15

(Board - 9/24/98)

TORT CLAIM SETTLEMENTS

PAYMENTS RECEIVED ON CLAIMS NOT YET CLOSED

NAME	FACILITY	AMOUNT COLLECTED
AEROCARGO INT'L	John F. Kennedy International Airport	\$ 250.00
CAFÉ MED	World Trade Center	60,000.00
AFRICAN BROADCASTING	World Trade Center	3,000.00
INT'L CUTLERY	World Trade Center	6,000.00
	TOTAL	\$ 69,250.00
	TOTAL COLLECTED	\$ 113,180.15

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
A B RECOVERY SERVICE	LaGuardia Airport	\$ 131.84
AGGOUR SALWA M	Off Property	4,096.95
DAUN CAB CORP	Lincoln Tunnel	8,083.20
EUROPEAN COPPER SPEC	Holland Tunnel	146.81
KABILYO CARLA	Outerbridge Crossing	667.69
MOK MOON WING	Holland Tunnel	1,728.21
OWEN JAMES	George Washington Bridge	1,000.00
RESTO ADIVINA	George Washington Bridge	8,500.00
SARDIS GERRY	Off Property	2,591.51
ALVAREZ MILAGROS	Off Property	27,500.00
CARABALLO CRISTIAN	Holland Tunnel	24,000.00
HOFSTADTER ALFRED T JR	George Washington Bridge	600,000.00
PARMAR BHUPINDER S	Off Property	65,000.00
MARSHIETTO JOSEPH	Bayonne Bridge	313.50
SUPREME COLLISION	Bayonne Bridge	496.50
ULTRA AUTO GLASS	Bayonne Bridge	644.50
HUTCHINSON PAMELA SUE	Bus Terminal	45,000.00
FRANCISCO FELIX JR	Bus Terminal	1,500.00
DIAZ JOSE	John F. Kennedy International Airport	16,500.00
JANSSEN LYNN & DANIEL	Bus Terminal	7,500.00
PUGLIESE GAETANO	Bus Terminal	1,500.00
ROSENBERG CATHERINE	Bus Terminal	552.74
AIR FRANCE	John F. Kennedy International Airport	3,000,000.00*
CANONICO JOSE	George Washington Bridge	803.90

* This \$3 million represents the Port Authority's applicable Self-Insured Retention for this claim; an additional \$2.3 million was paid by the Port Authority's excess insurance bringing the total amount of the settlement to \$5.3 million.

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
CLARK WILLIAM	George Washington Bridge	\$ 453.08
GOULD HARRY JR.	John F. Kennedy International Airport	600.97
HIRAWAT DHARAM CHAND	George Washington Bridge	120.00
HOLLOWAY CELESTE	Lincoln Tunnel	150.00
KLEIN ALLISON DREW	Bus Terminal	750.00
LUEDEKE GEORGE	Teterboro Airport	500.00
MALONE-HODGES MARIA	Off Property	500.00
MAWHIRT ROBERT	World Trade Center	517.70
PERRIS RALPH	Lincoln Tunnel	485.00
PETITO JOHN	Holland Tunnel	2,856.92
ROGERS JOHN	Off Property	1,649.24
ROOSEVELT JAMES JR	Holland Tunnel	892.97
WASSEF MONER	Bayonne Bridge	92.57
FORBES VERNA	Bus Terminal	5,684.00
MURPHY DENNIS	LaGuardia Airport	200,320.63
OVANDO DAVID	LaGuardia Airport	65,000.00
VINCENZO JOHN	LaGuardia Airport	20,000.00
EVANGELHO APOLONIA	John F. Kennedy International Airport	22,500.00
FUENTES CARMEN	Off Property	6,000.00
ACOSTA SANTOS JR	Newark International Airport	110.78
CURRY PAUL	Newark International Airport	94.32
OLKOWSKI MICHAEL	Newark International Airport	99.97

TOTAL

\$ 4,147,885.50

INSURANCE TRANSACTIONS - January 1, 1998 through September 30, 1998**Recommendation:** None. For information only.**Report:** The Executive Director reports that the following insurance transactions have taken place during the period January 1, 1998 through September 30, 1998 pursuant to Article XII, Paragraph (n) of the By-Laws:

POLICY/ COVERAGE	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS
Police Professional Liability Insurance	\$4M per occurrence \$4M aggregate limit of liability per year; deductible - \$25,000 per occurrence	01/05/98 to 01/05/99	\$89,000	General Star National Insurance Co.
Business Automobile Insurance	\$1M combined single limit per occurrence; \$1M uninsured and underinsured motorists; \$10,000 medical payments; maximum personal injury coverage SIR - None	03/01/98 to 03/01/99	\$22,468	General Accident Insurance Company of New York
TransitCenter's Satellite Office - Commercial Insurance Package includes:				
Commercial General Liability Insurance	\$2 million aggregate SIR - None	05/01/98 to 05/01/99	\$416 combined for Commercial General Liability, Automobile Liability, and Personal Property Coverages listed below.	General Accident Insurance Company
Automobile Liability Insurance	\$1 million combined single limit SIR - None	05/01/98 to 05/01/99		
Personal Property Insurance	\$10,000 SIR - \$250	05/01/98 to 05/01/99		
Workers' Compensation Insurance	Statutory	05/01/98 to 05/01/99	\$1,124	Reliance National Indemnity Company
Workers' Compensation Coverage for the Public Affairs Office Washington, D.C.	Statutory SIR - None	05/07/98 to 05/07/99	\$2,358	Travelers Casualty & Surety Company

POLICY/ COVERAGE	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS
Excess Boiler and Machinery Insurance; Scheduled Property including WTC Motors and Inspection Services	\$1,600,000 each accident \$500,000 deductible	07/01/98 to 07/01/99	\$40,000	Chubb Group of Insurance Companies
Teterboro Airport - Property Damage Insurance	\$20.5M (aggregate) SIR - None	04/01/98 to 04/01/01	Paid by Johnson Control World Services	Protection Mutual Insurance Co.
Teterboro Airport - Boiler & Machinery Insurance	\$1M per loss SIR - None	04/01/98 to 04/01/01	Paid by Johnson Control World Services	“
Teterboro Airport - Airport Liability Insurance	\$25M per occurrence SIR - None	01/16/98 to 01/16/99	Paid by Johnson Control World Services	Lloyd's of London

RENEWAL NOTES

- Premium proposals were competitively solicited for Police Professional Liability Insurance from brokers, Meeker Sharkey & MacBean, E.G. Bowman Co., Inc., an MBE and Massey Insurance Agency, an MBE/WBE. Massey Insurance Agency secured a proposal from General Star National Insurance Company, which provided the appropriate coverage at the most cost effective premium. General Star National Insurance Company will provide this coverage, which applies to security operations at the airports, with a limit of \$4 million each occurrence and in the aggregate excess of a \$10,000 deductible, reduced from \$25,000, with a maximum annual deductible limit of \$40,000, for a one-year period commencing January 5, 1998. General Star's premium proposal of \$89,000 reflects a 25% reduction from the expiring premium with policy terms and conditions remaining unchanged. Premiums for the Police Professional Liability Insurance are fully reimbursable from the airlines.
- Risk Financing staff arranged for the renewal purchase of Automobile Liability Insurance for a one-year term effective March 1, 1998, with General Accident Insurance Company of New York through incumbent broker Rivera and Kaplan, Inc., an MBE. General Accident's renewal premium of \$22,468 includes a return premium credit on the expiring policy of \$103 due to policy amendments and reflects a 13% reduction from the expiring premium of \$25,706. This placement was competitively marketed in 1997. The coverage provides appropriate financial protection to the Port Authority, as insured, for the use of Port Authority vehicles by designated executive staff.
- The Commercial Insurance package covering the activities of the TransitCenter's Satellite Office located in Stamford, Connecticut was renewed for a one-year term effective May 1, 1998 with General Accident Insurance Company through the incumbent broker Aon Group, Inc. at an annual premium of \$416.00 unchanged from the previous renewal.

TransitCenter, an office within TB&T, has been awarded a federally funded grant to establish a satellite office in Stamford, Connecticut, to market and sell Transitchek to employers in the state. The original two year grant has been extended for one year. In addition, we arranged for the renewal purchase of workers' compensation insurance covering the temporary sale representative.

- In connection with the Office of the Washington Representative located in the District of Columbia, staff arranged for the renewal purchase of workers' compensation insurance effective May 7, 1997. This coverage was placed with Travelers Casualty & Surety Company for a one-year term through the incumbent broker E.G. Bowman Co., Inc., an MBE/WBE, at an estimated annual premium of \$2,358.00. Since premiums are established by statute in the District of Columbia, there is no rate advantage to the Port Authority in soliciting competitive premium quotations.

- Staff successfully arranged for the renewal purchase of Excess Boiler and Machinery Insurance for a one-year term effective July 1, 1998, with Chubb Group of Insurance Companies through incumbent broker Massey Insurance Agency, an MBE/WBE, at an annual premium of \$40,000. This placement was competitively marketed in 1997. In addition to insurance coverage, the policy will enable the Port Authority and its tenants to continue to obtain on-site inspection and loss prevention services.
- At Teterboro Airport, liability insurance in the amount of \$25 million per occurrence with no deductible was renewed for a one-year term effective January 16, 1998. In addition, the required Property Damage and Boiler and Machinery was renewed for a three-year term effective April 1, 1998. These renewals were accomplished and paid for by Johnson Control World Services Inc., the operator of the airport.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, October 29, 1998

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, October 29, 1998, 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. Robert C. Janiszewski
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Karen A. Antion, Chief Technology Officer
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Gautam Chakrabarty, Manager, Technical Services, Tunnels, Bridges and Terminals
 Karen E. Eastman, Assistant Secretary
 Stephen J. Fiorelli, Manager, Tunnel Projects, Tunnels, Bridges and Terminals
 Michael S. Glassner, Executive Assistant to the Chairman
 Linda C. Handel, Senior Administrator, Office of the Secretary
 MaryLee Hannell, Executive Assistant to the Chief of Staff
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Stephen Marinko, Attorney, Law
 Raymond P. Mannion, Senior Advisor to the Executive Director
 Michael G. Massiah, Director, Office of Business and Job Opportunity
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Kathleen Raymond, Senior Administrator, Office of Chief of Staff
 Michael J. Rienzi, Director, Office of Procurement
 Paul D. Segalini, Director, Human Resources
 Ronald Shiftan, Deputy Executive Director
 Douglas L. Smith, Acting Director, Budget
 Gregory J. Trevor, Staff Information Officer, Office of Corporate Communications
 Christopher O. Ward, Chief of Corporate Planning and External Affairs
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary

Guest

Karen Kennedy, Authorities Unit, Office of the Governor of New Jersey

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

The public meeting was called to order by Chairman Eisenberg at 2:55 p.m. and ended at 3:13 p.m. The Board also met in executive session prior to the public meeting (Vice-Chairman Gargano was present during executive session and for a portion of the public board meeting).

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of September 24, 1998. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on October 29, 1998, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on action taken and matters discussed in executive session at its meeting on October 29, 1998, which included a discussion of contract matters and matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on October 29, 1998, which included a 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 Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on October 29, 1998, which included discussion of contract and lease matters and matters related to the sale of real property, 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 Construction

The Committee on Construction reported, for information, on matters discussed in executive session at its meeting on October 29, 1998, which included a discussion of contract and lease 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.

Staff Report

A presentation was made by staff on the Tunnels, Bridges and Terminals Facility Appearance Program.

Chairman Eisenberg noted that the Medal Awards honoring Port Authority employees and others for outstanding service were included in the Consent Calendar and announced the approval of the presentation of the Robert F. Wagner Distinguished Public Service Medal to Louis J. LaCapra, Chief of Staff.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - EMERGENCY REPLACEMENT
BUS SERVICE AND INTERIM BUS ACQUISITION**

It was recommended that the Board authorize the Executive Director to:

- 1) enter into a negotiated agreement at an estimated cost of \$9.9 million to provide bus service for the Long Term Parking Lot/Howard Beach Subway Station, Central Terminal Airline Connection, Employee Shuttle, Autolink, Affinity, and the Blue Parking Lot Shuttle operation at John F. Kennedy International Airport (“JFK”) for the period December 9, 1998 through October 1, 1999 (the “interim period”);
- 2) purchase the existing fleet of 36 New Flyer buses at JFK from the current bus service provider at their unamortized value not to exceed \$1.8 million;
- 3) authorize payment for rehabilitation work on the said existing fleet of 36 New Flyer buses in an amount not to exceed \$500,000;
- 4) lease or purchase up to eighteen 35-ft. to 40-ft. used buses for the employee shuttle service at JFK, until a new fleet becomes available by the fall of 1999, at an estimated cost of \$900,000;
- 5) lease fourteen cut-away mini-buses, presently being used for the parking lot shuttle service at JFK for continued use in that service during the interim period, at an estimated cost of \$320,000;
- 6) purchase the existing fleet of four New Flyer low-floor buses, now in operation at LaGuardia Airport, from Hudson General LLC, for use at JFK at their unamortized value not to exceed \$270,000, which buses were previously authorized to be purchased directly by the bus service provider at JFK;
- 7) order extra work during the term of the agreement with a new bus contractor at JFK, with additional payments for such extra work not to exceed six percent of the estimated cost of the agreement as set forth in item 1 above; and
- 8) exercise, at his discretion, a month-to-month extension option of the agreement to be negotiated with a new bus contractor at JFK at an estimated cost not to exceed \$1 million per month, for no more than five months beyond the interim period, on the same terms and conditions.

Pursuant to the foregoing report the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O’Neill, Philibosian, Schweitzer and Song 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 and take other action necessary to effectuate the retention of a new bus operator for an interim period to provide bus service at John F. Kennedy International Airport, substantially in accordance with the terms and

conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his designated representative.

JOHN F. KENNEDY INTERNATIONAL AIRPORT - CONSTRUCTION OF TAXILANE "SB" AND INFRASTRUCTURE AT THE FORMER HANGAR 9 AND 9A SITE - PROJECT AUTHORIZATION AND AWARD OF CONTRACT JFK - 134.173

On February 8, 1996, the Board authorized the Executive Director to enter into an agreement with Korean Air Lines Co., Ltd. ("KAL") covering the letting of approximately 21 acres of a 43-acre parcel at the former Hangar 9 and 9A site at John F. Kennedy International Airport ("JFK") for the development of an air cargo facility, which development is in progress. It was contemplated that the balance of the parcel would be subdivided for the development of two additional air cargo leaseholds.

In order to support the site development, it was recommended that the Board authorize a project for the construction of Taxilane "SB," site infrastructure and other improvements necessary to facilitate development of the KAL and other air cargo leaseholds. The construction of Taxilane "SB," which will run from Taxiway "SB" through the development site, will provide large cargo aircraft unrestricted access to all three leaseholds. Taxiway "SB" itself will be reconfigured to improve aeronautical circulation. The site development will also include the construction of an overnight aircraft parking position to replace an existing position located within a planned leasehold and the installation of infrastructure for site utilities. KAL may perform certain portions of the taxilane and infrastructure work on behalf of the Port Authority for which it will be reimbursed by the Port Authority up to \$2 million. It is anticipated that 100 percent of the cost of this project will be recoverable from site lessees and the flight fee formula.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian and Song voting in favor; Commissioner Schweitzer abstaining; none against:

RESOLVED, that a project for the construction of Taxilane "SB," site infrastructure and other improvements necessary to support the development of air cargo facilities at the former Hangar 9 and 9A site at John F. Kennedy International Airport at a total estimated project cost of \$15 million, including reimbursement of up to \$2 million to Korean Air Lines Co., Ltd. for work performed on behalf of the Port Authority, payments to contractors, allowance 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:

a) 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 JFK-134.173, "Construction of Taxilane 'SB,'" at an estimated cost of \$11.5 million, and other contracts as appropriate, to the lowest bidder qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems

reasonable; or reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors;

b) execute contracts or supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority, and order extra work (if necessary) and net cost work in connection with each contract; including supplemental agreements thereto; and

c) 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.

(Board – 10/29/98)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - DESIGN AND CONSTRUCTION
OF AN AIRCRAFT RESCUE AND FIREFIGHTING FUEL SPILL TRAINER -
CONTRACT JFK-110.115B - SETTLEMENT OF CLAIM**

On May 26, 1994, the Executive Director authorized the award of Contract JFK-110.115B to Grace Industries, Inc./Rugg-Knopp, Inc., a Joint Venture (the "Joint Venture"), the only responsive bidder, at its proposal price in the lump sum amount of \$10,027,793, and the ordering of extra work up to \$1,505,000. This contract provided for the design and construction of a computerized propane firefighting trainer at John F. Kennedy International Airport. During the performance of the contract, the Executive Director authorized a Supplemental Agreement for improvements to the West Hangar Road and Building 213 parking lot in the amount of \$723,000, and an associated increase in the Extra Work authorization from \$1,505,000 to \$1,577,000, and a Supplemental Agreement for removal of unsuitable material, installation of chain link fencing and installation of a pedestrian traffic signal in the amount of \$440,886; the Director of Aviation authorized an increase in the Extra Work authorization from \$1,577,000 to \$1,827,000 to provide for design and construction of a permanent fire protection Deluge System at the propane storage tank at the facility; and the Executive Director authorized an increase in the Extra Work authorization from \$1,827,000 to \$2,327,000 to provide for the modification of the existing heating unit of the Facility's Control Building No. 255. The present total authorized contract expenditure is \$13,518,679.

The Joint Venture has submitted a claim against the Port Authority in the amount of \$4,586,168. This claim is for additional costs alleged to have been incurred by the Contractor primarily because of improvements to the performance of the system ordered by the Port Authority, principally to enhance system safety, beyond the requirements of the design-build contract.

Thorough staff review of the claim followed and various discussions, reviews and negotiations ensued with the Joint Venture. In September 1998, it was tentatively agreed that the Joint Venture would be paid the sum of \$1,950,000 in settlement of the claim, subject to approval of the Board, primarily representing the cost to the Contractor of enhancing certain operational functions of the system and the control area air handling system, for the purpose of improving the integrity and safety of the propane-based system. The computerized propane firefighting trainer is the largest and most sophisticated unit of its type built to date. Total payments to the Joint Venture for all contract work, extra work and net cost work (excluding the proposed claim settlement of \$1,950,000) are forecast to be approximately \$13,500,000.

Although the Law Department has advised that there are legal defenses to this claim, the settlement nevertheless appears equitable under the circumstances. The Joint Venture will sign a release of all claims under the contract prior to receiving the \$1,950,000 payment.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 make a payment of \$1,950,000 to Grace Industries, Inc./Rugg-Knopp, Inc., a Joint Venture ("Joint

Venture”), in full settlement of all claims the Joint Venture has against the Port Authority in connection with Contract JFK-110.115B (the “Contract”), conditional upon the execution by the Joint Venture of a release of all claims under the Contract against the Port Authority; the form of the release shall be subject to the approval of General Counsel or his authorized representative.

**HOLLAND TUNNEL - REHABILITATION OF THE 14TH STREET EXIT ROADWAY
AND JERSEY AVENUE - PROJECT AUTHORIZATION AND AWARD OF
CONTRACT HT-224.001**

Fourteenth Street has served as the New Jersey Exit roadway of the Holland Tunnel for 70 years with only minor roadway rehabilitation. The roadway pavement requires constant maintenance due to potholing and poor drainage. Increased traffic volume has prompted the need to replace the wearing course on 14th Street and both the roadway base and wearing course on Jersey Avenue. Both roadways need to be re-contoured to provide better drainage. In addition, more regulatory as well as advisory signs are required throughout 14th Street and Jersey Avenue. The 14th Street traffic signal, signage, and power distribution systems have been in operation since the early 1960s. Due to wear caused by years of use and damage inflicted by moving vehicles, several components of the traffic signal and control system are either in need of replacement or have exceeded their service lives. The design for the rehabilitation of 14th Street and Jersey Avenue is based on the experience gained on the Holland Tunnel 12th Street Traffic Improvement Project, which was completed in 1995 and is consistent with the same design criteria. It will meet current American Association of State Highway and Transportation Officials ("AASHTO") and the Manual for Uniform Traffic Control Devices ("MUTCD") design standards, and Americans with Disabilities Act requirements. This project will provide Port Authority patrons with an improved roadway surface and, in addition, provide redundant power, remove aging structures, and replace outdated signage.

The proposed rehabilitation work will include: repaving and re-contouring of the 14th Street roadway for better drainage; the rehabilitation of the Jersey Avenue roadway base and installation of a new wearing course; enhancing the protection and accessibility for pedestrian traffic by providing sidewalks and safety islands which accommodate wheelchair passage; installation of a new catch basin and lateral piping on Jersey Avenue to eliminate the flooding at the intersection of 14th Street and Jersey Avenue; replacement of traffic signals, roadway lighting, and signage on 14th Street and Jersey Avenue; installation of a temporary roadway lighting and traffic signal system using wooden poles in order for the existing signal and sign structures to be removed; replacement of the existing electrical and communication duct banks located under the sidewalk on 14th Street and Jersey Avenue; replacement of all traffic signals, street standards, signage, and light poles in accordance with the latest traffic standards contained within MUTCD and AASHTO; and, integration of the existing 12th Street and the new 14th Street traffic signal systems.

Staging of the work will be done in order to minimize impacts on the community and commuters. Access to and from all facilities, commercial and residential establishments will be maintained to preclude any adverse impacts. Potential interruptions of water, gas, electrical or telephone services will be staged to ensure that residents and businesses will be without service for the least possible time. The Contractor will be required to supply temporary services to affected residents and businesses, and to limit the amount of noise during the demolition phase of construction to levels conforming to Occupational Safety and Health Administration standards and all applicable Jersey City ordinances.

It will be necessary for some of the signs, signals and standards to be placed on property outside Port Authority jurisdiction. This will require that agreements between the Port

Authority and the City of Jersey City, the New Jersey Department of Transportation, and the New Jersey Turnpike Authority be executed prior to award of the Contract.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that a project for the rehabilitation of the roadway, drainage, lighting, and traffic signs and signals on 14th Street from the New Jersey Exit Portal of the Holland Tunnel to Jersey Avenue and on Jersey Avenue between 12th and 14th Streets at an estimated total project cost of \$21.8 million, including payments to contractors, allowance for extra work and net cost work, administrative, engineering and financial expenses and a project contingency, be and the same is hereby 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:

a) award Contract HT-224.001, in effectuation of the foregoing project for rehabilitation of the roadway, drainage, lighting, traffic signs and signals, at an estimated cost of \$12.9 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 the Executive Director deems reasonable, and to order extra work and net cost work; or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors as he deems in the best interest of the Port Authority; and

b) take action with respect to purchase and other construction contracts and agreements for professional and advisory services for the foregoing project as the Executive Director deems in the best interest of the Port Authority, including, without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other contractors; and to 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 and net cost work in connection with each contract, including supplemental agreements thereto; and to obtain easements, permits and licenses and to enter into such other agreements with municipal and other entities as may be appropriate and required to effectuate the project, and to incur costs in connection therewith; and it is further

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

**AUTHORIZATION FOR THE PORT AUTHORITY TO PARTICIPATE IN
TRANSCOM FOR A FIVE-YEAR PERIOD**

TRANSCOM was originally created in 1986 as a three-year demonstration program of regional transportation agencies focused on enhancing the region's transportation management capabilities. By 1989, TRANSCOM had become a permanent regional institution and was able to attract increases in support from all its members for the continued expansion of its operating programs. In addition to being a signatory to the TRANSCOM Multi-Year Agreement and a contributing member agency, the Port Authority has been the administrative host for TRANSCOM since it was created in 1986.

In 1996, at its Executive Committee's direction, TRANSCOM undertook an evaluation of organizational structure options. The selected option entails incorporating as a non-profit membership corporation to which the TRANSCOM member agencies will belong, and whose Board will consist of the current TRANSCOM Executive Committee members.

Contracts previously made by the Port Authority or other member agencies on behalf of TRANSCOM will be assigned to TRANSCOM Inc. Funds held by the Port Authority for TRANSCOM will be transferred to TRANSCOM Inc. upon its incorporation, and title to personal property bought with TRANSCOM funds by the Port Authority will be transferred to TRANSCOM Inc.

TRANSCOM's activities promote the mobility and safety of the traveling public by mitigating congestion, create scale economies for the member agencies by maximizing their resources, and provide a forum for drawing additional federal funding to the region for transportation management programs.

Authorization for the Port Authority's participation in TRANSCOM Inc. will enable TRANSCOM to continue its regional transportation coordination and technology development programs. A companion item is being submitted to the Port Authority Trans-Hudson Corporation ("PATH") Board to provide for PATH's continued participation in TRANSCOM.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, O'Neill, Philibosian, Schweitzer and Song voting in favor; Commissioner Mack abstaining; none against:

RESOLVED, that membership by the Port Authority in TRANSCOM Inc., a non-profit membership corporation, to be organized to undertake regional transportation programs and to include as members the Connecticut Department of Transportation, Metropolitan Transportation Authority, MTA Bridges and Tunnels, MTA New York City Transit, New Jersey Department of Transportation, New Jersey Highway Authority, New Jersey Transit Corporation, New Jersey Turnpike Authority, New York City Department of Transportation, New York State Department of Transportation, New York State Police, New York State Thruway Authority, Palisades Interstate Park Commission, Port Authority Trans-Hudson Corporation and

such other organizations as may request membership and be accepted unanimously by the members, be and it hereby is authorized; and it is further

RESOLVED, that the Director of Tunnels, Bridges and Terminals be and he hereby is authorized, for and on behalf of the Port Authority:

a) to serve on the Board of TRANSCOM Inc. as the Port Authority's representative;

b) to enter into an agreement with TRANSCOM Inc.'s other member agencies for a term of five years beginning January 1, 1999, to provide for the Port Authority's total financial contribution not to exceed \$2 million for the five-year period, with member contributions to be established each year in accordance with the agreement and the By-Laws of TRANSCOM Inc. by unanimous vote of the TRANSCOM Inc. Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative; and

c) to provide cash and in-kind advances not to exceed an annual cumulative total of \$1.5 million to TRANSCOM Inc. for a period of three years from January 1, 1999 to facilitate transition to full independence, such advances to be reimbursed by TRANSCOM Inc. in accordance with agreed upon terms and conditions.

**AGREEMENT WITH THE ALLIANCE FOR DOWNTOWN NEW YORK, INC. -
RENEWAL**

The Alliance for Downtown New York, Inc. ("Alliance"), which is the operating entity for the Lower Manhattan Business Improvement District ("BID"), operates under the auspices of New York City and is supported by the owners of over 88 million square feet of space in the downtown area ("Downtown"), in addition to the support of the Battery Park City Authority and the Port Authority. The World Trade Center comprises over ten percent of the BID, and its support is essential for the continued achievement of Alliance objectives.

Over the past four years the Alliance has achieved many significant accomplishments, including passage of the Lower Manhattan Revitalization Plan, the first ever area-wide tax reduction package, which was designed to retain and attract commercial office tenants to Downtown. Other accomplishments include the implementation of supplemental security and sanitation programs, sidewalk lighting and a free downtown jitney that provides much needed east-west transportation services. The Alliance has also instituted several "catch-a-cab" kiosks, with one of the most successful located on Liberty Street at the World Trade Center, and sponsored many successful cultural and entertainment events, including several on the World Trade Center Plaza, raising the level of Downtown's cultural visibility.

On January 19, 1995, the Board authorized the Executive Director to enter into a five-year agreement with the Alliance. It is now proposed to enter into a five-year extension of said agreement, to be effective on January 1, 1999, to provide continued support to the Alliance, which serves to preserve and enhance the value of Downtown property, including the World Trade Center. As part of the extension, the Alliance has agreed to directly support the World Trade Center public events programs.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 extension of the agreement with the Alliance for Downtown New York, Inc. ("Alliance"), which is the operating arm of the Downtown Lower Manhattan Business Improvement District, under which the Port Authority would agree to pay the Alliance an amount not to exceed \$5.6 million over a five-year period, the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**PORT AUTHORITY INDUSTRIAL PARK AT YONKERS - DECLARATION OF
REMAINING PROPERTY AS SURPLUS AND SALE TO NATIONAL
RE/SOURCES**

It was recommended that the Board:

- (i) find and declare as surplus the remaining property at the Port Authority Industrial Park at Yonkers (the "Park");
- (ii) authorize the Executive Director to: (a) enter into a contract of sale for certain property, consisting of approximately 20 acres of land and improvements, to National RE/sources Acquisitions, LLC, or its designated affiliate ("National RE/sources") for \$9 million on an "as is" basis; (b) convey the property pursuant to the terms of the contract; and (c) enter into any other agreements with the purchaser and/or third parties that may be necessary to effectuate the transaction; and
- (iii) delegate to the Committee on Operations the authority to approve the final terms of any agreements in the event they are not substantially in accordance with those outlined herein.

The remaining property at the Park being declared surplus and sold consists of Buildings No. 4, 5, 7, & 9, Out Parcel No. 1, the Pier Property at the foot of Wells Avenue and Alexander Street, and streets adjacent to Buildings 1, 2, & 3. Building No. 2 is also being sold, but was previously declared surplus on July 13, 1995.

The sale and disposition of the Port Authority's interests in the Park will eliminate future Port Authority capital expenditures and operating costs at the facility. The property described above will be transferred in its "as is" condition. The implementing documents for the sale will provide for appropriate environmental protections and indemnifications for the benefit of the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that it is hereby found and determined that the real property described below is no longer required for the purpose for which it was acquired:

All that certain lot, piece or parcel of land in the City of Yonkers, County of Westchester, State of New York, bound and described as follows:

PARCEL A
(Buildings 4, 5, 7, & 9)

BEGINNING at a point formed by the intersection of the southerly line of Ashburton Avenue with the westerly line of Warburton Avenue, running thence:

1. South 08 degrees 14 minutes 44 seconds West 1,477.473 feet along the said westerly line of Warburton Avenue to the northeast corner of a parcel of land conveyed by Otis Elevator Company to The People of the State of New York by deed dated December 22, 1978, recorded March 21, 1979 in the Office of the Clerk of the County of Westchester, Division of Land Records, in Liber 7544, Page 329; thence
2. South 75 degrees 25 minutes 45 seconds West 179.817 feet along the northerly line of said parcel conveyed by Otis Elevator Company to The People of the State of New York and the southerly face of a retaining wall to a point in the easterly line of former Woodworth Avenue (said portion of Woodworth Avenue now discontinued and closed); thence
3. North 08 degrees 19 minutes 14 seconds East 221.473 feet along the easterly line of former Woodworth Avenue to the former northerly line of Wells Avenue; thence
4. North 81°-49'-17" West 430.917 feet along the former northerly line of Wells Avenue to a point in the existing easterly line of Wells Avenue; thence
5. North 81 degrees 50 minutes 49 seconds West 105.012 feet along the northerly line of Wells Avenue to a point in the easterly right of way line of the Penn Central Railroad (formerly the New York Central and Hudson River Railroad); which is 40.00 feet easterly of the monumented line of Penn Central Railroad in accordance with filed map: TC-5A, June 11, 1868; thence
6. North 29 degrees 15 minutes 40 seconds East 393.179 feet along the aforesaid easterly right of way line to a point of curvature; thence
7. On a curve concave to the northwest having a radius of 3134.000 feet, a central angle of 06 degrees 21 minutes 09.9 seconds and an arc length of 347.486 feet along the aforesaid easterly right of way line to a point in the northerly line of former Locust Street (now discontinued and closed); thence
8. North 43 degrees 58 minutes 30 seconds East 3.441 feet to a point; thence
9. North 27 degrees 49 minutes 45 seconds East 24.972 feet to a point; thence
10. North 30 degrees 12 minutes 10 seconds East 73.268 feet to a point; thence
11. South 67 degrees 09 minutes 33 seconds East 18.099 feet to a point; thence
12. North 01 degree 42 minutes 56 seconds West 10.455 feet to a point which is the beginning of a nontangent curve; thence

13. Northerly along said nontangent curve concave to the West having a radius of 3162.348 feet, a central angle of 03 degrees 45 minutes 38.9 seconds and an arc length of 207.572 feet, to which curve a radial line bears South 69 degrees 05 minutes 25 seconds East at its beginning, to a point; thence the following ten (10) courses and distances

14. South 82 degrees 36 minutes 26 seconds East 30.213 feet to a point; thence

15. North 16 degrees 28 minutes 51 seconds East 28.944 feet to a point; thence

16. North 15 degrees 59 minutes 48 seconds East 29.187 feet to a point; thence

17. North 16 degrees 03 minutes 20 seconds East 37.996 feet to a point; thence

18. North 16 degrees 09 minutes 34 seconds East 29.939 feet to a point; thence

19. North 16 degrees 10 minutes 20 seconds East 19.262 feet to a point; thence

20. North 15 degrees 49 minutes 58 seconds East 10.167 feet to a point; thence

21. North 09 degrees 39 minutes 02 seconds East 19.915 feet to a point; thence

22. North 08 degrees 55 minutes 30 seconds East 50.122 feet to a point; thence

23. North 08 degrees 24 minutes 45 seconds East 100.028 feet to a point in the southerly line of Ashburton Avenue; thence

24. South 81 degrees 48 minutes 31 seconds East 94.530 feet along the southerly line of Ashburton Avenue to an angle point therein; thence

25. South 81 degrees 49 minutes 45 seconds East 214.197 feet along the southerly line of Ashburton Avenue to the point and place of beginning.

Being shown and designated as Lot 100 in Block 100, Lots 1, 6, 9, 16, 23 and 26 in Block 2010, Lots 1, 20 and 30 in Block 2009, Lot 1 in Block 2011, a portion of Lot 1 in Block 7000, and Lot 100 in Block 2015 on the Tax Map of the City of Yonkers.

PARCEL B
(Out Parcel No. 1)

BEGINNING at a point on the northerly line of Ashburton Avenue distant westerly 236.964 feet as measured along the northerly line of Ashburton Avenue from the corner formed by the intersection of the northerly line of Ashburton Avenue with the westerly line of Woodworth Avenue and running; thence

1. Along the northerly side of Ashburton Avenue, North 81 degrees 48 minutes 31 seconds West 201.775 feet to the easterly side of Alexander Street (f/k/a Polychrome Place); thence
2. Along the easterly side of Alexander Street, North 8 degrees 11 minutes 29 seconds East 56.435 feet to a point of curvature; thence
3. Northerly on a curve to the left having a radius of 55.00 feet, a central angle of 36 degrees 46 minutes 10 seconds and an arc length of 35.296 feet; thence
4. North 28 degrees 34 minutes 41 seconds West 30.00 feet to a point of curvature; thence
5. Northerly on a curve to the right having a radius of 155.00 feet, a central angle of 25 degrees 41 minutes 13 seconds and an arc length of 69.49 feet, to a point, to which point a radial line bears South 87 degrees 06 minutes 33 seconds West; thence
6. North 08 degrees 11 minutes 29 seconds East 87.94 feet to the southwest corner of a parcel of land designated as Parcel number 26 on Map number 38 of the New York State Department of Transportation, which map was filed in the Office of the County Clerk of Westchester County, Division of Land Records on June 20, 1983 and numbered 21241; running thence along the southerly line of said parcel, the following two (2) courses:
 7. North 44 degrees 44 minutes 17 seconds East 42.320 feet, thence
 8. South 81 degrees 48 minutes 31 seconds East 227.041 feet, to a point of curvature to which point a radial line bears North 87 degrees 36 minutes 14 seconds East; thence
 9. Southerly on a curve to the right having a radius of 370.00 feet, a central angle of 08 degrees 10 minutes 17 seconds, an arc length of 52.768 feet, to a point of compound curvature to which point a radial line bears South 84 degrees 13 minutes 29 seconds East; thence

10. Southerly on a curve to the right having a radius of 3037.00 feet, a central angle of 04 degrees 38 minutes 28 seconds, an arc length of 246.00 feet to the northerly side of Ashburton Avenue, and the point and place of beginning.

Being shown and designated as Lot 1 in Block 2618 on the Tax Map of the City of Yonkers.

PARCEL A-1
(Streets)

BEGINNING at a point in the southerly line of Wells Avenue distant easterly 32.750 feet as measured along the southerly line of Wells Avenue from the intersection of the southerly line of Wells Avenue with the easterly line of River Street and running:

1. South 81°-50'-49" East 120.262 feet along the former southerly line of Wells Avenue to a point in the former westerly line of Atherton Street; thence
2. South 29°-19'-49" West 139.794 feet along the former westerly line of Atherton Street to a point in the existing northerly line of Atherton Street; thence
3. South 60°-40'-11" East 39.00 feet across Atherton Street along said northerly line to a point in the existing easterly line of Atherton Street; thence
4. North 29°-19'-49" East 154.899 feet along the former easterly line of Atherton Street to a point in the former southerly line of Wells Avenue; thence
5. South 81°-48'-29" East 35.398 feet along the former southerly line of Wells Avenue to a point in the former westerly line of Bashford Street; thence
6. South 08°-08'-54" West 144.896 feet along the former westerly line of Bashford Street to a point in the existing northerly line of Bashford Street; thence
7. South 81°-51'-06" East 40.000 feet across Bashford Street along the existing northerly line of Bashford Street to a point in the existing easterly line of Bashford Street; thence
8. North 08°-08'-54" East 144.865 feet along the former easterly line of Bashford Street to the former southerly line of Wells Avenue; thence
9. South 81°-48'-22" East 143.293 feet along the former southerly line of Wells Avenue to the former westerly line of Woodworth Avenue; thence

10. South 08°-17'-20" West 227.558 feet along the former westerly line of Woodworth Avenue to the existing northerly line of Woodworth Avenue; thence

11. South 81°-40'-43" East 50.000 feet across Woodworth Avenue along the existing northerly line of Woodworth Avenue to the former easterly line of Woodworth Avenue; thence

12. North 08°-19'-14" East 287.664 feet along the former easterly line of Woodworth Avenue to the former northerly line of Wells Avenue; thence

13. North 81°-49'-17" West 430.917 feet along the former northerly line of Wells Avenue to a point in the existing easterly line of Wells Avenue; thence

14. South 08°-09'-11" West 60.000 feet across Wells Avenue to the point and place of beginning.

Being shown and designated as part of Lot 100 in Block 2015, Lot 30 in Block 2007 and Lots 30 and 40 in Block 2008 on the Tax Map of the City of Yonkers.

PARCEL A-2
(Pier Property)

BEGINNING at a point on the southerly side of a twenty-five foot right of way known as Wells Avenue where the same is intersected by the westerly side of Alexander Street;

1. Running thence along the westerly side of Alexander Street South 28 degrees 10 minutes 43 seconds West 25.234 feet to a point;

2. Running thence across Alexander Street South 81 degrees 50 minutes 49 seconds East 53.218 feet to a point;

3. Running thence South 28 degrees 10 minutes 43 seconds West 52.784 feet to a point in the southerly line of land granted to James and George Stewart by Letters Patent dated August 5, 1884 recorded in the Office of the Register of the County of Westchester in Liber 2027 of Deeds at page 267 and to Imogen J. Rockwell by Letters Patent dated July 12, 1887 and recorded in the Office of the Register of the County of Westchester in Liber 2027 of Deeds at Page 264;

4. Running thence along said southerly line, North 78 degrees 05 minutes 19 seconds West 331.488 feet to a point;

5. Running thence along a line, North 77 degrees 17 minutes 09 seconds West 590.788 feet to the Pierhead and Bulkhead Line established by the U.S. War Department in 1919;
6. Running thence along said Pierhead and Bulkhead Line North 12 degrees 54 minutes 19 seconds East 75.607 feet to the southerly side of twenty-five foot right of way known as Wells Avenue;
7. Running thence along said line South 77 degrees 17 minutes 09 seconds East 889.744 feet to the westerly side of Alexander Street and the point or place of beginning.

PARCEL A-3
(Pier Property)

BEGINNING at a point formed by the intersection of the northerly line of Wells Avenue (25 feet wide) with the westerly line of Alexander Street and running:

1. North 77 degrees 17 minutes 09 seconds West 668.00 feet along the northerly line of Wells Avenue to a point in the Pier Line established by the Common Council of the City of Yonkers on April 18, 1886; thence
2. South 19 degrees 47 minutes 51 seconds West 25.192 feet along the said Pier Line to a point in the southerly line of Wells Avenue; thence
3. South 77 degrees 17 minutes 09 seconds East 664.190 feet along the southerly line of Wells Avenue to a point in the westerly line of Alexander Street; thence
4. North 28 degrees 10 minutes 43 seconds East 25.939 feet along the westerly line of Alexander Street to the point and place of beginning.

Being shown and designated as Lots 67 and 77 in Block 2600 on the Tax Map of the City of Yonkers; and it is further

RESOLVED, that (a) a map of the property be prepared; and (b) at the appropriate time, at the request of General Counsel or his authorized representative, the Chief Engineer will execute a certificate to be annexed to said map stating that the real property shown on said map is no longer required for the purpose 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: (a) enter into a contract of sale for certain property, consisting of approximately 20 acres of land and improvements, to National RE/sources Acquisitions, LLC, or its designated

affiliate for \$9 million on an "as is" basis; (b) sell and convey the property pursuant to the terms of the contract; and (c) enter into any other agreements with the purchaser and/or third parties that may be necessary to effectuate the transaction. Such property being described as follows: **PARCEL A** (Buildings 4, 5, 7 & 9), **PARCEL B** (Out Parcel No. 1), **PARCEL A-1** (Streets), **PARCEL A-2** (Pier Property), **PARCEL A-3** (Pier Property) all as more particularly described above, and **PARCEL C** (Building No. 2) described below:

BEGINNING at a point formed by the intersection of the westerly side of Bashford Street with the northerly side of Bashford Street and running:

1. North 8°-08'-54" East along the westerly side of former Bashford Street, a distance of 144.896 feet to a point formed by the intersection of the westerly side of former Bashford Street with the southerly side of former Wells Avenue; thence
2. North 81°-48'-29" West along the southerly side of former Wells Avenue, a distance of 35.398 feet to a point formed by the intersection of the southerly side of former Wells Avenue with the easterly side of former Atherton Street; thence
3. South 29°-19'-49" West along the easterly side of former Atherton Street, a distance of 154.899 feet to a point formed by the intersection of the easterly side of former Atherton Street with the northerly side of Atherton Street; thence
4. South 81°-32'-42" East a distance of 91.369 feet to the point and place of beginning.

Reference to named streets or former streets in the above description is for descriptive purposes only and shall not be construed as nor is same intended to be an offer to dedicate any property to public use or to grant any right or interest therein to any party.

Being shown and designated as Lot 1 in Block 2007 on the Tax Map of the City of Yonkers; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized on behalf of the Port Authority to approve the final terms of any agreements in the event they are not substantially in accordance with those outlined herein; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**PORT AUTHORITY INDUSTRIAL PARK AT YONKERS - LEASE AGREEMENT
WITH NATIONAL RE/SOURCES**

It was recommended that the Board: (i) authorize the Executive Director to enter into a lease agreement with the proposed purchaser of the remaining property at the Port Authority Industrial Park at Yonkers (the "Park"), National RE/sources Acquisitions, LLC or its designated affiliate ("National RE/sources"), for the rental of approximately 34,048 square feet of industrial/warehouse space in Building No. 4 at the Park for a period of ten years with two five-year renewal options in accordance with the terms outlined to the Board, or on such other terms as the Executive Director deems appropriate, subject to the conditions set forth in the following delegation; and (ii) delegate to the Committee on Operations the authority to approve the final terms of the lease agreement in the event the rental rate or the term of the letting is not substantially in accordance with that outlined to the Board.

The Port Authority has occupied space at the Park as a records center since 1990. This lease will allow for the continued use of the premises for this use after the property is sold to National RE/sources.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 the proposed purchaser of the remaining property at the Yonkers Industrial Park (the "Park"), National RE/sources Acquisitions, LLC or its designated affiliate ("National RE/sources") for the rental of approximately 34,048 square feet of industrial/warehouse space in Building No. 4 at the Park for a period of ten years with two five-year renewal options in accordance with the terms outlined to the Board, or on such other terms as the Executive Director deems appropriate, subject to the conditions set forth in the following delegation; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized, to approve the final terms of the lease agreement in the event the rental rate or the term of the letting is not substantially in accordance with that outlined to the Board; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

(Board – 10/29/98)

**PORT AUTHORITY TECHNICAL CENTER - LEASE AGREEMENTS WITH
CATHAY INVESTMENT CORPORATION**

It was recommended that the Board authorize the Executive Director to: (a) enter into a lease agreement with Cathay Investment Corporation for the rental of a parcel of unimproved land at 575 Manila Avenue in Jersey City, New Jersey, to be developed into a parking lot for a period of ten years with two five-year renewals; (b) enter into an agreement for the licensing of an adjacent right-of-way; and (c) execute all documents and agreements necessary to effectuate this lease agreement.

In May 1998, the Board authorized a project for the construction of office space and training facilities at the Port Authority Technical Center ("PATC") to accommodate the relocation of Public Safety Department, Police Headquarters and other Port Authority staff.

Due to the increase in staff at the PATC, there is a corresponding demand for additional parking. The parking area to be leased, which is close to the PATC, will provide approximately 80 new parking spaces. The Port Authority shall be responsible for maintaining the leased areas including snow removal and paving of the surfaces of both the lot and the right-of-way. Cathay shall be responsible for maintenance of lighting fixtures affixed to the adjacent building that illuminates the right-of-way.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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) enter into a lease agreement with Cathay Investment Corporation for the rental of a parcel of unimproved land at 575 Manila Avenue in Jersey City, New Jersey, to be developed into a parking lot, for a period of ten years with two five-year renewals; (b) enter into an agreement for the licensing of an adjacent right-of-way; and (c) to execute all documents and agreements necessary to effectuate this lease agreement; and it is further

RESOLVED, that the form all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

(Board – 10/29/98)

AUTHORIZATION FOR THE PORT AUTHORITY TO PROVIDE ADVISORY SERVICES TO FREDRIC R. HARRIS IN A PLANNING STUDY FOR THE CREATION OF A PORT CORPORATION IN LA CRUZ, VENEZUELA

DIT-Harris, the Latin American subsidiary of Fredric R. Harris, in association with Fredric R. Harris, New York, has submitted a proposal for a sole source contract to advise Petrol de Venezuela, S.A. ("PDVSA"), the national holding company for all oil companies in Venezuela, on the development of a port authority/port corporation.

Latin America is a primary and growing market for international businesses which have a business relationship with the Port Authority. Venezuela is a major world supplier of petroleum and petrochemical products and a growing market for consumer and industrial products. The Port of Jose is located on the northern coast of Venezuela and is located within a major off-shore oil complex which is controlled by PDVSA. To accommodate the related processing and manufacturing activities associated with the offshore zone, PDVSA established a 25,000-hectare industrial complex. In addition to various processing and service activities in the industrial complex, a new town is currently under construction to accommodate the rapidly growing population.

The Port of Jose, which serves the offshore fields and the industrial complex, already has extensive marine facilities and is in the process of rapidly expanding to accommodate the growing industrial and service activities and population. In terms of trade and traffic, the Port of Jose is already at the level of a full-fledged international port. To ensure a well-managed and environmentally safe interface in the future between the port, the industrial activities and the population, PDVSA believes that a port authority or port corporation would be the appropriate vehicle to accomplish this.

DIT-Harris/Fredric R. Harris is proposing to address several issues necessary for the establishment of a port corporation, including: what activities should be carried out by a port corporation; what is the functional and legal relationship of the port corporation, the owner (PDSVA), and the enforcement agencies; and what type of organizational structure is required. DIT-Harris/Fredric R. Harris would like the Port Authority to participate as an advisor on the development of the port corporation and have one Port Authority staff member advise on the various issues related to the organization, structure, functions and responsibilities of a port authority corporation.

The project will extend over a five-month timeframe and would require five weeks of staff time -- approximately two weeks for periodic visits to Venezuela and approximately three weeks of staff time in New York. Under the proposed agreement between the Port Authority and Fredric R. Harris, the Port Authority will be compensated for staff services estimated at \$30,000 plus expenses. The cost of transportation, lodging and meals will be paid directly by Fredric R. Harris.

In addition to creating revenue, this initiative will establish contacts for business and trade development with Venezuela, provide opportunities for regional firms to export goods and services and provide staff with exposure to maritime/port development in growing world markets.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 Fredric R. Harris, a New York-based transportation and economic development consulting firm, under which the Port Authority would provide professional services for the creation of a port authority corporation for the Jose Harbor in La Cruz, Venezuela, provided Fredric R. Harris is successful in obtaining the advisor contract for the project; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

AUTHORIZATION FOR THE PORT AUTHORITY TO PROVIDE ADVISORY SERVICES TO THE GOVERNMENT OF TURKEY ON THE PROPOSED ESTABLISHMENT OF A BRIDGE AUTHORITY, AS PART OF A CONSORTIUM LED BY PARSONS TRANSPORTATION GROUP

The Turkish Government is planning to build two new bridges -- one over the Bosphorus Straits and the other in the Dardanelles. Bridges are an important transportation link in Turkey's international commerce and the cross-border movement of people. The current bridges over the Bosphorus have a high volume of traffic, which is expected to increase substantially over the next decade. As a result of this traffic, the Bosphorus bridges have and are expected to continue to be a source of substantial revenues. The planned Dardanelles crossing is forecast to take several years before revenues will be sufficient to cover construction, operation and maintenance cost.

The Turkish Government had previously put the Dardanelles bridge out to tender on a Build-Operate-Turnover ("BOT") basis; but due to the insufficient revenue flow, it did not attract viable bids.

Given the critical role that bridges play in the Turkish trade and economy, a consortium led by the Parsons Transportation Group has proposed the establishment of an Authority as a means to meet future bridge or crossing requirements. The establishment of an Authority would enable the government to effectively plan, develop and finance future bridge or crossing requirements. The Authority approach would enable the Government of Turkey to retain ownership of all bridge toll earnings; avoid the complex, costly and long process of a pure BOT structure for each new facility; and enable the revenues from the various bridges to be pooled to support the maintenance, operations and enhancement of existing bridges and the construction of new ones. An Authority would also provide a vehicle for the Government to effectively bring the private sector into the development and operations of the crossings.

The Parsons Transportation Group and its consortium would like the Port Authority to participate as an advisor on the development of an Authority in terms of organizational structure, legal and financial capabilities, functional responsibilities and relationship with the Government, and on an enabling process for such an Authority. The Parsons Transportation Group and the consortium participants believe that the unique structure of the Port Authority, the diversity of its business activities, its bridge experience and its bi-state nature would be a perfect model for the Turkish Government.

Parsons has therefore requested the services of one or more Port Authority staff to advise on the development of an institutional framework and functional responsibilities of a Bridge Authority during the period of October 1998 - April 1999. Under the proposed agreement between the Parsons Transportation Group-led consortium and the Port Authority, the Port Authority would be compensated for staff services, expenses and the cost of transportation, lodging and meals. Compensation for staff services is estimated at \$150,000.

In addition to creating revenue, this initiative will establish contacts for business and trade development with Turkey; provide opportunities for regional firms to export goods and services; provide staff with exposure to transportation development in emerging markets; and

enhance the Port Authority's international reputation with the use of the Port Authority as a model for the development of transportation authorities in other countries.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song 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 a consortium led by the Parsons Transportation Group to provide professional advisory services for the proposed establishment of a Bridge Authority in Turkey at an estimated compensation of \$150,000; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

AWARD OF MEDAL OF HONOR TO POLICE OFFICER CORVET CURLEY

The Port Authority Medal of Honor, established by the Board of Commissioners on March 2, 1944, is to be awarded to an individual who, in performing a specific act, demonstrated extraordinary bravery in the face of circumstances which would surely have led to grave personal injury or his or her own death should the slightest miscalculation have occurred.

It was recommended that the Medal of Honor be awarded to Police Officer Corvet Curley.

Whereupon, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

WHEREAS, by resolution adopted by the Board of Commissioners on March 2, 1944 as amended, the Port Authority Medal of Honor award was established, which award is to be given to a Port Authority employee for the performance of outstanding service; and

WHEREAS, in the case of Police Officer Corvet Curley, it is recommended that the Port Authority Medal of Honor be given for his heroic actions.

NOW, THEREFORE, BE IT

RESOLVED, that the Medal of Honor be awarded to Police Officer Corvet Curley for the performance of outstanding service.

(Board – 10/29/98)

AWARD OF THE ROBERT F. WAGNER DISTINGUISHED PUBLIC SERVICE MEDAL

The Robert F. Wagner Distinguished Public Service Medal was established on May 16, 1991, when the Port Authority's Distinguished Service Medal, established on March 2, 1944, was renamed in memory of the Honorable Robert F. Wagner. This Medal is to be awarded to those individuals who have rendered outstanding distinguished public service in their fields of endeavor or in the community, demonstrating an exceptional degree of dedication, good judgment, initiative and competence, and who have sustained this record of service over a number of years. Normally, it is awarded to those who have at least fifteen years of Port Authority service.

It was reported that the Executive Director is to present the Robert F. Wagner Distinguished Public Service Medal to seven individuals. Through their dedication and commitment to public service and the Port Authority, they have brought credit to themselves and the agency.

Police Officer Leon F. Bienkowski
William Czirjak
Peter R. Furkey
Louis J. LaCapra
Anthony P. Marciano
Virginia C. Valenti
Hugh H. Welsh

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that the Robert F. Wagner Distinguished Public Service Medal be awarded to seven individuals who have given truly outstanding service to the Port Authority and the public over many years.

AWARD OF THE POLICE COMMENDATION MEDAL FOR MERITORIOUS SERVICE

The Police Commendation Medal, established by resolution adopted by the Board of Commissioners on May 8, 1952, is to be awarded to police personnel only in those cases where the individual has performed outstanding service or has shown exceptionally meritorious performance in the duty assigned to him or her.

It was reported that the Executive Director is to present the Police Commendation Medal to five individuals who participated in two incidents. These individuals demonstrated heroism, dedication and bravery in the performance of their duties.

Police Officer Reginald L. Bates
Police Officer Richard Delaney
Lieutenant David E. Hanna
Lieutenant William Y. Holder
Police Officer Christopher Romanowski

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that the Police Commendation Medal be awarded to five individuals who have performed outstanding service or exceptionally meritorious performance of their duties.

AWARD OF THE COMMENDATION MEDAL FOR MERITORIOUS SERVICE

The Commendation Medal, established by the Board of Commissioners on May 8, 1952, is to be awarded only for outstanding service or exceptionally meritorious performance.

It was reported that the Executive Director is to present the Commendation Medal to one individual who exhibited dedication and bravery.

Charles S. Hoppe

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Janiszewski, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that the Commendation Medal be awarded to one individual who has performed outstanding service for the Port Authority and the public.

AWARD OF THE EXECUTIVE DIRECTOR'S AWARD OF ACHIEVEMENT

The Executive Director's Award of Achievement, established in 1961, is awarded to individuals who, in the course of carrying out a project or extended assignment as part of the normal work of their positions, extend themselves beyond required limits and achieve results which are of such a nature that they clearly deserve special recognition. Characteristics of performance which are considered in determining the award include ingenuity, resourcefulness, risk taking in decision making and job performance, unusual insight into problems, exceptional diligence and thoroughness in producing completed staff work, and above-standard degrees of proficiency, craftsmanship or professional competence. Among the kinds of results recognized by the award are improved revenues, better service to or relations with tenants, patrons or the community in general and actions taken on behalf of the Port Authority which are clearly beyond the usual limitations of job responsibility.

It was reported that the Executive Director is to present the Executive Director's Award of Achievement to two individuals.

Arthur P. Berg
Patricia A. Clark

AWARD OF THE JAMES G. HELLMUTH UNIT CITATION

The James G. Hellmuth Unit Citation was established on January 29, 1998, when the Executive Director's Unit Citation, established in 1966, was renamed in honor of Commissioner James G. Hellmuth. This citation is to be awarded to the members of a unit, section, division or special task force whose performance in carrying out a project, extended assignment, or during an unusual operating situation was so outstanding as to warrant special recognition.

It was reported that the Executive Director is to present the James G. Hellmuth Unit Citation to 127 individuals for their work on four teams.

Response Team for the Federal Express Crash

Sergeant Joseph Carella	Robert Gibney
Dennis J. Carroll	Barbara E. Hebron
Nelson Chanfrau	Trevor V. Liddle
Kenneth H. Chin	Lieutenant Patrick Quinn
George H. Cook	

E-Zpass Implementation Core Team

William Baxter	Maria Malone-Hodges
Jean Backes	Marilyn Mattei
Raymond Brown	Robert McKee
Darrell Buchbinder	Louis G. Miller
Robert Durando	Daniel Moffit
Neville Evans	Patrick Norton
Charles Fausti	Roy S. Pleasant
Maxine Finkelstein	Richard Raczynski
Andrew Fogel	Peter Rinaldi
Cedrick Fulton	Luis Rocha
Jane Hegarty	Andrew Saracena
Adrienne Holmes	Mark Schaff
Robert Isaacs	George Slattery
Jerry Ingersoll	Herbert S. Somerwitz
Michael Kolb	Virginia Trubek
Walter Kristlibas	Stan Weiss
Olga Krueger	Chien-Kuo Wei
Anthony Levine	Elliott L. Zenkel
Sergio Martinez	

Newark International Airport – Rehabilitation of Runway 4R-22L

James Baxter	Francis Loprano
John Biscardi	Alberto Luchan
Casimir Bognacki	Joseph Marsano
Douglas Buck	John McConkey
Philip Daniele	Roger Prince
Ronald DeMartini	Jacob Rosenkranz
Michael Hand	Carlos Santiago
Fred C. Koletty	Arnold Silverberg
Trevor V. Liddle	John N. Varrone

Operation KAT-NET

Craig Abruzzo	Charles Linden
William Baker	Steve Listner
Ralph B. Battle	Ann Lonergan
John Bowe	Gerald Mackey
Dan Brennan	Charles McKenna
Al Brown	Ken McGuigan
Bob Burke	Michael Molina
Robert M. Caron	Patricia Notopoulos
John Cassino	Edward Nowicki
Sean Cavanagh	Kevin O'Malley
Benedetto Cracco	Charles O'Neill
Peter Crusco	Dan Parrish
Karen Davidson	Diana Parker
Andrew DeCicco	Felice Passaro
Robert DeFrancesco	Teresa Petersmarzk
Mary Ellen Denning	Vince Piazza
Joseph DeStio	Rodney Polite
Paul Dotzler	Gary Pongecoruo
Joel Downing	Timothy Rembijas
Frank Ellis	Patricia Rosaschi
Christian Eng	Richard Scantlebury
Luanne Esposito	Joe Sconzo
Lisa Ferrence	Brian Shields
Mark Feldman	Jonathan Sims
Robert Fuchs	Carmine Spano
Sal Geonta	Salvatore Spataro
William Gianaris	James Stewart
Gary Guido	John Trotter
Rocco Inneo	Robert Ward
Thomas Inman	James Verdino
Stuart Kaplan	Mark Yanatelli
Frank Koehler	

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 August 1, 1998 to August 31, 1998.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK825	BUILDING #350 SECURITY FENCE	58,000(A)	58,000(A)
	JOHN F. KENNEDY AIRPORT	8,000(D)	8,000(D)
	CIPRIETTI-TOLISANO ASSOCIATES, INC.	9,000(N)	8,523(N)
		75,000	74,523
LGA124 006	CENTRAL TERMINAL BUILDING	1,252,055(A)	1,252,055(A)
	CONCOURSE RESTROOMS	42,500(B)	42,500(B)
	LA GUARDIA AIRPORT	50,000(C)	50,000(C)
	TWIN TOWERS ENTERPRISES, INC.	104,000(D)	93,355(D)
		227,555(G)	227,555(G)
		114,000(H)	114,000(H)
		29,500(J)	29,275(J)
		11,500(K)	54,744(K)
		5,000(L)	-0-(L)
		51,782(I)	51,782(I)
	1,887,892	1,915,266	
LGA940 307	IMMEDIATE REPAIRS AT LAGUARDIA AIRPORT	1,000,000(C)	562,140(C)
	LAGUARDIA AIRPORT HALLEN CONSTRUCTION COMPANY	1,000,000	562,140
EWR124 106	EWR REDEVELOPMENT PROGRAM- MONORAIL COURTYARD ROADWAY MODIFICATIONS	1,079,485(A)	1,058,505(A, E)
	NEWARK INT'L AIRPORT	100,000(C)	162,669(C)
		86,000(D)	33,809(D)
	JOHN J SKALLEY INC.	20,131(I)	20,131(I)
		1,285,616	1,275,114
EWR573	MEDICAL CLINIC BLDG #5- WINDOWS REPLACEMENT	78,000(A)	78,000(A)
	NEWARK INT'L AIRPORT	25,000(C)	-0-(C)
		6,240(D)	-0-(D)
	CARDOSA CONSTRUCTION, INC.	109,240	
EWR625	REMOVAL & REPLACEMENT OF UNDERGROUND FUEL OIL STORAGE TANKS AND OIL-WATER SEPARATORS-BLDGS 45,79,94 119, AND 140	328,000(A)	328,000(A)
	NEWARK INT'L AIRPORT	50,000(C)	62,968(C)
		27,000(D)	14,794(D)
	PRECISION GENERAL CONTRACTORS, INC.	405,000	405,762

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
EWR630	MISCELLANEOUS CONSTRUCTION AND REPAIRS VIA WORK ORDERS NEWARK INT'L AIRPORT V.R.H. CONSTRUCTION CORPORATION	500,000(C) 500,000	293,741(C) 293,741
MFB204 002	INSTALLATION OF STORAGE BUILDINGS MULTI-FACILITY BRIDGES CARLISLE BUILDING SYSTEMS, INC.	550,000(A) 33,000(D) 583,000	502,791(A,M) 21,662(D) 524,453
HH971 125	MAINTENANCE DREDGING AND MATERIAL DISPOSITION HOWLAND HOOK MARINE TERMINAL WEEKS MARINE INC.	455,700(B) 25,000(C) 27,350(D) 12,500(I) 520,550	382,629(B) -0-(C) -0-(D) 12,000(I) 395,129
MFP100 504	IMMEDIATE REPAIRS AT NEW JERSEY MARINE TERMINALS NEW JERSEY MARINE TERMINALS DAMON G. DOUGLAS COMPANY	1,000,000(C) 1,000,000	788,646(C) 788,646
MF234 173	NEWARK BAY CONFINED DISPOSAL FACILITY MULTI FACILITY GREAT LAKES DREDGE & DOCK COMPANY	15,217,750(B) 3,000,000(C) 457,000(D) 18,674,750	15,026,669(B) 850,915(C) 241,324(D) 16,118,908

- (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) The difference between "Total Authorized" and "Total Payments" represents credit change orders totalling \$20,980 for changes in the scope of work.
 (G) Memorandum of Authorization dated 9/30/96, authorizing Supplemental Agreement No. 1 which provided for an increase of \$227,555 for lump sum work.
 (H) Memorandum of Justification dated 5/12/97, authorizing Supplemental Agreement No. 2 which provided for an increase of \$114,000 for lump sum work.

(Board - 10/29/98)

- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) Memorandum of Justification dated 5/12/97, authorizing Supplemental Agreement No.2 which provided for an increase of \$29,500 for classified work.
- (K) Memorandum of Justification dated 5/12/97, authorizing Supplemental Agreement No.2 which provided for an increase of \$11,500 for net cost work.
- (L) Memorandum of Justification dated 5/12/97, authorizing Supplemental Agreement No. 2 which provided for an increase of \$5,000 for extra work.
- (M) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$47,209 for changes in the scope of work.
- (N) Memorandum of Authorization dated 5/20/97, increasing extra work in the amount of \$9,000.

(Board - 10/29/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period August 1, 1998 through August 31, 1998.

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>YTD @ Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
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No new transactions this period.

(Board - 10/29/98)

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>
08/07/98	\$ 25,000,000	FMCDN	--	10/02/98	99.15	5.440%	5.563%	\$ 24,788,444.45	Lehman Brothers
08/14/98	24,000,000	FMCDN	--	10/09/98	99.15	5.460	5.583	23,796,160.01	Merrill Lynch Gov Sec
08/17/98	25,000,000	GECC CP	--	09/09/98	99.65	5.520	5.616	24,911,833.33	General Electric Capital
08/20/98	10,000,000	US T-NOTE	5.375%	01/31/00	99.98	--	5.384	9,998,437.50	Paribas Corporation
08/20/98	21,000,000	FMCDN	--	10/06/98	99.29	5.450	5.565	20,850,579.16	Zions First National Bank
08/20/98	25,000,000	US T-BILL	--	02/18/99	97.47	4.995	5.196	24,368,687.50	Prudential Securities
08/20/98	25,000,000	US T-BILL	--	02/18/99	97.47	4.995	5.196	24,368,687.50	Nesbitt Burns Securities
08/21/98	10,000,000	US T-BILL	--	08/19/99	95.00	4.958	5.223	9,500,118.75	Prudential Securities
08/21/98	25,000,000	US T-BILL	--	02/18/99	97.50	4.965	5.163	24,375,927.08	Nesbitt Burns Securities
08/21/98	25,000,000	US T-BILL	--	02/11/99	97.61	4.955	5.147	24,401,270.83	Paribas Corporation

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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>
08/26/98	\$ 188,000	USTB(115DS)	--	01/28/99	97.88	4.915%	5.091%	\$ 184,021.58	Prudential Securities
08/26/98	344,000	USTB(114DS)	--	01/28/99	97.88	4.915	5.091	336,720.34	Prudential Securities
08/27/98	25,000,000	US T-BILL	--	02/25/99	97.51	4.930	5.126	24,376,902.78	Prudential Securities
08/31/98	14,700,000	USTB(115S)	--	09/15/98	99.77	5.435	5.523	14,666,710.63	Prudential Securities
08/31/98	40,000,000	USTB(112S)	--	09/15/98	99.77	5.435	5.523	39,909,416.68	Greenwich Capital Mkts
08/31/98	50,000,000	USTB(114S)	--	09/15/98	99.77	5.435	5.523	49,886,770.85	Paribas Corporation
08/31/98	<u>50,000,000</u>	USTB(115S)	--	09/15/98	99.77	5.435	5.523	<u>49,886,770.85</u>	Prudential Securities
	<u>\$395,232,000</u>							<u>\$390,607,459.82</u>	

BEY - Bond Equivalent Yield

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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>BEY @Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
08/05/98	\$ 10,000,000	US T-NOTE	5.375%	07/31/00	99.92	--	5.417%	14.490%	\$ 9,992,187.50	Nesbitt Burns Securities
08/07/98	10,000,000	US T-NOTE	5.375	06/30/00	100.00	--	5.372	10.230	10,000,000.00	Prudential Securities
08/13/98	25,000,000	US T-NOTE	5.500	11/15/98	100.04	--	5.289	5.166	25,008,789.05	Nesbitt Burns Securities
08/20/98	40,000,000	US T-BILL	--	09/17/98	99.63	4.770%	4.854	5.480	39,851,600.00	Goldman, Sachs & Co
08/21/98	25,000,000	US T-BILL	--	02/18/99	97.51	4.955	5.152	7.320	24,377,184.03	Prudential Securities
08/26/98	<u>25,000,000</u>	US T-BILL	--	10/08/98	99.43	4.780	4.874	5.330	<u>24,857,263.90</u>	Nesbitt Burns Securities
	<u>\$135,000,000</u>								<u>\$134,087,024.48</u>	

BEY - Bond Equivalent Yield

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>
Warburg Dillon Read LLC	08/03/98	08/04/98	\$ 13,918,000	5.550%	\$ 2,145.69
Paribas Corporation	08/03/98	08/04/98	15,000,000	5.560	2,316.67
Nesbitt Burns Securities	08/03/98	08/04/98	18,696,000	5.580	2,897.88
Nesbitt Burns Securities	08/03/98	08/04/98	26,137,000	5.580	4,051.24
Warburg Dillon Read LLC	08/03/98	08/04/98	26,734,000	5.550	4,121.49
Lehman Brothers	08/03/98	08/05/98	49,675,000 *	5.480	15,219.87
Warburg Dillon Read LLC	08/03/98	08/04/98	50,314,000	5.550	7,756.74
Nesbitt Burns Securities	08/03/98	08/04/98	50,615,000	5.580	7,845.33
Paribas Corporation	08/04/98	08/05/98	12,547,000	5.500	1,916.90
Nesbitt Burns Securities	08/04/98	08/05/98	24,109,000	5.500	3,683.32
Nesbitt Burns Securities	08/04/98	08/05/98	26,724,000	5.500	4,082.83

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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	08/04/98	08/05/98	\$ 28,102,000	5.500%	\$ 4,293.36
Zions First National Bank	08/04/98	08/05/98	31,000,000	5.500	4,736.11
Nesbitt Burns Securities	08/04/98	08/05/98	40,193,000	5.500	6,140.60
Paribas Corporation	08/04/98	08/05/98	51,266,000	5.500	7,832.31
Dresdner Kleinwort Benson	08/05/98	08/07/98	230,000 *	5.450	69.64
Paribas Corporation	08/05/98	08/06/98	10,387,000	5.460	1,575.36
Nesbitt Burns Securities	08/05/98	08/06/98	13,277,000	5.450	2,009.99
Paribas Corporation	08/05/98	08/06/98	15,785,000	5.460	2,394.06
Paribas Corporation	08/05/98	08/06/98	16,019,000	5.460	2,429.55
Paribas Corporation	08/05/98	08/06/98	16,180,000	5.460	2,453.97
Paribas Corporation	08/05/98	08/06/98	16,235,000	5.460	2,462.31

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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	08/05/98	08/06/98	\$ 16,273,000	5.460%	\$ 2,468.07
Nesbitt Burns Securities	08/05/98	08/06/98	29,704,000	5.450	4,496.86
Dresdner Kleinwort Benson	08/05/98	08/07/98	44,550,000 *	5.450	13,488.75
Zions First National Bank	08/05/98	08/06/98	45,000,000	5.450	6,812.50
Dresdner Kleinwort Benson	08/05/98	08/07/98	49,395,000 *	5.450	14,955.71
Nesbitt Burns Securities	08/05/98	08/06/98	49,674,000	5.450	7,520.09
Paribas Corporation	08/06/98	08/07/98	9,411,000	5.470	1,429.95
Lehman Brothers	08/06/98	08/07/98	14,361,000	5.470	2,182.07
Paribas Corporation	08/06/98	08/07/98	24,055,000	5.470	3,655.02
Paribas Corporation	08/06/98	08/07/98	25,520,000	5.470	3,877.62
Nesbitt Burns Securities	08/06/98	08/07/98	26,543,000	5.470	4,033.06

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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	08/06/98	08/07/98	\$ 29,816,000	5.470%	\$ 4,530.38
Lehman Brothers	08/06/98	08/07/98	34,562,500 *	5.470	5,251.58
Warburg Dillon Read LLC	08/06/98	08/07/98	36,000,000	5.450	5,450.00
Nesbitt Burns Securities	08/06/98	Open	49,687,500 *	Variable **	197,576.82 ***
Lehman Brothers	08/06/98	08/07/98	49,960,000	5.470	7,591.14
Deutsche Bank Securities	08/07/98	08/10/98	9,412,000	5.420	4,251.09
Warburg Dillon Read LLC	08/07/98	08/10/98	12,983,000	5.420	5,863.99
Warburg Dillon Read LLC	08/07/98	08/10/98	26,476,000	5.420	11,958.33
Deutsche Bank Securities	08/07/98	08/10/98	28,688,942	5.420	12,957.84
Paribas Corporation	08/07/98	08/10/98	42,000,000	5.430	19,005.00
Dresdner Kleinwort Benson	08/07/98	08/18/98	44,550,000 *	5.750	74,683.13

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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>
Lehman Brothers	08/07/98	08/11/98	\$ 48,375,000 *	5.510%	\$ 29,253.44
Lehman Brothers	08/07/98	08/31/98	49,400,000 *	5.500	180,804.00
Dresdner Kleinwort Benson	08/07/98	08/18/98	49,625,000 *	5.750	83,190.80
Deutsche Bank Securities	08/07/98	08/10/98	50,714,058	5.420	22,905.85
Warburg Dillon Read LLC	08/07/98	08/10/98	51,348,000	5.420	23,192.18
Greenwich Capital Mkts	08/10/98	08/11/98	3,960,000	5.500	605.00
Greenwich Capital Mkts	08/10/98	08/11/98	13,610,000	5.500	2,079.31
Paribas Corporation	08/10/98	08/11/98	23,107,000	5.510	3,536.65
Paribas Corporation	08/10/98	08/11/98	26,115,000	5.510	3,997.05
Greenwich Capital Mkts	08/10/98	08/11/98	26,455,000	5.500	4,041.74
Paribas Corporation	08/10/98	08/11/98	30,216,000	5.510	4,624.73

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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	08/10/98	08/11/98	\$ 43,000,000	5.500%	\$ 6,569.44
Greenwich Capital Mkts	08/10/98	08/11/98	50,750,000	5.500	7,753.47
Warburg Dillon Read LLC	08/11/98	08/12/98	5,775,000	5.440	872.67
Paribas Corporation	08/11/98	08/12/98	26,022,000	5.470	3,953.90
Greenwich Capital Mkts	08/11/98	08/12/98	29,326,000	5.450	4,439.63
Paribas Corporation	08/11/98	08/12/98	31,731,000	5.470	4,821.35
Paribas Corporation	08/11/98	08/12/98	32,639,000	5.470	4,959.31
Nesbitt Burns Securities	08/11/98	08/14/98	47,625,000 *	5.500	21,788.44
Greenwich Capital Mkts	08/11/98	08/12/98	50,125,000	5.450	7,588.37
Warburg Dillon Read LLC	08/11/98	08/12/98	51,225,000	5.440	7,740.67
Warburg Dillon Read LLC	08/12/98	08/13/98	5,775,000	5.500	882.29

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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>
Paribas Corporation	08/12/98	08/13/98	\$ 8,815,000	5.520%	\$ 1,351.63
Paribas Corporation	08/12/98	08/13/98	16,505,000	5.520	2,530.77
Paribas Corporation	08/12/98	08/13/98	16,604,000	5.520	2,545.95
Paribas Corporation	08/12/98	08/13/98	22,456,000	5.520	3,443.25
Paribas Corporation	08/12/98	08/13/98	26,020,000	5.520	3,989.73
Deutsche Bank Securities	08/12/98	08/13/98	27,856,000	5.500	4,255.78
Deutsche Bank Securities	08/12/98	08/13/98	51,225,000	5.500	7,826.04
Warburg Dillon Read LLC	08/12/98	08/13/98	51,225,000	5.500	7,826.04
Greenwich Capital Mkts	08/13/98	08/17/98	14,015,000	5.450	8,486.86
Paribas Corporation	08/13/98	08/14/98	17,303,000	5.500	2,643.51
Paribas Corporation	08/13/98	08/14/98	22,450,000	5.500	3,429.86

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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>
Paribas Corporation	08/13/98	08/14/98	\$ 24,021,000	5.500%	\$ 3,669.88
Paribas Corporation	08/13/98	08/14/98	24,226,000	5.500	3,701.19
Greenwich Capital Mkts	08/13/98	08/17/98	25,141,000	5.450	15,224.27
Deutsche Bank Securities	08/13/98	08/17/98	25,994,000	5.450	15,740.81
Greenwich Capital Mkts	08/13/98	08/17/98	50,375,000	5.450	30,504.86
Deutsche Bank Securities	08/13/98	08/17/98	51,225,000	5.450	31,019.58
Paribas Corporation	08/14/98	08/17/98	9,548,000	5.480	4,360.25
Paribas Corporation	08/14/98	08/17/98	16,488,000	5.480	7,529.52
Paribas Corporation	08/14/98	08/17/98	16,581,000	5.480	7,571.99
Paribas Corporation	08/14/98	08/17/98	22,432,000	5.480	10,243.95
Paribas Corporation	08/14/98	08/17/98	24,951,000	5.480	11,394.29

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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>
Zions First National Bank	08/17/98	08/18/98	\$ 3,404,000	5.650%	\$ 534.24
Paribas Corporation	08/17/98	08/18/98	13,073,000	5.770	2,095.31
Paribas Corporation	08/17/98	08/18/98	14,453,000	5.770	2,316.49
Paribas Corporation	08/17/98	08/18/98	15,970,000	5.770	2,559.64
Paribas Corporation	08/17/98	08/18/98	16,504,000	5.770	2,645.22
Greenwich Capital Mkts	08/17/98	08/18/98	23,901,000	5.700	3,784.33
Greenwich Capital Mkts	08/17/98	08/18/98	24,894,000	5.700	3,941.55
Paribas Corporation	08/17/98	08/18/98	25,593,750 *	5.800	4,123.44
Zions First National Bank	08/17/98	08/18/98	35,000,000	5.650	5,493.06
Lehman Brothers	08/17/98	08/18/98	48,450,000 *	5.750	7,738.54
Greenwich Capital Mkts	08/17/98	08/18/98	51,205,000	5.700	8,107.46

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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>
Zions First National Bank	08/17/98	08/18/98	\$ 61,025,000	5.650%	\$ 9,577.53
Dresdner Kleinwort Benson	08/18/98	Open	142,000 *	Variable **	303.52 ***
Zions First National Bank	08/18/98	08/19/98	10,225,000 *	5.500	1,562.15
Paribas Corporation	08/18/98	08/19/98	11,240,000	5.520	1,723.47
Deutsche Bank Securities	08/18/98	08/19/98	13,949,000	5.530	2,142.72
Zions First National Bank	08/18/98	08/19/98	14,661,000	5.520	2,248.02
Paribas Corporation	08/18/98	08/19/98	19,746,000	5.520	3,027.72
Paribas Corporation	08/18/98	08/19/98	21,600,000	5.520	3,312.00
Paribas Corporation	08/18/98	08/19/98	22,467,000	5.520	3,444.94
Smith Barney Inc.	08/18/98	08/19/98	24,650,000 *	5.500	3,765.97
Paribas Corporation	08/18/98	08/19/98	24,862,000	5.520	3,812.17

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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>
Smith Barney Inc.	08/18/98	08/19/98	\$ 25,000,000 *	5.500%	\$ 3,819.44
Deutsche Bank Securities	08/18/98	08/19/98	35,000,000	5.530	5,376.39
Dresdner Kleinwort Benson	08/18/98	Open	49,558,000 *	Variable **	105,930.23 ***
Zions First National Bank	08/18/98	08/19/98	50,339,000	5.520	7,718.65
Deutsche Bank Securities	08/18/98	08/19/98	50,490,000	5.530	7,755.83
Zions First National Bank	08/19/98	08/20/98	4,648,000	5.450	703.66
Deutsche Bank Securities	08/19/98	08/20/98	14,021,000	5.460	2,126.52
Zions First National Bank	08/19/98	08/20/98	19,556,000	5.450	2,960.56
Warburg Dillon Read LLC	08/19/98	08/20/98	19,878,000	5.440	3,003.79
Zions First National Bank	08/19/98	08/20/98	24,862,000	5.450	3,763.83
Deutsche Bank Securities	08/19/98	08/20/98	35,000,000	5.460	5,308.33

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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>
Warburg Dillon Read LLC	08/19/98	08/20/98	\$ 50,122,000	5.440%	\$ 7,573.99
Deutsche Bank Securities	08/19/98	08/20/98	50,428,000	5.460	7,648.25
Zions First National Bank	08/19/98	08/20/98	50,788,000	5.450	7,688.74
Greenwich Capital Mkts	08/20/98	08/21/98	13,378,000	5.460	2,029.00
Deutsche Bank Securities	08/20/98	08/21/98	24,425,000	5.450	3,697.67
Deutsche Bank Securities	08/20/98	08/21/98	24,847,000	5.450	3,761.56
Greenwich Capital Mkts	08/20/98	08/21/98	35,500,000	5.460	5,384.17
Nesbitt Burns Securities	08/20/98	08/21/98	45,000,000	5.490	6,862.50
Deutsche Bank Securities	08/20/98	08/21/98	50,551,000	5.450	7,652.86
Greenwich Capital Mkts	08/20/98	08/21/98	51,080,000	5.460	7,747.13
Dresdner Kleinwort Benson	08/21/98	08/26/98	1,732,500 *	5.450	1,313.81

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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>
Zions First National Bank	08/21/98	08/24/98	\$ 14,772,000	5.420%	\$ 6,672.02
Deutsche Bank Securities	08/21/98	08/24/98	23,686,000	5.420	10,698.18
Deutsche Bank Securities	08/21/98	08/24/98	24,734,000	5.420	11,171.52
Lehman Brothers	08/21/98	08/24/98	31,000,000	5.440	14,053.33
Dresdner Kleinwort Benson	08/21/98	08/26/98	47,955,000 *	5.450	36,365.88
Zions First National Bank	08/21/98	08/24/98	49,696,000	5.420	22,446.03
Deutsche Bank Securities	08/21/98	08/24/98	50,490,000	5.420	22,804.65
Warburg Dillon Read LLC	08/24/98	08/25/98	14,620,000	5.470	2,221.43
Lehman Brothers	08/24/98	08/25/98	18,165,000 *	5.500	2,775.21
Zions First National Bank	08/24/98	08/25/98	23,286,000	5.470	3,538.18
Zions First National Bank	08/24/98	08/25/98	24,745,000	5.470	3,759.87

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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>
Greenwich Capital Mkts	08/24/98	08/25/98	\$ 30,000,000	5.500%	\$ 4,583.33
Lehman Brothers	08/24/98	08/25/98	31,285,000 *	5.500	4,779.65
Warburg Dillon Read LLC	08/24/98	08/25/98	49,877,000	5.470	7,578.53
Zions First National Bank	08/24/98	08/25/98	50,923,000	5.470	7,737.47
Greenwich Capital Mkts	08/25/98	08/26/98	24,126,000	5.460	3,659.11
Paribas Corporation	08/25/98	08/26/98	29,185,000	5.470	4,434.50
Greenwich Capital Mkts	08/25/98	08/26/98	31,181,000	5.460	4,729.12
Paribas Corporation	08/25/98	08/26/98	35,322,000	5.470	5,366.98
Greenwich Capital Mkts	08/25/98	08/26/98	39,624,000	5.460	6,009.64
Zions First National Bank	08/25/98	08/26/98	47,000,000	5.460	7,128.33
Greenwich Capital Mkts	08/26/98	08/27/98	13,927,000	5.580	2,158.69

(Board - 10/29/98)

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>
Citicorp Securities, Inc.	08/26/98	08/27/98	\$ 17,199,000	5.560%	\$ 2,656.29
Nesbitt Burns Securities	08/26/98	08/27/98	20,000,000	5.580	3,100.00
Warburg Dillon Read LLC	08/26/98	08/27/98	23,002,000	5.560	3,552.53
Deutsche Bank Securities	08/26/98	08/27/98	25,000,000	5.600	3,888.89
Citicorp Securities, Inc.	08/26/98	08/27/98	30,000,000	5.560	4,633.33
Deutsche Bank Securities	08/26/98	08/27/98	34,014,000	5.600	5,291.07
Greenwich Capital Mkts	08/26/98	08/27/98	34,553,000	5.580	5,355.72
Deutsche Bank Securities	08/26/98	08/27/98	35,986,000	5.600	5,597.82
Lehman Brothers	08/26/98	08/27/98	50,000,000	5.580	7,750.00
Greenwich Capital Mkts	08/26/98	08/27/98	50,590,000	5.580	7,841.45
Citicorp Securities, Inc.	08/26/98	08/27/98	50,735,000	5.560	7,835.74

(Board - 10/29/98)

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>
Zions First National Bank	08/27/98	08/28/98	\$ 8,000,000	5.530%	\$ 1,228.89
Greenwich Capital Mkts	08/27/98	08/31/98	10,000,000	5.450	6,055.56
Greenwich Capital Mkts	08/27/98	08/31/98	13,178,000	5.450	7,980.01
Warburg Dillon Read LLC	08/27/98	08/31/98	15,263,000	5.450	9,242.59
Deutsche Bank Securities	08/27/98	08/31/98	18,601,000	5.500	11,367.28
Paribas Corporation	08/27/98	08/31/98	18,634,000	5.460	11,304.63
Warburg Dillon Read LLC	08/27/98	08/31/98	20,000,000	5.450	12,111.11
Paribas Corporation	08/27/98	08/31/98	22,959,000	5.460	13,928.46
Deutsche Bank Securities	08/27/98	08/31/98	25,003,000	5.500	15,279.61
Paribas Corporation	08/27/98	08/31/98	47,963,000	5.460	29,097.55
Warburg Dillon Read LLC	08/27/98	08/31/98	49,264,000	5.450	29,832.09

(Board - 10/29/98)

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>
Greenwich Capital Mkts	08/27/98	08/31/98	\$ 51,385,000	5.450%	\$ 31,116.47
Deutsche Bank Securities	08/27/98	08/31/98	51,409,000	5.500	31,416.61
Zions First National Bank	08/28/98	08/31/98	4,000,000	5.500	1,833.33
Deutsche Bank Securities	08/31/98	09/01/98	4,224,281	5.750	674.71
Greenwich Capital Mkts	08/31/98	09/01/98	14,161,000	5.750	2,261.83
Zions First National Bank	08/31/98	09/01/98	20,092,000	5.720	3,192.40
Zions First National Bank	08/31/98	09/01/98	22,956,000	5.720	3,647.45
Zions First National Bank	08/31/98	09/01/98	25,019,000	5.720	3,975.24
Greenwich Capital Mkts	08/31/98	09/01/98	26,711,000	5.750	4,266.34
Deutsche Bank Securities	08/31/98	09/01/98	50,050,719	5.750	7,994.21

(Board - 10/29/98)

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>
Greenwich Capital Mkts	08/31/98	09/01/98	\$ 50,405,000	5.750%	\$ 8,050.80

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

** This rate subject to change daily.

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

(Board - 10/29/98)

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	08/03/98	08/05/98	\$ 49,675,000	5.300%	\$ 14,005.59
Dresdner Kleinwort Benson	08/05/98	08/07/98	49,625,000	5.250	14,473.96
Dresdner Kleinwort Benson	08/05/98	08/07/98	44,550,000	5.250	12,993.75
Nesbitt Burns Securities	08/06/98	Open	49,687,500	Variable*	176,666.67 **
Lehman Brothers	08/06/98	08/07/98	34,562,500	4.970	4,771.55
Lehman Brothers	08/07/98	08/11/98	48,375,000	5.360	27,560.31
Dresdner Kleinwort Benson	08/07/98	08/18/98	44,550,000	5.600	72,455.63
Lehman Brothers	08/07/98	08/31/98	49,400,000	5.250	170,347.67
Dresdner Kleinwort Benson	08/07/98	08/18/98	49,625,000	5.500	80,089.24
Nesbitt Burns Securities	08/11/98	08/14/98	47,625,000	5.300	20,108.33
Lehman Brothers	08/17/98	08/18/98	48,450,000	5.500	7,402.08

(Board - 10/29/98)

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>
Paribas Corporation	08/17/98	08/18/98	\$ 25,593,750	5.200%	\$ 3,696.88
Dresdner Kleinwort Benson	08/18/98	Open	49,700,000	Variable*	96,776.94 **
Zions First National Bank	08/18/98	08/19/98	10,225,000	4.250	1,207.12
Smith Barney Inc.	08/18/98	08/19/98	49,650,000	5.200	7,171.67
Dresdner Kleinwort Benson	08/21/98	08/26/98	49,687,500	5.050	34,919.27
Lehman Brothers	08/24/98	08/25/98	49,450,000	5.250	7,211.46

* This rate subject to change daily.

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

(Board - 10/29/98)

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 August 1, 1998 through August 31, 1998, 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 Date	Par Value	Description	Price	Exercise Price	Expirations/ Settlement	Dealer	Option Premium
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No new transactions this period.

Options Transactions - Sold

Transaction Date	Par Value	Description	Price	Exercise Price	Expirations/ Settlement	Dealer	Option Premium
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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 August 1, 1998 and August 31, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of August 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 August 1, 1998 and August 31, 1998 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.

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 Service Contract were authorized or amended, during the period September 1, 1998 to September 30, 1998.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Port Commerce Department to retain the services of: Richard Graziano 83-85 Woodhaven Blvd. Apartment 6 Woodhaven, NY 11421	Provide professional services for a curriculum revision to the PortSport High School Education Program and teacher training in its use to assure the effectiveness of the program.	\$10,000

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, November 19, 1998

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MINUTES of the Meeting of the Newark Legal and Communications Center Urban Renewal Corporation held Thursday, November 19, 1998, 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. John J. Haley, Jr.
 Hon. Aubrey C. Lewis
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer

Robert E. Boyle, President
 Jeffrey S. Green, Counsel
 Lillian C. Borrone, Vice-President and Secretary
 Daniel D. Bergstein, Assistant Secretary

Karen A. Antion
 Bruce D. Bohlen
 Gregory Burnham
 Ernesto L. Butcher
 Michael DePallo
 Karen E. Eastman
 Michael S. Glassner
 Linda C. Handel
 Mark O. Hatfield
 Howard G. Kadin
 Robert J. Kelly
 Louis J. LaCapra
 Francis J. Lombardi
 Raymond P. Mannion
 Charles F. McClafferty
 Catherine F. Pavelec
 Michael J. Rienzi
 Cruz C. Russell
 Ronald Shiftan
 Douglas L. Smith
 Christopher O. Ward
 David Widawsky
 Angela F. Wood
 Peter Yerkes
 Margaret R. Zoch

The public meeting was called to order by Chairman Eisenberg at 2:30 p.m. and ended at 2:40 p.m. The Board held a planning session in executive session and also met in executive session prior to the public meeting.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on November 19, 1998, which included discussion of internal audit matters, and the report was received.

Report of Committee on Construction

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

Report of Committee on Operations

The Committee on Operations reported, for information, and the report was received and is included with these minutes.

Report of Committee on Finance

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

A presentation was made by staff on the Access to the Region's Core ("ARC") Interagency Agreement among the Port Authority, Metropolitan Transportation Authority ("MTA") and New Jersey Transit Corporation. In a colloquy, involving staff and Commissioners Kalikow and Haley, the view was expressed by Commissioner Kalikow that it would be desirable for the Port Authority, through its participation in ARC, to be involved in the Long Island Rail Road East Side Access project and the MTA's lower Manhattan commuter rail access initiative. Commissioner Haley indicated that the MTA decided the lower Manhattan initiative should be handled on a separate basis, but since the MTA is a member of ARC, coordination and sharing of information will take place.

JOHN F. KENNEDY INTERNATIONAL AIRPORT - AIR CHINA INTERNATIONAL CORPORATION - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement for a term of five years commencing on or about December 1, 1998 with Air China International Corporation ("Air China") for space in Building No. 78 and associated outside areas at John F. Kennedy International Airport ("JFK") at a total base rental of approximately \$8.4 million.

The premises under the lease would consist of approximately 76,000 square feet of interior space in the eastern portion of Building 78 and associated outside areas of approximately 6.4 acres. The premises would be used by Air China to conduct its air cargo operations at JFK.

Payment of rentals would commence under the lease on the same day as the commencement of the term of the lease, on or about December 1, 1998. Air China would also pay ten percent on any gross sublease rentals with such percentage subject to change upon written notice from the Port Authority.

Air China will be responsible for operation and maintenance of the leased premises, except that the Port Authority will be responsible for the structural supporting frame, the roof and the exterior walls of Building 78.

The lease will include a baseline environmental report of the Building 78 areas. Air China would be responsible for all environmental remediation of any contamination above the baseline described in the lease. Air China would not be responsible for pre-existing contamination, if any, described in the baseline report.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 of lease with Air China International Corporation at John F. Kennedy International Airport, substantially in accordance with the terms and conditions set forth above; the form of said agreement shall be subject to the approval of General Counsel or his authorized representative.

**ELIZABETH-PORT AUTHORITY MARINE TERMINAL/PORT AUTHORITY
INDUSTRIAL PARK AT ELIZABETH - NORTH AVENUE EAST PROJECT -
AUTHORIZATION TO INCREASE FUNDING COMMITMENT AND ENTER
INTO AGREEMENTS (PHASE II)**

It was recommended that the Board authorize: (1) an increase in the Port Authority's contribution to Phase II of the North Avenue East Project in the estimated amount of \$5 million, for the realignment of the North Avenue/McLester Street curve; (2) the Executive Director to enter into an agreement with the New Jersey Department of Transportation ("NJDOT") with respect to additional funding by NJDOT for the North Avenue East Project in an amount to be determined; (3) the Executive Director to arrange for payment of all costs in connection with the condemnation and/or acquisition of property impacted by the roadway realignment; and (4) the Executive Director to enter into agreements with New England Motor Freight, Allied Chemical, Public Service Electric & Gas and others, as may be necessary, to complete the project.

The original North Avenue East widening project budget was established by the Port Authority in collaboration with the State of New Jersey prior to the finalization of all design, construction, utility relocations and property acquisition costs. Funds committed included \$6 million from NJDOT, \$1 million from IKEA Center Urban Renewal, Inc., and up to \$5 million from the Port Authority. To date, approximately \$11 million of the original \$12 million project cost has been spent on Phase I by the parties involved and \$1 million of said project cost has been spent on Phases II and III. Approximately \$5 million in additional funds are required for the Phase II realignment of the North Avenue/McLester Street curve.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer voting in favor; Commissioner Haley abstaining; none against:

RESOLVED, that there be an increase in the Port Authority's contribution to Phase II of the North Avenue East Project ("Project"), in the estimated amount of \$5 million, for the realignment of the North Avenue/McLester Street curve; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with the New Jersey Department of Transportation ("NJDOT") with respect to additional funding by NJDOT for the Project in an amount to be determined; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to arrange for payment of all costs in connection with the condemnation and/or acquisition of property impacted by the roadway realignment; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into agreements

with New England Motor Freight, Allied Chemical, Public Service Electric & Gas and others, as may be necessary, to complete the Project; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

PORT NEWARK - CONTINENTAL GYPSUM COMPANY - LEASE AMENDMENT AND SALE OF EQUIPMENT - LPN-213 SUPPLEMENT NO. 1

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to the Port Authority's lease with Continental Gypsum Company ("CGC") pursuant to which the Port Authority will sell to CGC certain gypsum wallboard manufacturing equipment, machinery and other related personal property items, including but not limited to the overhead conveyor, for a purchase price of \$1.5 million and, upon the consummation of such sale, the annual rental for the leased premises will be reduced by \$100,000 per year. The sale of such personal property will enable CGC to obtain financing to upgrade the manufacturing processes and expand the production capacity at the facility. As a condition precedent to the sale, CGC will be obligated to deliver acceptable substantiating documentation to the Port Authority as to the availability of financing (equal to a total of \$3 million), CGC's commitments to purchase additional gypsum-related production equipment and CGC's investment plan, and CGC will also be obligated to close its loan for the portion of the financing which will be borrowed. CGC will have removal and restoration responsibilities at the end of the lease term with respect to the wallboard manufacturing equipment and machinery, including the overhead conveyor.

The supplemental agreement will also provide for CGC to lease approximately 26,000 additional square feet of warehouse space and related open area in and around Building 268 and, in addition, 7,245 square feet of additional open area between Buildings 268 and 267, at Port Newark. The Port Authority will give CGC a one-time rental credit of up to \$26,000 to offset third party costs it incurs to both construct a wall in Building 268 and connect Buildings 267 and 268.

Further, the supplemental agreement will clarify CGC's permitted use of the premises by permitting it to use the premises for receipt and storage of products that are incidental and ancillary to CGC's main operations on and at the premises as a gypsum wallboard manufacturer, and the wholesale distribution of these same products. CGC shall be restricted, however, from allowing such incidental and ancillary products to occupy space which exceeds 25 percent of the total covered and open area under its lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philiposian and Schweitzer voting in favor; none against:

RESOLVED, that certain gypsum wallboard manufacturing equipment, machinery and other related personal property including, but not limited to, an overhead conveyor system be and hereby is determined to be surplus and no longer required for Port Authority purposes; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a supplemental agreement to its lease with Continental Gypsum Company at Port Newark, and to execute any additional documents necessary to effectuate the lease amendment and the sale of the above-mentioned surplus equipment and other related items, substantially in accordance with the terms and conditions set forth above; the form of said agreement and documents shall be subject to the approval of General Counsel or his authorized representative.

**HOBOKEN TO BATTERY PARK CITY FERRY SERVICE - FERRY
TRANSPORTATION AGREEMENT - AMENDMENT**

In November 1988, the Port Authority entered into an agreement (the "Agreement") with Arcorp/Hartz Ferry Transportation Joint Venture for the provision of a trans-Hudson ferry service between Hoboken and Battery Park City. NY Waterway has taken over the operation of the service.

Under the terms of the Agreement, the operator was obligated to fund the design, construction, installation and operation of an interim terminal. That terminal, currently in operation at Battery Park City and used by more than 3.4 million passengers a year, is configured solely for end-loading ferries like those used by NY Waterway. The terminal is neither enclosed nor heated. Three of the NY Waterway routes, from Hoboken, Harborside, and Colgate to Battery Park City share the slips at the terminal. The Agreement allows the Port Authority and NY Waterway to grant other operators access to the terminal and further allows NY Waterway to charge reasonable and non-discriminatory fees to other operators using the terminal.

Express Navigation operates two ferry services from Atlantic Highlands, and Highlands, New Jersey to Pier 11 in lower Manhattan, and a service from Brooklyn to Pier 11. It has requested landing rights at Battery Park City, and NY Waterway is willing to grant these. However, the terminal must be modified to accept Express Navigation's side-loading vessels. NY Waterway has asked the Port Authority to provide funding for the modifications. In addition to the modification to permit side-loading, NY Waterway has proposed modifying the terminal waiting area by enclosing the area and adding heating, seating and other passenger amenities as a means of improving passenger services. In addition to Express Navigation, other regional ferry service providers currently use or will in the near future use side-loading vessels. Some of these operators have already requested access to the terminal.

It is therefore proposed to enter into an amendment to the Agreement under which the Port Authority would provide up to \$200,000 to NY Waterway to modify the interim terminal as outlined above. The proposed amendment would also permit the Port Authority to collect the landing fees from new services instead of the operator until the Port Authority is reimbursed for its terminal modification costs.

The Port Authority is obligated to provide a permanent terminal at Battery Park City, and it is currently anticipated that Board authorization to design and construct the permanent terminal will be requested during the first quarter of 1999. Conceptual Design Development has been completed at a cost of \$390,000 and Preliminary Design Development will be starting at an anticipated cost of an additional \$475,000. The Port Authority is currently working with the Battery Park City Authority to finalize a permanent lease and design for that terminal. The permanent Battery Park City terminal anticipated completion date is June 2001. Upon completion of the permanent Battery Park City terminal, the Port Authority will continue to collect landing fees to liquidate any outstanding amounts related to the interim terminal modifications and improvements.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 Hoboken-Battery Park City Ferry Transportation Agreement to: a) provide up to \$200,000 to NY Waterway to modify the interim Battery Park City ferry terminal to allow the docking of side-loading vessels and to construct an enclosed, heated and seat- equipped waiting area; and b) permit the Executive Director to set and collect ferry landing fees at Battery Park City in lieu of the ferry operator until the Port Authority is reimbursed for its terminal modification costs; the form of the amendment shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER - CREDIT SUISSE FIRST BOSTON CORPORATION -
LEASE RENEWAL**

It was recommended that the Board authorize the Executive Director to enter into an agreement ("Agreement") extending the Port Authority's existing lease with Credit Suisse First Boston Corporation ("First Boston"), covering approximately 218,000 rentable square feet of space at The World Trade Center ("WTC"), consisting of the entire 7th floor of Five WTC, and portions of the 8th and 9th floors thereof, for a term expiring July 31, 2015, approximately fifteen years from the current expiration date. First Boston will pay an aggregate basic rental for the premises during the term of the extension of approximately \$95 million. First Boston will pay its proportionate share of operating and maintenance costs based upon increases in the Porters Wage rate over a 1999 base year in accordance with a formula specified in the Agreement, and will pay increases in payments in lieu of taxes over the payments in effect for the tax year beginning July 1, 1999 as provided in the Agreement. First Boston will be provided protection from all increases in real estate taxes due to any initial reassessment of the building resulting from the sale, net lease, or any other change in the ownership of Five WTC, and will pay its proportionate share of increases after such initial reassessment. The Port Authority will provide First Boston with a construction allowance, and will also grant First Boston subletting, expansion, termination, and renewal rights, as specified in the Agreement.

The final terms of the Agreement will be subject to the approval of the Committee on Operations in the event that they are not substantially in accordance with the terms outlined herein.

The Port Authority will pay a brokerage commission to Insignia/ESG, Inc., the broker involved in the transaction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 (1) an agreement with Credit Suisse First Boston Corporation covering the letting of space at The World Trade Center substantially in accordance with the terms and conditions outlined above, and (2) a brokerage agreement with Insignis/ESG, Inc. in connection with such letting, the form of the agreements in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Committee on Operations is hereby authorized to approve the final terms of the lease agreement with Credit Suisse First Boston Corporation in the event that such final terms are not substantially in accordance with the terms and conditions outlined above.

**AMENDMENT OF AGREEMENT WITH THE HACKENSACK MEADOWLANDS
DEVELOPMENT COMMISSION FOR PURCHASE OF WETLAND
MITIGATION CREDITS**

It was recommended that the Board authorize the Executive Director to amend an existing wetlands mitigation agreement with the Hackensack Meadowlands Development Commission ("HMDC") to include the purchase of up to an additional 9.4 acres of wetland mitigation credits at an estimated cost of \$1.5 million dollars.

HMDC is now in the midst of a large wetlands construction project which is serving as mitigation credit for a number of entities. At this time up to 9.4 acres of this wetlands construction project remain available for purchase at a cost of approximately \$150,000 per acre. Purchase of these wetlands credits will allow the Port Authority to obtain wetlands mitigation credits to apply against planned future construction projects which will disturb wetlands at Newark International Airport. New Jersey environmental regulations require appropriate mitigation of wetlands impacts. Obtaining these wetland credits now will assist project development as the timing for creation of future HMDC mitigation sites or other appropriate sites is uncertain.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Haley, Kalikow, Lewis, Mack, O'Neill, Philibosian and Schweitzer 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 amend an existing wetlands mitigation agreement with the Hackensack Meadowlands Development Commission to include purchase of up to an additional 9.4 acres of wetland mitigation credits at an estimated cost of \$1.5 million dollars; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**ACCESS TO THE REGION'S CORE - AMENDED INTERAGENCY AGREEMENT
WITH THE METROPOLITAN TRANSPORTATION AUTHORITY AND NEW
JERSEY TRANSIT CORPORATION**

The Access to the Region's Core ("ARC") study is the first comprehensive effort in a generation to provide an interagency, bistate assessment of commuter transportation requirements to and from Midtown Manhattan. The Port Authority catalyzed this partnership with the Metropolitan Transportation Authority ("MTA") and New Jersey Transit Corporation ("NJT") because management of peak period demand on its trans-Hudson transportation facilities increasingly depends on the region's ability to create additional capacity in other services and facilities. Interdependence also is growing among transit providers, as the region's commuter rail facilities and bus corridors approach full utilization during peak commuting hours.

Prior studies by the Port Authority and other agencies pointed toward the potential for expanded commuter rail service to provide an attractive alternative for growing commuter markets from west-of-Hudson areas extending from southern and central New Jersey to Rockland County and beyond. Improvements in NJT direct rail service to Penn Station New York ("PSNY") demonstrate the effectiveness of this mode in providing relief to Port Authority trans-Hudson facilities. The Midtown Direct service not only eliminates a PATH transfer for thousands of NJT rail commuters, but also draws significant numbers of former Lincoln Tunnel motorists and bus commuters.

ARC studied a broad range of potential improvements, including expanded bus connections, rapid transit options, and various alignments for new east-west commuter-rail services. A significant development in the course of the study was the MTA's determination to proceed with the Long Island Rail Road East Side Access project, essentially defining the eastward segment of a commuter-rail expansion strategy, while maintaining a major Long Island Rail Road presence at PSNY as well. While ARC focused on long-term needs, another effort by railroad operators sharing PSNY (the Tri-Venture Study) indicates that growing ridership demand on the passenger rail services that converge on PSNY will overtake the peak period capacity of this facility. Service enhancements are proposed by the Long Island Rail Road, NJT and AMTRAK over the coming years which cannot reach their full ridership potential over the next twenty years without improvements to the network of PSNY tracks, platforms and tunnels.

The results of ARC's Major Investment Study ("ARC/MIS") transportation network assessment and the Tri-Venture Study findings demonstrate the need for a next phase of work (Phase 3) emphasizing the development of strategies to address the short to intermediate term PSNY problems, while also pursuing longer term "build" improvements to address broader regional needs.

It is therefore proposed to amend the existing ARC agreement among the Port Authority, MTA and NJT to provide for carrying out the next phase of work and for maintaining a project staff team and a consultant. Study activities would continue to be directed by a Project Oversight Committee comprised of representatives from each of the cooperating agencies. The Port Authority would provide first instance funding of up to \$3.6 million for staff, office space, and fees for professional services to complete the ARC/MIS. The MTA and NJT would each reimburse the Port Authority for project costs beyond the \$2.1 million Port Authority support for staff salaries, and material and services including consultant fees and rent. The federal

Transportation Equity Act for the 21st Century provides \$5 million over the next six years for the study of trans-Hudson commuter service improvements, from which 80 percent of the Port Authority share could be reimbursed subject to appropriations and Federal Transit Administration approval.

The three sponsor agencies have also determined it is in the best interests of the project to amend the contract of the current consultant, Parsons Brinckerhoff Quade & Douglas, Inc. ("Parsons") to provide for a continuation of professional service. The justification for retaining Parsons as the consultant is maintaining continuity, accountability, time savings and performance. The point of departure for the new, Phase 3 work will be the Phase 2 recommended alternative which the current consultant has defined and analyzed as to physical and operational feasibility in close coordination with the sponsor agencies. The expected duration of the work is December 1998 to December 2000.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, O'Neill, Philibosian and Schweitzer voting in favor; Commissioners Haley and Mack abstaining; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: a) execute an amendment to the existing Access to the Core Interagency Agreement among the Port Authority, Metropolitan Transportation Authority and New Jersey Transit Corporation to enable the completion of a joint assessment of potential transit improvements to Midtown Manhattan for which the Port Authority would provide first instance funding up to \$3.6 and the Metropolitan Transportation Authority and New Jersey Transit Corporation would reimburse the Port Authority for project costs beyond the \$2.1 million in Port Authority funds which constitutes the Port Authority's share of the study completion costs, and b) enter into a contract extension for professional services in connection with the aforementioned study on behalf of the sponsoring agencies with Parsons Brinckerhoff Quade & Douglas; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

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 September 1, 1998 to September 30, 1998.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
LGA595	PARKING LOT TOLL BOOTHS AIR CONDITIONING LAGUARDIA AIRPORT AC GENERAL MECHANICAL CORP.	117,000 (A) 9,300 (D) 126,300	117,000 (A) 2,500 (D) 119,500
EWR124 015A	EWR REDEVELOPMENT PROGRAM AUTOMATED PEOPLE MOVER MAINTENANCE AND CONTROL FACILITY STEEL WORK NEWARK INT'L AIRPORT HELMARK STEEL INC.	2,241,000 (A) 159,536 (D) 2,400,536	2,147,214 (A,J) 159,536 (D) 2,306,750
EWR124 015G	EWR REDEVELOPMENT PROGRAM AUTOMATED PEOPLE MOVER MAINTENANCE AND CONTROL FACILITY MECHANICAL WORK NEWARK INT'L AIRPORT A&N CONTROL SERVICES, INC.	735,000 (A) 105,137 (D) 840,137	672,482 (A,L) 105,137 (D) 777,619
EWR124 015P	EWR REDEVELOPMENT PROGRAM AUTOMATED PEOPLE MOVER MAINTENANCE AND CONTROL FACILITY ELEVATOR WORK NEWARK INT'L AIRPORT AAA ELEVATOR CO., INC.	123,000 (A) 4,960 (D) 127,960	118,766 (A,M) 4,960 (D) 123,726
EWR154 104	TAXIWAY 'JB' NEWARK INT'L AIRPORT C.H. WINANS COMPANY	5,446,591 (A) 58,450 (B) 300,000 (C) 330,000 (D) 250,000 (T) 100,000 (U) 6,485,041	5,446,591 (A) 38,204 (B) 334,379 (C) 330,000 (D) 250,000 (T) 86,096 (U) 6,485,270
EWR154 109	BIRD HAZZARD CONTROL SURCHARGE NEWARK INT'L AIRPORT D'ANNUNZIO & SONS, INC.	3,059,000 (A) 115,000 (C) 152,950 (D) 3,326,950	3,059,000 (A) 177,290 (C) 90,916 (D) 3,327,206

LT406	PROW POINT IMPACT	687,000 (A)	687,000 (A)
	ATTENUATOR	100,000 (C)	22,075 (C)
	INSTALLATION- NY & NJ	55,000 (D)	36,678 (D)
	LINCOLN TUNNEL		
	C.C.M. CONTRACTING CORP.	842,000	745,753
AKG213	REPLACEMENT OF TOLL BOOTH	169,000 (A)	169,000 (A)
	DOOR ASSEMBLIES	23,000 (C)	3,871 (C)
	GOETHALS BRIDGE	14,000 (D)	14,000 (D)
	IMPERIAL DEVELOPMENT &	16,000 (N)	8,030 (N)
	CONSTRUCTION CORP.	222,000	194,901
PN110 053	MARSH STREET	3,807,336 (A)	3,807,336 (A)
	REHABILITATION PAVING AND	753,775 (B)	753,775 (B)
	UTILITIES AND REPLACEMENT	800,000 (C)	800,000 (C)
	OF PUMP STATIONS	365,000 (D)	365,000 (D)
	PORT NEWARK	1,400,000 (O)	1,387,846 (O)
	PARSIPPANY CONSTRUCTION	585,000 (P)	496,031 (P)
	CO., INC.	250,000 (Q)	-0- (Q)
		75,378 (R)	75,378 (R)
		-0- (S)	3,103 (S)
		8,036,489	7,688,469
PN354 007	CORBIN STREET LEAD RAILROAD	2,044,620 (A)	1,999,195 (A,G)
	TRACK REHABILITATION	185,800 (B)	185,800 (B)
	PORT NEWARK	400,000 (C)	463,960 (C)
	RAILROAD CONSTRUCTION	111,521 (D)	61,590 (D)
	COMPANY INC.	250,000 (H)	192,888 (H)
		2,991,941	2,903,433
AK141	CCTV SYSTEM- CAMERAS,	4,470,000 (A)	4,470,000 (A)
	MONITORS AND LIGHTING	150,000 (C)	382,512 (C)
	STATEN ISLAND BRIDGES	270,000 (D)	270,000 (D)
	YONKERS ELECTRIC CONTRACTING	250,000 (V)	239,945 (V)
	CORP AND FIRE SYSTEMS, INC.		
	A JOINT VENTURE	5,140,000	5,362,457
HH240 014	SANITARY SEWER CONNECTING	766,000 (A)	766,000 (A)
	TO NYC SEWER SYSTEM	180,000 (C)	236,708 (C)
	HOWLAND HOOK MARINE TERMINAL	62,000 (D)	62,000 (D)
	J B L CONTRACTING INC.	73,000 (E)	73,000 (E)
		30,000 (F)	6,441 (F)
		14,488 (I)	14,488 (I)
		1,125,488	1,185,637
RDD100 501	IMMEDIATE REPAIRS	1,000,000 (C)	925,039 (C)
	ELIZABETH INDUSTRIAL PARK		
	AND NEWARK LEGAL CENTER		
	NEW JERSEY		
	SLATTERY SKANSKA INC.	1,000,000	925,039

WTC803 044	REPLACEMENT OF BUSWAY	594,216 (A)	594,216 (A)
	TOWER ONE NORTH	40,000 (C)	37,166 (C)
	92ND - 108TH FLOORS	60,000 (D)	59,999 (D)
	WORLD TRADE CENTER		
	SCHLESINGER ELECTRICAL		
	CONTRACTORS, INC.	694,216	691,381

- (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) Memorandum of Authorization dated 05/17/96, increasing extra work in the amount of \$73,000.
- (F) Memorandum of Authorization 11/26/97, increasing extra work in the amount of \$30,000.
- (G) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$45,425 for changes in the scope of work.
- (H) Memorandum of Authorization dated 02/26/97, increasing classified work in the amount of \$250,000.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$20,465 for changes in the scope of work and backcharges in the amount of \$73,320.92 for the deletion of a portion of the work.
- (L) The difference between "Total Authorized" and "Total Payments" represents backcharges in the amount of \$62,518.31 for the deletion of a portion of the work.
- (M) The difference between "Total Authorized" and "Total Payments" represents backcharges in the amount of \$4,233.94 for the deletion of a portion of the work.
- (N) Memorandum of Authorization dated 05/04/98, increasing extra work in the amount of \$16,000.
- (O) Memorandum of Justification dated 6/23/95, increasing net cost work in the amount of \$1,400,000.
- (P) Memorandum of Justification dated 6/23/95, increasing extra work in the amount of \$585,000.
- (Q) Memorandum of Authorization dated 4/23/96, increasing extra work in the amount of \$250,000.
- (R) per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (S) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (R).
- (T) Memorandum of Authorization dated 12/12/97, increasing extra work in the amount of \$250,000.
- (U) Memorandum of Justification dated 4/16/97, increasing extra work in the amount of \$100,000.
- (V) Memorandum of Authorization dated 3/17/97, increasing extra work in the amount of \$250,000.

(Board - 11/19/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period September 1, 1998 through September 30, 1998.

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>YTD @ Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
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No new transactions this period.

(Board - 11/19/98)

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>
09/01/98	\$ 25,000,000	GECC CP	--	10/08/98	99.43	5.500%	5.608%	\$24,858,680.55	General Electric Capital
09/04/98	30,000,000	FMCDN	--	10/07/98	99.50	5.440	5.543	29,850,399.99	First Chicago Capital Mkt.
09/09/98	25,000,000	GECC CP	--	10/13/98	99.48	5.510	5.616	24,869,902.78	General Electric Capital
09/14/98	25,000,000	US T-BILL	--	12/24/98	98.70	4.650	4.777	24,673,854.18	Prudential Securities
09/14/98	50,000,000	US T-BILL	--	10/29/98	99.42	4.650	4.742	49,709,375.00	Paribas Corporation
09/16/98	25,000,000	US T-BILL	--	01/28/99	98.23	4.750	4.903	24,557,986.10	Nesbitt Burns Securities
09/17/98	15,000,000	US T-BILL	--	03/18/99	97.61	4.735	4.919	14,640,929.16	Prudential Securities
09/17/98	25,000,000	US T-BILL	--	01/28/99	98.24	4.770	4.923	24,559,437.50	Prudential Securities
09/22/98	25,000,000	US T-BILL	--	03/18/99	97.70	4.670	4.846	24,425,979.17	Paribas Corporation

(Board - 11/19/98)

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>
09/24/98	<u>\$ 25,000,000</u>	US T-BILL	--	03/25/99	97.63	4.685%	4.865%	<u>\$ 24,407,868.05</u>	Nesbitt Burns Securities
	<u>\$270,000,000</u>							<u>\$266,554,412.48</u>	

BEY - Bond Equivalent Yield

(Board - 11/19/98)

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>BEY @Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
09/09/98	\$ 10,000,000	US T-BILL	--	08/19/99	95.52	4.685%	4.916%	10.560%	\$ 9,552,322.22	Prudential Securities
09/10/98	50,000,000	US T-BILL	--	09/24/98	99.83	4.250	4.316	5.320	49,917,361.10	Nesbitt Burns Securities
09/15/98	25,000,000	US T-BILL	--	10/08/98	99.74	4.000	4.066	5.470	24,936,111.10	Lehman Brothers
09/18/98	<u>50,000,000</u>	US T-BILL	--	10/01/98	99.86	3.950	4.011	5.370	<u>49,928,680.56</u>	Prudential Securities
	<u>\$135,000,000</u>								<u>\$134,334,474.98</u>	

BEY - Bond Equivalent Yield

(Board - 11/19/98)

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>
Warburg Dillon Read LLC.	09/01/98	09/02/98	\$ 17,227,000	5.650%	\$ 2,703.68
Lehman Brothers	09/01/98	09/03/98	21,502,500 *	5.560	6,713.56
Citicorp Securities, Inc.	09/01/98	09/02/98	22,486,000	5.650	3,529.05
Citicorp Securities, Inc.	09/01/98	09/02/98	25,023,000	5.650	3,927.22
Citicorp Securities, Inc.	09/01/98	09/02/98	25,619,000	5.650	4,020.76
Lehman Brothers	09/01/98	09/03/98	28,185,000 *	5.560	8,799.98
Nesbitt Burns Securities	09/01/98	09/02/98	50,000,000	5.700	7,916.67
Paribas Corporation	09/02/98	09/03/98	1,648,000	5.550	254.07
Zions First National Bank	09/02/98	09/03/98	17,226,000	5.550	2,655.68
Zions First National Bank	09/02/98	09/03/98	20,831,000	5.550	3,211.45
Zions First National Bank	09/02/98	09/03/98	22,417,000	5.550	3,455.95

(Board - 11/19/98)

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>
Zions First National Bank	09/02/98	09/03/98	\$ 25,027,000	5.550%	\$ 3,858.33
Paribas Corporation	09/02/98	09/03/98	50,352,000	5.550	7,762.60
Paribas Corporation	09/03/98	09/04/98	16,820,000	5.500	2,569.72
Paribas Corporation	09/03/98	09/04/98	18,959,000	5.500	2,896.51
Lehman Brothers	09/03/98	09/04/98	21,565,000 *	5.510	3,300.64
Paribas Corporation	09/03/98	09/04/98	22,315,000	5.500	3,409.24
Lehman Brothers	09/03/98	09/14/98	24,887,500 *	5.480	41,873.22
Paribas Corporation	09/03/98	09/04/98	25,030,000	5.500	3,824.03
Lehman Brothers	09/03/98	09/04/98	27,060,000 *	5.510	4,141.68
Dresdner Kleinwort Benson	09/03/98	09/08/98	44,775,000 *	5.450	33,954.38
Warburg Dillon Read LLC.	09/03/98	09/04/98	47,000,000	5.500	7,180.56

(Board - 11/19/98)

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>
Zions First National Bank	09/04/98	09/08/98	\$ 16,814,000	5.420%	\$ 10,125.76
Zions First National Bank	09/04/98	09/08/98	18,843,000	5.420	11,347.67
Zions First National Bank	09/04/98	09/08/98	22,209,000	5.420	13,374.75
Zions First National Bank	09/04/98	09/08/98	23,403,000	5.420	14,093.81
Nesbitt Burns Securities	09/04/98	09/08/98	39,000,000	5.450	23,616.67
Lehman Brothers	09/04/98	09/08/98	49,687,500 *	5.440	30,033.33
Warburg Dillon Read LLC.	09/08/98	09/09/98	16,590,000	5.560	2,562.23
Warburg Dillon Read LLC.	09/08/98	09/09/98	17,704,000	5.560	2,734.28
Warburg Dillon Read LLC.	09/08/98	09/09/98	19,537,000	5.560	3,017.38
Warburg Dillon Read LLC.	09/08/98	09/09/98	22,217,000	5.560	3,431.29
Greenwich Capital Mkt.	09/08/98	09/09/98	40,000,000	5.600	6,222.22

(Board - 11/19/98)

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>
Lehman Brothers	09/08/98	09/14/98	\$ 49,625,000 *	5.480%	\$ 45,944.48
Salomon Smith Barney Inc.	09/09/98	09/10/98	791,904 *	5.650	124.29
Greenwich Capital Mkt.	09/09/98	09/10/98	16,593,000	5.700	2,627.23
Greenwich Capital Mkt.	09/09/98	09/10/98	17,707,000	5.700	2,803.61
Greenwich Capital Mkt.	09/09/98	09/10/98	19,540,000	5.700	3,093.83
Greenwich Capital Mkt.	09/09/98	09/10/98	22,221,000	5.700	3,518.33
Paribas Corporation	09/09/98	09/10/98	25,550,000	5.760	4,088.00
Paribas Corporation	09/09/98	09/10/98	43,450,000	5.760	6,952.00
Salomon Smith Barney Inc.	09/09/98	09/10/98	48,583,096 *	5.650	7,624.85
Dresdner Kleinwort Benson	09/10/98	09/17/98	1,817,000 *	5.500	1,967.91
Zions First National Bank	09/10/98	09/11/98	16,591,000	5.600	2,580.82

(Board - 11/19/98)

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>
Zions First National Bank	09/10/98	09/11/98	\$ 17,639,000	5.600%	\$ 2,743.84
Zions First National Bank	09/10/98	09/11/98	20,537,000	5.600	3,194.64
Warburg Dillon Read LLC.	09/10/98	09/11/98	23,775,000	5.600	3,698.33
Zions First National Bank	09/10/98	09/11/98	45,000,000	5.600	7,000.00
Dresdner Kleinwort Benson	09/10/98	09/17/98	47,058,000 *	5.500	50,966.43
Salomon Smith Barney Inc.	09/10/98	09/23/98	49,450,000 *	5.400	98,460.44
Warburg Dillon Read LLC.	09/10/98	09/11/98	51,225,000	5.600	7,968.33
Paribas Corporation	09/11/98	09/14/98	4,918,000	5.500	2,254.08
Paribas Corporation	09/11/98	09/14/98	15,476,000	5.500	7,093.17
Paribas Corporation	09/11/98	09/14/98	16,661,000	5.500	7,636.29
Paribas Corporation	09/11/98	09/14/98	17,529,000	5.500	8,034.13

(Board - 11/19/98)

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>
Paribas Corporation	09/11/98	09/14/98	\$ 21,092,000	5.500%	\$ 9,667.17
Paribas Corporation	09/11/98	09/14/98	23,908,000	5.500	10,957.83
Greenwich Capital Mkt.	09/11/98	09/14/98	27,020,000	5.500	12,384.17
Greenwich Capital Mkt.	09/11/98	09/14/98	49,980,000	5.500	22,907.50
Nesbitt Burns Securities	09/14/98	09/15/98	15,236,000	5.630	2,382.74
Paribas Corporation	09/14/98	09/15/98	16,622,000	5.625	2,597.19
Paribas Corporation	09/14/98	09/15/98	17,436,000	5.625	2,724.38
Paribas Corporation	09/14/98	09/15/98	20,227,000	5.625	3,160.47
Nesbitt Burns Securities	09/14/98	09/15/98	34,764,000	5.630	5,436.70
Nesbitt Burns Securities	09/15/98	09/16/98	10,917,000	5.800	1,758.85
Greenwich Capital Mkt.	09/15/98	09/16/98	12,504,000	5.830	2,024.95

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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>
Deutsche Bank Securities	09/15/98	09/16/98	\$ 15,085,000	5.840%	\$ 2,447.12
Nesbitt Burns Securities	09/15/98	09/16/98	19,937,000	5.800	3,212.07
Paribas Corporation	09/15/98	09/16/98	33,445,000	5.850	5,434.81
Nesbitt Burns Securities	09/15/98	09/16/98	46,476,000	5.800	7,487.80
Paribas Corporation	09/15/98	09/16/98	49,555,000	5.850	8,052.69
Deutsche Bank Securities	09/15/98	09/16/98	51,531,000	5.840	8,359.47
Greenwich Capital Mkt.	09/15/98	09/16/98	52,245,000	5.830	8,460.79
Lehman Brothers	09/16/98	09/17/98	2,879,000	5.530	442.25
Greenwich Capital Mkt.	09/16/98	09/17/98	4,864,000	5.530	747.16
Paribas Corporation	09/16/98	09/17/98	7,837,000	5.530	1,203.85
Citicorp Securities, Inc.	09/16/98	09/17/98	13,247,000	5.560	2,045.93

(Board - 11/19/98)

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>
Paribas Corporation	09/16/98	09/17/98	\$ 14,939,000	5.530%	\$ 2,294.80
Paribas Corporation	09/16/98	09/17/98	18,062,000	5.530	2,774.52
Paribas Corporation	09/16/98	09/17/98	19,162,000	5.530	2,943.50
Greenwich Capital Mkt.	09/16/98	09/17/98	19,898,000	5.530	3,056.55
Lehman Brothers	09/16/98	09/17/98	30,465,000	5.530	4,679.76
Lehman Brothers	09/16/98	09/17/98	31,415,000	5.530	4,825.69
Greenwich Capital Mkt.	09/16/98	09/17/98	51,755,000	5.530	7,950.14
Citicorp Securities, Inc.	09/16/98	09/17/98	53,370,000	5.560	8,242.70
Paribas Corporation	09/17/98	09/18/98	2,207,000	5.450	334.12
Warburg Dillon Read LLC.	09/17/98	09/18/98	4,865,000	5.450	736.51
Deutsche Bank Securities	09/17/98	09/18/98	13,973,000	5.450	2,115.36

(Board - 11/19/98)

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>
Warburg Dillon Read LLC.	09/17/98	09/18/98	\$ 19,836,000	5.450%	\$ 3,002.95
Paribas Corporation	09/17/98	09/18/98	21,670,000	5.450	3,280.60
Lehman Brothers	09/17/98	09/18/98	23,000,000	5.450	3,481.94
Paribas Corporation	09/17/98	09/18/98	42,750,000	5.450	6,471.88
Deutsche Bank Securities	09/17/98	09/18/98	50,796,000	5.450	7,689.95
Warburg Dillon Read LLC.	09/17/98	09/18/98	51,715,000	5.450	7,829.08
Paribas Corporation	09/18/98	09/21/98	3,464,000	5.430	1,567.46
Paribas Corporation	09/18/98	09/21/98	14,954,000	5.430	6,766.69
Deutsche Bank Securities	09/18/98	09/21/98	16,633,000	5.420	7,512.57
Lehman Brothers	09/18/98	09/21/98	19,731,000	5.420	8,911.84
Paribas Corporation	09/18/98	09/21/98	20,803,000	5.430	9,413.36

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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>
Citicorp Securities, Inc.	09/18/98	09/21/98	\$ 23,942,000	5.420%	\$ 10,813.80
Lehman Brothers	09/18/98	09/21/98	25,710,000	5.420	11,612.35
Paribas Corporation	09/18/98	09/21/98	26,285,000	5.430	11,893.96
Lehman Brothers	09/18/98	09/21/98	28,575,000	5.420	12,906.38
Citicorp Securities, Inc.	09/18/98	09/21/98	40,837,000	5.420	18,444.71
Deutsche Bank Securities	09/18/98	09/21/98	50,367,000	5.420	22,749.10
Deutsche Bank Securities	09/21/98	09/22/98	650,000	5.470	98.76
Citicorp Securities, Inc.	09/21/98	09/22/98	6,324,000	5.450	957.38
Paribas Corporation	09/21/98	09/22/98	10,182,000	5.480	1,549.93
Paribas Corporation	09/21/98	09/22/98	17,644,000	5.480	2,685.81
Deutsche Bank Securities	09/21/98	09/22/98	19,700,000	5.470	2,993.31

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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	09/21/98	09/22/98	\$ 20,528,000	5.470%	\$ 3,119.12
Paribas Corporation	09/21/98	09/22/98	37,703,000	5.480	5,739.23
Lehman Brothers	09/21/98	09/22/98	44,280,000	5.470	6,728.10
Deutsche Bank Securities	09/21/98	09/22/98	53,615,000	5.470	8,146.50
Citicorp Securities, Inc.	09/21/98	09/22/98	53,676,000	5.450	8,125.95
Greenwich Capital Mkt.	09/22/98	09/23/98	1,268,000	5.400	190.20
Nesbitt Burns Securities	09/22/98	09/23/98	11,925,000	5.350	1,772.19
Deutsche Bank Securities	09/22/98	09/23/98	14,599,000	5.420	2,197.96
Greenwich Capital Mkt.	09/22/98	09/23/98	19,059,000	5.400	2,858.85
Paribas Corporation	09/22/98	09/23/98	21,009,000	5.410	3,157.19
Paribas Corporation	09/22/98	09/23/98	21,114,000	5.410	3,172.97

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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	09/22/98	09/23/98	\$ 22,695,000	5.410%	\$ 3,410.55
Nesbitt Burns Securities	09/22/98	09/23/98	41,075,000	5.350	6,104.20
Deutsche Bank Securities	09/22/98	09/23/98	50,857,000	5.420	7,656.80
Greenwich Capital Mkt.	09/22/98	09/23/98	52,120,000	5.400	7,818.00
Greenwich Capital Mkt.	09/23/98	09/24/98	14,078,000	5.460	2,135.16
Deutsche Bank Securities	09/23/98	09/24/98	15,196,000	5.470	2,308.95
Citicorp Securities, Inc.	09/23/98	09/24/98	18,056,000	5.470	2,743.51
Lehman Brothers	09/23/98	09/24/98	22,800,000	5.385	3,410.50
Lehman Brothers	09/23/98	09/24/98	27,200,000	5.385	4,068.67
Deutsche Bank Securities	09/23/98	09/24/98	49,632,000	5.470	7,541.31
Greenwich Capital Mkt.	09/23/98	09/24/98	50,040,000	5.460	7,589.40

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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>
Citicorp Securities, Inc.	09/23/98	09/24/98	\$ 53,162,000	5.470%	\$ 8,077.67
Paribas Corporation	09/24/98	09/25/98	11,278,000	5.350	1,676.04
Paribas Corporation	09/24/98	09/25/98	12,597,000	5.350	1,872.05
Deutsche Bank Securities	09/24/98	09/25/98	17,439,000	5.350	2,591.63
Paribas Corporation	09/24/98	09/25/98	18,731,000	5.350	2,783.63
Paribas Corporation	09/24/98	09/25/98	22,232,000	5.350	3,303.92
Citicorp Securities, Inc.	09/24/98	09/25/98	26,000,000	5.320	3,842.22
Zions First National Bank	09/24/98	09/25/98	26,467,000	5.340	3,925.94
Zions First National Bank	09/24/98	09/25/98	37,660,000	5.340	5,586.23
Deutsche Bank Securities	09/24/98	09/25/98	50,254,000	5.350	7,468.30
Lehman Brothers	09/25/98	09/28/98	602,000	5.250	263.38

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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	09/25/98	09/28/98	\$ 5,000,000	5.250%	\$ 2,187.50
Zions First National Bank	09/25/98	09/28/98	16,193,000	5.250	7,084.44
Paribas Corporation	09/25/98	09/28/98	16,862,000	5.250	7,377.13
Zions First National Bank	09/25/98	09/28/98	21,299,000	5.250	9,318.31
Paribas Corporation	09/25/98	09/28/98	21,705,000	5.250	9,495.94
Paribas Corporation	09/25/98	09/28/98	22,538,000	5.250	9,860.38
Zions First National Bank	09/25/98	09/28/98	26,349,000	5.250	11,527.69
Greenwich Capital Mkt.	09/25/98	09/28/98	32,000,000	5.250	14,000.00
Lehman Brothers	09/25/98	09/28/98	64,245,000	5.250	28,107.19
Deutsche Bank Securities	09/28/98	09/29/98	11,909,000	5.300	1,753.27
Nesbitt Burns Securities	09/28/98	09/29/98	12,741,000	5.330	1,886.38

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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>
Citicorp Securities, Inc.	09/28/98	09/29/98	\$ 16,870,000	5.300%	\$ 2,483.64
Lehman Brothers	09/28/98	09/29/98	18,500,000	5.330	2,739.03
Nesbitt Burns Securities	09/28/98	09/29/98	26,001,000	5.330	3,849.59
Nesbitt Burns Securities	09/28/98	09/29/98	26,134,000	5.330	3,869.28
Citicorp Securities, Inc.	09/28/98	09/29/98	49,264,000	5.300	7,252.76
Deutsche Bank Securities	09/28/98	09/29/98	51,960,000	5.300	7,649.67
Citicorp Securities, Inc.	09/29/98	09/30/98	13,330,000	5.320	1,969.88
Paribas Corporation	09/29/98	09/30/98	16,464,000	5.300	2,423.87
Paribas Corporation	09/29/98	09/30/98	16,558,000	5.300	2,437.71
Lehman Brothers	09/29/98	09/30/98	24,500,000	5.320	3,620.56
Paribas Corporation	09/29/98	09/30/98	31,985,000	5.300	4,708.90

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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>
Nesbitt Burns Securities	09/29/98	09/30/98	\$ 32,256,000	5.300%	\$ 4,748.80
Nesbitt Burns Securities	09/29/98	09/30/98	32,629,000	5.300	4,803.71
Citicorp Securities, Inc.	09/29/98	09/30/98	49,828,000	5.320	7,363.47
Paribas Corporation	09/30/98	10/01/98	3,145,000	5.550	484.85
Citicorp Securities, Inc.	09/30/98	10/01/98	13,364,000	5.625	2,088.13
Paribas Corporation	09/30/98	10/01/98	15,760,000	5.550	2,429.67
Citicorp Securities, Inc.	09/30/98	10/01/98	26,741,000	5.625	4,178.28
Paribas Corporation	09/30/98	10/01/98	32,855,000	5.550	5,065.15
Warburg Dillon Read LLC.	09/30/98	10/01/98	40,504,000	5.500	6,188.11
Paribas Corporation	09/30/98	10/01/98	48,083,000	5.550	7,412.80
Citicorp Securities, Inc.	09/30/98	10/01/98	51,531,000	5.625	8,051.72

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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>
Warburg Dillon Read LLC.	09/30/98	10/01/98	\$ 54,656,000	5.500%	\$ 8,350.22

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

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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>
Lehman Brothers	09/01/98	09/03/98	\$ 49,687,500	5.300%	\$ 14,699.22
Dresdner Kleinwort Benson	09/03/98	09/08/98	44,775,000	5.150	32,088.75
Lehman Brothers	09/03/98	09/14/98	24,887,500	5.100	36,073.05
Lehman Brothers	09/03/98	09/04/98	48,625,000	5.250	7,091.15
Lehman Brothers	09/04/98	09/08/98	49,687,500	5.190	28,653.13
Lehman Brothers	09/08/98	09/14/98	49,625,000	4.730	40,306.53
Salomon Smith Barney Inc.	09/09/98	09/10/98	49,375,000	5.250	7,200.52
Salomon Smith Barney Inc.	09/10/98	09/23/98	49,450,000	5.100	91,963.26
Dresdner Kleinwort Benson	09/10/98	09/17/98	48,875,000	5.250	50,626.35

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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 September 1, 1998 through September 30, 1998, 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 September 1, 1998 and September 30, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of September 30, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 September 1, 1998 and September 30, 1998 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.

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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 July 1, 1998 through September 30, 1998 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 3rd Quarter 1998.

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Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period July 1, 1998 to September 30, 1998.

PART I.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
JFK-134.141 John F. Kennedy International Airport – Perimeter Fence and Obstruction Lighting Bel-Air Electric Construction, Inc. Hewlett, NY	17	1) \$ 1,669,000 2) 774,000 3) 46,440 4) 60,000 5) 900,000
JFK-794 John F. Kennedy International Airport – Police Satellite Garage Building 254 – Modifications to Mechanical Systems Klairgar, Inc. Mt. Vernon, NY	6	1) \$ 369,000 2) 240,900 3) 11,840 4) 5,000 5) 220,000
JFK-863 John F. Kennedy International Airport – Reroofing of Hangar No. 16 Proton Construction Corp. Brooklyn, NY	8	1) \$ 874,500 2) 588,800 3) 35,328 4) 100,000 5) 865,000

(Board - 11/19/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
JFK-981.215 John F. Kennedy International Airport and Downtown Heliport - Immediate Priority Repairs via Work Order T. Moriarty and Sons, Inc. Brooklyn, NY	7	1) 20.75% 2) 6.44%* 5) 10.00%
John F. Kennedy International Airport - Reimbursement for Flushing Existing Hydrant Fuel Lines Terminal One Group Association Jamaica, NY	Negotiated	2) \$ 170,000 5) 400,000
John F. Kennedy International Airport - Purchase of New Taxi Dispatch Software & Hardware System Transportation Software Solutions Hawthorne, CA	Sole Source	2) \$ 250,000 5) 250,000
LGA-627 LaGuardia Airport - Installation of Fiber Optic Cables for CCTV Linkage Welsbach Electric Corp. Long Island City, NY	10	1) 27.75% 2) 7.40%^ 5) 10.00%

*Compensation based on actual net cost of work plus a percentage fee, with a maximum total work allowance of \$1,000,000.

^Compensation based on actual net cost of work plus a percentage fee, with a maximum total work allowance of \$500,000.

(Board - 11/19/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
GWB-417 George Washington Bridge – Trans-Manhattan Expressway – Retexturing of Roadway Surfaces Gardner M. Bishop, Inc. and Joseph M. Sanzari, Inc. a Joint Venture White Plains, NY	4	1) \$ 579,125 2) 329,466 3) 19,800 5) 360,000
GWB-423 George Washington Bridge - Replacement of Aluminum Catwalks at New York Lower Level L.E.V. Corporation of South Jersey Mt. Laurel, NJ	4	1) \$ 651,000 2) 359,000 3) 21,540 5) 350,000
AKG-221 Goethals Bridge – Rehabilitation of the Eastbound Approach Roadways Mt. Hope Rock Products, Inc. Wharton, NJ	3	1) \$ 881,029 2) 798,286 3) 47,898 4) 15,000 5) 890,000
MFB-100.513 Staten Island Bridges and Holland Tunnel - Immediate Priority Repairs via Work Order Railroad Construction Company, Inc. Paterson, NJ	5	1) 17.62% 2) 9.00%* 5) 10.00%

*Compensation based on actual net cost of work plus a percentage fee, with a maximum total work allowance of \$1,000,000.

(Board - 11/19/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
BT-395 Port Authority Bus Terminal – North Wing – Suburban Bus Level – Miscellaneous Repairs to Concrete Wearing Course C.C.M. Contracting Corp. Maspeth, NY	4	1) \$ 420,690 2) 287,650 3) 23,000 4) 170,000
BIP-982.551 Bathgate Industrial Park – Building 1625 – Roof Replacement Tirana Roofing Corp. Brooklyn, NY	10	1) \$ 592,875 2) 324,400 3) 25,960 4) 25,000 5) 425,000
LT-456 Lincoln Tunnel – North Tube Roadway Surface Retexturing and Build-up Removal Humble Equipment Co., Inc. Ruston, LA	Sole Source	2) \$ 77,500 3) 4,700 5) 80,000
WTC-115.555 The World Trade Center – Asbestos Abatement – Two World Trade Center – 40 th Floor Asbestos Containment Services, Inc. Jersey City, NJ	6	1) \$ 895,000 2) 650,000 3) 52,000 5) 880,000

(Board - 11/19/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
WTC-218 The World Trade Center – Refrigeration System Electrical Upgrade Rothstein and Hoffman Electric Service, Inc. New York, NY	9	1) \$ 898,000 2) 238,763 3) 22,680 4) 50,000 5) 410,000
WTC-861.271 The World Trade Center – Fire Alarm System Device Upgrade – Phase III Hatzel and Buehler, Inc. New York, NY	4	1) \$ 950,000 2) 745,000 3) 59,600 4) 50,000 5) 820,000
The World Trade Center – Reimbursement of Construction Costs –WTC Lease No. 3371 WMB Holdings Inc./CSC New York, NY	Negotiated	2) \$ 119,715 5) 130,185
TC-98-43 New Jersey Facilities – General Maintenance Repair and Construction Services Atlantic & Pacific Mechanical Contractors Linden, NJ	11	1) 20%, 30% 2) 5%, 6%* 5) 5%, 6%

*Compensation based on actual cost of work plus a 5% fee for jobs estimated under \$20,000 and a 6% fee for jobs estimated over \$20,000, with a maximum total work allowance of \$421,250 over the initial term.

(Board - 11/19/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
Interim Requirements Contract for Express Mail Services Federal Express Corporation Boston, MA	Negotiated	2) \$ 250,000
Purchase and Installation of Enterprise Job Scheduling Software IBM Corporation Albany, NY Sun Microsystems, Inc. New York, NY	NYS and NJS Contracts	2) \$ 233,268
Acquisition of Software for the Payroll/Human Resources System – Paycheck Printing System Bottomline Technologies, Inc. Portsmouth, NH	Negotiated	2) \$ 147,591 3) 8,855 5) 56,000*
Provision of Laboratory Services – Office of Medical Services Quest Diagnostics, Inc. Teterboro, NJ	2	1) \$ 311,178 2) 249,810

*Staff estimate is for software only. Contract includes maintenance and training.

(Board - 11/19/98)

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) NET COST WORK 5) STAFF ESTIMATE
PAT-964.900 Structural Repairs - PATH Tunnel 'A' - between Jersey City and New York City TROCOM Construction Corp. Maspeth, NY	3	1) \$ 495,600 2) 378,250 3) 23,000 4) 75,000 5) 390,000

(Board - 11/19/98)

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period July 1, 1998 to September 30, 1998.

PART II.

TITLE AND CONTRACTOR	NUMBER OF BIDS RECEIVED	1) HIGH BID 2) LOW BID 3) EXTRA WORK AUTHORIZATION 4) STAFF ESTIMATE
P.O. #55740 New Jersey Marine Terminal - Installation of Fall Protection Systems Sinclair Material Handling, Inc. Trenton, NJ	4	1) \$ 577,700 2) 491,000 3) 29,460 4) 350,000
P.O. #56628 LaGuardia Airport - Crown Reduction, Pruning, Planting and Maintenance of Trees Almstead Tree Co., Inc. New Rochelle, NY	4	1) \$ 312,535 2) 149,329 3) 8,960 4) 235,000
The World Trade Center - Requirements Contract for Purchase of Carrier Air Conditioning Parts and Supplies Carrier Corporation New York, NY	Sole Source	2) \$ 174,000 4) 174,000
Requirements Contract - Purchase of Rolba Runway Snow Blower Parts Stewart & Stevenson Power, Inc. Commerce City, CO	Sole Source	2) \$ 150,000 4) 150,000

(Board - 11/19/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 54790	3*	1)\$ 355,000.00
P.O. NO: 23816 & 23818		2) 346,500.00
DESCRIPTION: SIKORSKY HELICOPTER PARTS-TWO YEAR		3) 150,000.00
AWARDED TO: 23816 - KEYSTONE HELICOPTER CORP. \$186,000.00		
WEST CHESTER, PA		
23818 - SIKORSKY AIRCRAFT 150,000.00		
STRADFORD, CT		
	\$336,000.00	
REQUISITION NO: 55040	2*	1)\$ 954,000.00
P.O. NO: 24642		2) 109,224.00
DESCRIPTION: COUNTER COURTESY TELEPHONE SVC.-2 YR.		3) 90,000.00
AWARDED TO: TELEMEDIA MARKETING SYSTEMS		
PLAINVIEW, NY		
REQUISITION NO: 55777	6*	1)\$ 143,642.00
P.O. NO: 24715		2) 78,149.45
DESCRIPTION: BRASS RESTORATION @NLCC-3 YRS		3) 40,000.00
AWARDED TO: ALTUS METAL & MARBLE MAINTENANCE		
STONY BROOK, NY		

*ADVERTISED

(Board - 11/19/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 56516 P.O. NO: 24765 DESCRIPTION: TWO CANNON COLOR LASER COPIERS	1 NY STATE CONTRACT	1) \$ ----- 2) 145,210.20 3) 145,600.00
AWARDED TO: MCS CANNON NEW YORK, NY		
REQUISITION NO. 56621 P.O. NO. 24785 DESCRIPTION TRAFFIC CONES	1 NY STATE CONTRACT	1) ----- 2) 214,100.00 3) 180,000.00
AWARDED TO: WORK AREA PROTECTION CORP SAINT CHARLES, IL		
REQUISITION NO. 56223 24904 THERMO METERS, VARIOUS-2 YR CONTRACT	7*	1) \$ 103,392.00 2) 90,356.15 3) 85,000.00
AWARDED TO: LESTANAS ENTERPRISES, INC. T/A MADISON PLUMBING MADISON, NJ		
REQUISITION NO. 55853 P.O. NO. 24925 DESCRIPTION FIRE FIGHTING UNIFORMS-3 YR. BLANKET	3*	1) \$ 209,925.00 2) 203,103.83 3) 105,000.00
AWARDED TO: NJ FIRE EQUIPMENT CO. DUNELLEN, NJ		

* ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO. 56112 P.O. NO. 24928 DESCRIPTION: LOCKS & PARTS-2YR. BLANKET ORDER		7*	1) 289,502.40 2) 122,322.10 2) 133,000.00
AWARDED TO: WEILGUS & SONS INC. NEW YORK, NY			
REQUISITION NO. 56564 P.O. NO. 24951 DESCRIPTION: GF WORKSTATION PARTS		1 GSA AWARD	1) ----- 2) 339,121.00 3) 331,866.76
AWARDED TO: G.F. OFFICE FURNITURE LTD CANFIELD, OH			
REQUISITION NO: 56715 P.O. NOS. 24975 DESCRIPTION GF WORKSTATION COMPONENTRY		1 GSA AWARD	1) ----- 2) 290,466.00 3) 302,530.53
AWARDED TO: G.F. OFFICE FURNITURE LTD CANFIELD, OH			
REQUISITION NO: 56027 P.O. NO: 25002 & 25006 DESCRIPTION: REFUSE REMOVAL @ GWB, LT & HT		4*	1)\$ 449,732.00 2) 319,174.00 3) 256,000.00
AWARDED TO: 25003 - A. FIORE & SONS @ GWB NEWARK, NJ	\$167,214.00		
25005 - A. FIORE & SONS @ LT NEWARK, NJ	111,360.00		
25006 - A. FIORE & SONS @ HT NEWRK, NJ	40,600.00		
TOTAL AWARD	<u>\$319,174.00</u>		

*ADVERTISED

(Board - 11/19/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 56519 P.O. NO: 25012 DESCRIPTION: TRAFFIC PAINT-1 YR.	3*	1) \$ 399,500.00 2) 187,750.00 3) 200,000.00
AWARDED TO: GOLD COAST COATING ROSLYN HEIGHTS, NY		
REQUISITION NO: 56026 P.O. NO: 25020, 25021 & 25022 DESCRIPTION: REFUSE REMOVAL NJ FACILITIES-2 YR	4*	1) 224,302.00 2) 175,357.92 3) 25,000.00
AWARDED TO: 25020 - WASTE MANAGEMENT OF NJ @ PATC CHESTER, NJ	\$150,879.52	
25021 - INTERBORO DISPOSAL & RECYCL. @ NLCC HOBOKEN, NJ	18,720.00	
25022 - A. FIORE & SONS @ TETERBORO AIRPORT NEWARK, NJ	1,924.00	
TOTAL AWARD:	\$171,523.52	
REQUISITION NO: 55004 P.O. NOS: 25062 DESCRIPTION: WTC SIGNAGE-2 YR	5* **LOW BIDDER WITHDREW BASED ON ERROR	1) 495,950.00 2) 156,961.00** 3) 252,350.00
AWARDED TO: LETTERA SIGN & ELECTRIC CO. BRONX, NY	\$174,123.00	

*ADVERTISED

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 55700 P.O. NOS: 25071 DESCRIPTION: SIGN MATERIAL, VARIOUS-2 YR.	2*	1)\$ 133,642.00 2) 123,358.50 3) 116,475.00
AWARDED TO: SIGN DESIGNER LONG ISLAND CITY, NY		
REQUISITION NO: 56745 P.O. NO: 25082 DESCRIPTION: FILE CABINETS	1 GSA AWARD	1)\$ ----- 2) 126,535.55 3) 25,000.00
AWARDED TO: ALLSTEEL % DONATON CONTRACT FURNITURE MUSCATINE, IA		
REQUISITION NO: 56334 P.O. NO: 25112 DESCRIPTION: BATTERIES, VARIOUS-1 YR	1 NY STATE CONTRACT	1)\$ ----- 2) 114,296.03 3) 125,000.00
AWARDED TO: GOLDCREST ELECTRONICS OF ALBANY SCHENECTADY, NY		

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 56349 P.O. NOS: 25121 DESCRIPTION: CATCH BASIN CLEANING @NJMT-3 YR.	9*	1)\$1,308,429.70 2) 132,157.00 3) 90,500.00
AWARDED TO: ADLER COMPANY, INC. NEWARK, NJ		
REQUISITION NO: 56517 P.O. NO: 25155 DESCRIPTION: CHRISTMAS LIGHTS, VARIOUS-5 MONTHS	5*	1)\$ 103,237.30 2) 78,796.00 3) 88,000.00
AWARDED TO: FORT LEE HARDWARE & SUPPLY FORT LEE, NJ		
REQUISITION NO: 56393 P.O. NO: 25141 DESCRIPTION: REFUSE REMOVAL, RECYCLING & DISPOSAL @ NJMT	5*	1)\$ 627,200.00 2) 225,037.44 3) 292,120.00
AWARDED TO: ALLEGRO SANITATION CORP. SECAUCUS, NJ		
REQUISITION NO: 56489 P.O. NO: 25179 DESCRIPTION: OFFSET PRINTING PRESSES	2*	1)\$ 146,990.00 2) 139,245.00 3) 125,000.00
AWARDED TO: JACK L. POPKIN & CO. INC. LONG ISLAND CITY, NY		

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 56222		2*	1)\$ 178,191.00
P.O. NO: 25185		**MBE PREFERENCE	2) 167,078.00
DESCRIPTION: TAXIWAY EDGE REFLECTORS-2 YR			3) 132,000.00
AWARDED TO: D.B.E. ELECTRIC CORP.	**\$178,191.00		
HEWLETT, NY			
REQUISITION NO: 56605		4*	1)\$ 221,523.00
P.O. NO: 25186			2) 140,874.36
DESCRIPTION: AIR FILTER SERVICE @ NIA			3) 145,000.00
AWARDED TO: AIR ENGINEERING			
CHAPPAQUA, NY			
REQUISITION NO: 56177		4*	1)\$ 332,615.00
P.O. NO: 25204			2) 270,020.00
DESCRIPTION: KNOLL EQUITY WORKSTATIONS			3) 425,000.00
AWARDED TO: DONATON CONTRACT FURNITURE			
RONKONKOMA, NY			

*ADVERTISED

(Board - 11/19/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 56425		7*	1) 1,395,000.00
P.O. NOS: 25287			2) 139,406.71
DESCRIPTION: FIBRE REINFORCED HANDRAILS & GRATINGS			3) 110,000.00
AWARDED TO: RYERSON PLASTICS CHICAGO, IL			
REQUISITION NO: 56941		1	1) \$ -----
P.O. NO: 25295	NJ STATE CONTRACT		2) 125,657.75
DESCRIPTION: MOTOROLA BASE STATIONS			3) 150,000.00
AWARDED TO: MOTOROLA C&E INC. GLEN ROCK, NJ			
REQUISITION NO: 57284		1	1) \$ -----
P.O. NO: 25306	NY STATE CONTRACT		2) 160,659.86
DESCRIPTION: CADD WORKSTATIONS & SERVER			3) 155,987.59
AWARDED TO: DELL MARKETING, LP ROUND ROCK, TX			

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 57221 P.O. NO: 25338 DESCRIPTION: PLAIN PAPER FACSIMILE MACHINES-3 YR.	1 NY STATE CONTRACT	1)\$ ----- 2) 395,120.00 3) 400,000.00
AWARDED TO: T&G INDUSTRIES BROOKLYN, NY		
REQUISITION NO: 56741 P.O. NO: 25343 DESCRIPTION: FILE/COAT CLOSETS-1 YR	8*	1) 605,280.00 2) 377,223.00 3) 160,000.00
AWARDED TO: KEY INTERNATIONAL INC. NEW YORK, NY		
REQUISITION NO: 57333 P.O. NO: 25357 DESCRIPTION: TOWERFILE/COAT CLOSETS	1 GSA AWARD	1)\$ ----- 2) 134,372.26 3) 120,000.00
AWARDED TO: OFFICE SPECIALTY INC. % FENS ASSOCIATES NORTH TONAWANDA, NY		

*ADVERTISED

(Board - 11/19/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 57210 P.O. NO: 25388 DESCRIPTION: FURNITURE/SOFA REQ.-1 YR.		1 GSA AWARD	1)\$ ----- 2) 102,690.00 3) 90,000.00
AWARDED TO: THONET RED BANK, NJ			
REQUISITION NO: 56768 P.O. NO: 25389 DESCRIPTION: RAILROAD TURNOUTS @NJMT		4*	1)\$ 580,992.00 2) 431,460.00 3) 500,000.00
AWARDED TO: PROGRESS RAIL SERVICES HARRISBURG, PA			
REQUISITION NO: 57212 P.O. NO: 25390 DESCRIPTION: FURNITURE/CHAIRS REQ.-1 YR.		1 GSA AWARD	1)\$ ----- 2) 220,867.20 3) 220,000.00
AWARDED TO: GUNLOCKE COMPANY NEW YORK, NY			

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 56927 P.O. NO: 25391 DESCRIPTION: DESKS, CREDENZAS & HUTCHES-1 YR.	3*	1)\$ 261,288.00 2) 213,840.00 3) 210,000.00
AWARDED TO: CASHMORE FURNITURE CORP. NEW YORK, NY		
REQUISITION NO: 56837 P.O. NO: 25400 DESCRIPTION: PAVEMENT MARKING-1 YR.	2*	1)\$ 218,000.00 2) 191,165.00 3) 350,000.00
AWARDED TO: DENVILLE LINE PAINTING CO. DENVILLE, NJ		
REQUISITION NO: 57020 P.O. NO: 25411 DESCRIPTION: ACCESS TO INFO TECH & ADVISORY SVCS.	1 NY STATE CONTRACT	1)\$ ----- 2) 91,500.00 3) 91,500.00
AWARDED TO: GARTNER GROUP, INC. STAMFORD, CT		
REQUISITION NO: 57403 P.O. NO: 25423 DESCRIPTION: IBM MAESTRO SOFTWARE & MAINTENANCE	1 NY STATE CONTRACT	1)\$ ----- 2) 228,340.00 3) 233,340.00
AWARDED TO: IBM CORPORATION ALBANY, NY		

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 57261 P.O. NO: 25431 DESCRIPTION: WINCHESTER AMMUNITION	1 NJ STATE CONTRACT	1)\$ ----- 2) 96,820.00 3) 145,215.00
AWARDED TO: RAY'S SPORT SHOP INC. PLAINFIELD, NJ		
REQUISITION NO: 56230 P.O. NO: 25444 DESCRIPTION: HILTI ITEMS-2 YR.	1 NJ STATE CONTRACT	1)\$ ----- 2) 142,297.49 3) 150,000.00
AWARDED TO: HILTI, INC. TULSA, OK		
REQUISITION NO: 55357 P.O. NO: 25452 DESCRIPTION: AERIAL MOSQUITO CONTROL @JFK-3 YR	1*	1)\$ ----- 2) 169,500.00 3) 100,000.00
AWARDED TO: NORTHFORK HELICOPTERS, LTD. CUTCHOGUE, NY		
REQUISITION NO: 56999 P.O. NO: 25454 DESCRIPTION: FOLSOM VIDEO SCAN CONVERTER	5*	1)\$ 175,355.44 2) 146,380.00 3) 145,000.00
AWARDED TO: FOLSOM RESEARCH INC. RANCHO CORDOVA, CA		

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 56905 P.O. NO: 25479 DESCRIPTION: WINTER PARKAS-2 YR.	4*	1)\$ 230,990.00 2) 176,637.50 3) 200,000.00
AWARDED TO: I. SPIEWAK & SONS, INC. NEW YORK, NY		
REQUISITION NO: 56920 P.O. NO: 25485 DESCRIPTION: CONTAINER CRANE MAINTENANCE @ PE	2*	1)\$ 323,649.40 2) 291,810.00 3) 320,000.00
AWARDED TO: PERMADUR INDUSTRIES, INC. SOMERVILLE, NJ		
REQUISITION NO: 57194 P.O. NO: 25504 DESCRIPTION: HYGOLET TOILET SEAT COVERS-2 YR.	1 U.S. GOVT CONTRACT	1)\$ ----- 2) 249,300.00 3) 108,000.00
AWARDED TO: BELLA BAGNO INC. SKOKIE, IL		
REQUISITION NO: 56911 P.O. NO: 25525 DESCRIPTION: GENERAL CLEANING @ THE DOWNTOWN HELIPORT	4*	1)\$ 152,637.22 2) 86,059.50 3) 94,308.00
AWARDED TO: KELLY'S JANITORIAL SERVICE INC. TRENTON, NJ		

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>		<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID 2) LOW BID 3) STAFF ESTIMATE</u>
REQUISITION NO: 55808 P.O. NO: 25530 DESCRIPTION: G.E. LIGHTS VARIOUS-9 MONTH		1 NY STATE CONTRACT	1)\$ ----- 2) 240,000.00 3) 240,000.00
AWARDED TO: G.E. LIGHTING GLEN ALLEN, PA			
REQUISITION NO: 57161 P.O. NO: 25556 DESCRIPTION: #2 FUEL OIL @ NIA-1 YR.		5*	1)\$ 390,000.00 2) 349,000.00 3) 500,000.00
AWARDED TO: S.J. FUEL INC. BROOKLYN, NY			
REQUISITION NO: 57213 P.O. NO: 25566 DESCRIPTION: #2 FUEL OIL @ NIA-1 YR.		1 NYC CONTRACT	1)\$ ----- 2) 200,000.00 3) 200,000.00
AWARDED TO: EAST COST PETROLEUM BRONX, NY			
REQUISITION NO: 57146 P.O. NO: 25578 DESCRIPTION: #2 FUEL OIL w YIP-1 YR.		1 NY STATE CONTRACT	1)\$ ----- 2) 200,000.00 3) 200,000.00
AWARDED TO: PHOENIX PETROLEUM CO. WAYNE, PA			

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

TITLE & VENDOR

NUMBER OF
COMPLETE BIDS
RECEIVED

1) HIGH BID
2) LOW BID
3) STAFF ESTIMATE

REQUISITION NO: 57691
P.O. NO: 25591
DESCRIPTION: DEVELOPER WORKSTATION UPGRADE

1
GSA AWARD

1)\$ -----
2) 325,400.00
3) 325,400.00

AWARDED TO: STERLING SOFTWARE (SOUTHERN)
PLANO, TX

REQUISITION NO: 56875
P.O. NO: 25605
DESCRIPTION: FIBER OPTIC VIDEO TRANSMISSION EQ.

2*

1)\$ 265,504.00
2) 199,912.24
3) 219,223.00

AWARDED TO: IMPATH NETWORKS INC.
NEPEAN, ONTARIO, CANADA

REQUISITION NO: 56677
P.O. NO: 25619
DESCRIPTION: XEROX MAINTENANCE WTC/PATH-1 YR

1
GSA AWARD

1)\$ -----
2) 252,038.88
3) 243,000.00

AWARDED TO: XEROX CORPORATION
NEW YORK, NY

REQUISITION NO: 57624
P.O. NO: 25639
DESCRIPTION: #4 & #6 FUEL OIL @ JFK-1 YR.

1
NYC CONTRACT

1)\$ -----
2) 200,000.00
3) 200,000.00

AWARDED TO: EMPIRE STATE FUEL CORPORATION
BROOKLYN, NY

*ADVERTISED

(Board - 11/19/98)

PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 57170 P.O. NO: 25644 DESCRIPTION: HOLIDAY SEASON DECORATIONS @ WTC	3*	1)\$ 341,420.00 2) 230,508.00 3) 350,000.00
AWARDED TO: BIG APPLE SIGN CORP. NEW YORK, NY		
REQUISITION NO: 57623 P.O. NO: 25650 DESCRIPTION: #2 FUEL OIL @ JFK-1 YR.	1 NYC CONTRACT	1)\$ ----- 2) 500,000.00 3) 500,000.00
AWARDED TO: EAST COAST PETROLEUM BRONX, NY		
REQUISITION NO: 57103 P.O. NO: 25615 DESCRIPTION: DRESS UNIFORMS	5* **SBE PREFERENCE	1)\$ 381,083.17 2) 266,597.32 3) 425,000.00
AWARDED TO: KATZIN'S UNIFORMS, INC. NEWARK, NJ	**\$276,220.07	
REQUISITION NO: 57297 P.O. NO: 25646 DESCRIPTION: FIBER OPTIC CABLES	1 NY STATE CONTRACT	1)\$ ----- 2) 300,000.00 3) 400,000.00
AWARDED TO: WASHINGTON COMPUTER SERVICE NEW YORK, NY		

*ADVERTISED

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PURCHASE ORDER AUTHORIZATIONS

<u>TITLE & VENDOR</u>	<u>NUMBER OF COMPLETE BIDS RECEIVED</u>	<u>1) HIGH BID</u> <u>2) LOW BID</u> <u>3) STAFF ESTIMATE</u>
REQUISITION NO: 56776 P.O. NO: 25678 DESCRIPTION: SIGN MATERIAL & SUPPLIES-1 TR.	1 NY STATE CONTRACT	1)\$ ----- 2) 300,000.00 3) 300,000.00
AWARDED TO: 3M COMPANY SAINT PAUL, MN		
REQUISITION NO: 57744 P.O. NO: 25707 DESCRIPTION: DAVIS PNEUMATIC HIGH BACK CHAIRS	1 GSA AWARD	1)\$ ----- 2) 158,985.20 3) 158,000.00
AWARDED TO: DAVIS FURNITURE INDUSTRIES HIGH POINT, NC		
REQUISITION NO: 57780 P.O. NO: 25765 DESCRIPTION: CHAIRS, HIGH & LOW BACK-1 YR.	5* **SBE PREFERENCE	1)\$ ----- 2) 491,700.00 3) 460,000.00
AWARDED TO: DAVIS FURNITURE INDUSTRIES HIGH POINT, NC		

*ADVERTISED

(Board - 11/19/98)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, and otherwise, the following claims were previously settled, and reported closed during the period July 1, 1998 to September 30, 1998.

NAME	FACILITY	AMOUNT COLLECTED
AGYEMAN KWAME O	Holland Tunnel	\$ 2,870.40
CASTELLON ELVIRA A	George Washington Bridge	2,403.40
GREYHOUND BUS LINES	Lincoln Tunnel	90,000.00
UNITED PARCEL SERV	Lincoln Tunnel	85,000.00
	TOTAL	\$ 180,273.80

PAYMENTS RECEIVED ON CLAIMS NOT YET CLOSED

INT'L CUTLERY	World Trade Center	\$ 6,000.00
ANTAO & CHUANG	World Trade Center	600.00
KEY AIRLINES	Newark International Airport	170.44
CAFÉ MED	World Trade Center	10,000.00
M.I.S. SERV COMP.	World Trade Center	1,000.00
STERLING OPTICAL CORP		277.75
	TOTAL	\$ 18,048.19
	TOTAL COLLECTED	\$ 198,321.99

(Board - 11/19/98)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
COHEN MATTHEW	Goethals Bridge	\$ 1,700.00
KLEIN GLORIA	George Washington Bridge	300.00
ABBATEMARCO CONO	Off Property	1,611.25
FELIU MARIA	Off Property	340.50
KANAMOOTTIL THOMAS	Off Property	3,650.00
LEISURE TIME TOURS/MARK	George Washington Bridge	852.29
PLACHTA RYSZARD	John F. Kennedy International Airport	3,016.26
WHITE CARL E	Holland Tunnel	10,000.00
WRIGHT DEWELL JR	George Washington Bridge	800.00
SARACENO VINCENT JR	John F. Kennedy International Airport	7,500.00
SZOTAK MARK	Newark International Airport	6,443.53
WATSON BARBENNA	LaGuardia Airport	1,000,000.00
SIMONS LEONARD	George Washington Bridge	384.25
QUINONES LEONEL	John F. Kennedy International Airport	500.00
DALEO JAMES	George Washington Bridge	324.36
MORINI MARY	Bus Terminal	500.00
BERMAN ANITA	World Trade Center	6,250.00
LOCAL 32B-32J/SVC EMP INT	World Trade Center	165,045.35
DEWBERRY OSCAR LEE JR	Bus Terminal	500,000.00
FREEMEN GEORGE L	Bus Terminal	100,567.61
LEONE LOUIS PIERRE	World Trade Center	1,000.00
HAWKINS BRENDA	Passenger Ship Terminal	2,000.00
RIVERA CARMEN	John F. Kennedy International Airport	3,500.00
ANDERSON ANN	John F. Kennedy International Airport	200.27
ASIK USUK	John F. Kennedy International Airport	156.10
BARROW JAMES	John F. Kennedy International Airport	156.10
BROWN WILLIAM	John F. Kennedy International Airport	118.54

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
BUERTILE GEORGE	John F. Kennedy International Airport	\$ 118.54
CANNING EILEEN	John F. Kennedy International Airport	200.27
CANNOYAN MURAT	John F. Kennedy International Airport	156.10
CASSIDY MICHAEL	John F. Kennedy International Airport	156.10
CASTRILLON CAROLOINA	John F. Kennedy International Airport	118.54
CHIN SEUNG	John F. Kennedy International Airport	200.27
COSENTINO ANTONIO	John F. Kennedy International Airport	118.54
DANZO RICHARD	John F. Kennedy International Airport	156.10
DE QUARTO JOSEPH	John F. Kennedy International Airport	200.27
DE VITO RALPH	John F. Kennedy International Airport	156.10
ENCALADA ANGEL	John F. Kennedy International Airport	118.54
GELLER STEVEN	John F. Kennedy International Airport	118.54
GUELEN GLORIA	John F. Kennedy International Airport	118.54
HARDEN DARLENE	John F. Kennedy International Airport	200.27
IVEY CHERYL	John F. Kennedy International Airport	156.10
JABLONSKI WILLIAM	John F. Kennedy International Airport	156.10
JEONG JOHN	John F. Kennedy International Airport	200.27
JONES RICHARD	John F. Kennedy International Airport	200.27
KIM MARK	John F. Kennedy International Airport	118.54
KING MARY	John F. Kennedy International Airport	118.54
KLEIN PATRICIA	John F. Kennedy International Airport	156.10
LEASE DAVID	John F. Kennedy International Airport	118.54
LIBERTO OLGA	John F. Kennedy International Airport	156.10
LIU FENG X	John F. Kennedy International Airport	156.10
LOSALO DANIEL	John F. Kennedy International Airport	118.54
MADDEN CAROLYN ANN	John F. Kennedy International Airport	156.10
MAGLIETTA RICHARD	John F. Kennedy International Airport	118.54

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
MALDONADO LUIS	John F. Kennedy International Airport	\$ 156.10
MASSALIN JAMES	John F. Kennedy International Airport	118.54
MASSARO ANTHONY	John F. Kennedy International Airport	118.54
MC NAMEE THOMAS	John F. Kennedy International Airport	200.27
MILES EDWARD	John F. Kennedy International Airport	156.10
MILLS FLORRIE	John F. Kennedy International Airport	118.54
MOLESPHINI LINDA	John F. Kennedy International Airport	118.54
MONTALVO RAMON	John F. Kennedy International Airport	118.54
MORGAN CHRISTINA	John F. Kennedy International Airport	156.10
NICOSIA CONSTANCE	John F. Kennedy International Airport	200.27
NOVOA JANET	John F. Kennedy International Airport	118.54
O'KEEFE JAMES	John F. Kennedy International Airport	156.10
PANG JULIA	John F. Kennedy International Airport	156.10
PAYTON PAULA	John F. Kennedy International Airport	156.10
PICERNI ERNEST	John F. Kennedy International Airport	118.54
REDICAN JOHN	John F. Kennedy International Airport	118.54
REMMAS KOSTAS	John F. Kennedy International Airport	118.54
RICHARDS DAVID	John F. Kennedy International Airport	156.10
RICHMAN IRVING	John F. Kennedy International Airport	200.27
ROBERTS CLARENCE	John F. Kennedy International Airport	156.10
RUDOLPH HAROLD	John F. Kennedy International Airport	118.54
RUSSO ANTHONY	John F. Kennedy International Airport	200.27
SCHICKLER EUGENE	John F. Kennedy International Airport	118.54
SCHLAKS KAREN	John F. Kennedy International Airport	162.76
SEBA PETER	John F. Kennedy International Airport	118.54
SHEINKIN ADAM	John F. Kennedy International Airport	200.27
SOAPAMO PETER	John F. Kennedy International Airport	156.10
SOTTILE FRANK	John F. Kennedy International Airport	115.54

(Board - 11/19/98)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
SPECHT CHRISTIAN	John F. Kennedy International Airport	\$ 118.54
STRAMAITIS WILLIAM	John F. Kennedy International Airport	155.18
TAINITER IRVING	John F. Kennedy International Airport	156.10
TAYLOR-ANTOINE JOVANKA	John F. Kennedy International Airport	156.10
TRUGLIO FRANK	John F. Kennedy International Airport	156.10
UCCIO ANNA	John F. Kennedy International Airport	118.54
ULRICH DANIEL	John F. Kennedy International Airport	118.54
WALSH KEVIN	John F. Kennedy International Airport	118.54
WAN ANDREW	John F. Kennedy International Airport	200.27
WEINBERGER WALTER	John F. Kennedy International Airport	200.27
WINECOFF CAROL	John F. Kennedy International Airport	156.10
YOUMANS BESSIE	John F. Kennedy International Airport	156.10
ZIELONKA RICHARD	John F. Kennedy International Airport	156.10
BRAUNER HOWARD	Newark International Airport	73.27
CHINA CENTER INC	Holland Tunnel	3,300.00
EDWARDS PEARL	John F. Kennedy International Airport	405.94
HUGINS ROBERT H	George Washington Bridge	500.00
KOSTER JOHN	John F. Kennedy International Airport	257.86
LERMAN BEN	Holland Tunnel	40.00
LUCKEY JASON	LaGuardia Airport	100.00
MC GUINNESS JAMES R	George Washington Bridge	150.00
NIELSEN RUSSELL	Bus Terminal	110.50
PUCCINI ANDY	Newark International Airport	243.56
ROGOWSKY JANIS	LaGuardia Airport	70.00
SCHMIDT-WESCHME BIRGIT	LaGuardia Airport	225.00
TAMCO CORP	Holland Tunnel	2,170.30
VITULANO THOMAS	Lincoln Tunnel	477.00
PINA LYDIA	Bus Terminal	306.55

(Board - 11/19/98)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
PORTOLANO ROSE	John F. Kennedy International Airport	\$ 12,500.00
MILLER WILLIAM	Newark International Airport	11,250.00
HASBERRY DORIS	John F. Kennedy International Airport	47,500.00
AUTEN KELLY	Newark International Airport	196.83
ZUPNIK MYRON S	Newark International Airport	110.95
	TOTAL	\$ 1,907,044.24

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, December 17, 1998

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, December 17, 1998, 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. Aubrey C. Lewis
 Hon. Alan G. Philibosian

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Gregory G. Burnham, Chief Information Officer, Information Services
 Ernesto L. Butcher, Director, Tunnels, Bridges and Terminals
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 Michael S. Glassner, Executive Assistant to the Chairman
 Linda C. Handel, Senior Administrator, Office of the Secretary
 Mark O. Hatfield, Jr., Director, Office of Corporate Communications
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Senior Advisor to the Executive Director
 Stephen Marinko, Attorney, Law
 Charles F. McClafferty, Chief Financial Officer
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Alan L. Reiss, Director, World Trade
 Michael J. Rienzi, Director, Office of Procurement
 Ronald H. Shiftan, Deputy Executive Director
 Douglas L. Smith, Acting Director, Budget
 Christopher O. Ward, Chief of Corporate Planning and External Affairs
 Hugh H. Welsh, Deputy General Counsel
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Margaret R. Zoch, Comptroller

Guests

Kevin Corbett, Empire State Development Corporation
 John G. Donnelly, Authorities Unit, Office of the Governor of New Jersey

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

The public meeting was called to order by Chairman Eisenberg at 2:40 p.m. and ended at 2:48 p.m. The Board met in executive session prior to the public meeting; Commissioner Philibosian was present only for executive session.

Action on Minutes

The Secretary submitted for approval Minutes of the meetings of October 29, 1998 and November 19, 1998. 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, except for the industrial development item on pages 594-595 of the November 19, 1998 Port Authority Minutes.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on December 17, 1998, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in executive session at its meeting on December 17, 1998, which included a discussion of matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on December 17, 1998, which included a 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 Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on December 17, 1998, 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 the report was received.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed in executive session at its meeting on December 17, 1998, which included a 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, 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.

**JOHN F. KENNEDY AND NEWARK INTERNATIONAL AIRPORTS - LUGGAGE
CART SERVICES - AWARD OF JFK PERMIT AYC-912 TO SMARTE CARTE
INC. AND AWARD OF EWR PERMIT ANB-073 TO AIRPORT CARTS LLC**

It was recommended that the Board authorize the Executive Director to enter into five-year agreements for luggage cart services at John F. Kennedy (JFK) and Newark (EWR) International Airports, with Smarte Carte, Inc. and Airport Carts LLC, respectively, in order to enhance the level of service provided to airport customers by utilizing new, state-of-the-art luggage carts and associated equipment.

At both JFK and EWR, luggage carts will be provided free of charge to arriving international passengers. Carts are provided on a rental basis to departing international and all domestic passengers.

Smarte Carte, Inc and Airport Carts LLC are required to install, provide and maintain new, state-of-the-art luggage carts and associated equipment for use in and outside the various airline terminals and parking lots. Prior to the commencement of the Light Rail System (LRS) service at JFK, Smarte Carte is also required to replace the fleet of brakeless carts it will provide at the outset of its permit with a fleet of new carts equipped with brakes and to include LRS stations in the areas it services. Smarte Carte will also be provided an annual lump sum reimbursement, after commencement of the LRS service, in the event it incurs unanticipated costs as a result of implementation of the LRS proportional to increased revenues it receives from cart rentals.

Both agreements require the contractor to pay the Port Authority a percentage fee on gross receipts, subject to specified minimums, from the rental of luggage carts to departing international and all domestic passengers, and also provides that the Port Authority pay the contractor a specified price per use of a free luggage cart by arriving international passengers (the Customs Cart Payment). The Customs Cart Payment will be adjusted, under both agreements, on an annual basis based upon changes to the Consumer Price Index. Costs incurred to provide the free luggage cart service will be based on actual usage at each airport, currently estimated to be \$15.5 million at JFK and \$9 million at EWR for the five-year term of each permit. Estimated revenues from the rental cart service for the five-year period are \$1.1 million at JFK and \$1.5 million at EWR.

Both permits are cancelable by the Port Authority without cause on 30-days' notice. In the event a permit is canceled without cause, the Port Authority will reimburse the contractor for its unamortized investment in equipment, not to exceed \$3 million under the JFK agreement and \$1.5 million under the EWR agreement. Ownership of the equipment, which will consist of no less than 6,000 carts at JFK and 3,000 carts at EWR, will transfer to the Port Authority at that time.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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 Smarte Carte, Inc. and Airport Carts LLC to operate a luggage cart dispensing and retrieval service at John F. Kennedy International Airport (JFK) and Newark International Airport (EWR) respectively, both agreements to include providing luggage carts, associated equipment, and maintenance services for a five-year period commencing on or about April 1, 1999 at JFK and May 1, 1999 at EWR; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to approve extra work under each agreement in an amount up to six percent of the cost of the free cart program at the respective airport with such authority to be delegated to the Director of Aviation; and it is further

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

JOHN F. KENNEDY INTERNATIONAL AIRPORT - AIRIS JFKI, LLC AND AIRIS JFKII, LLC - LEASE AGREEMENTS FOR CARGO DEVELOPMENT SITES

It was recommended that the Board authorize the Executive Director to enter into two separate lease agreements, with approximately 17-year terms, for the development of air cargo facilities at John F. Kennedy International Airport with: (1) Airis JFKI, LLC covering a site of approximately 24 acres and (2) Airis JFKII, LLC covering a site of approximately 18 acres. The term of each lease would be extended ten years to 2025 in the event the City Lease is extended.

The ground rent specified will be subject to escalation at prescribed intervals throughout the term of each lease. The ground rent, however, will be deferred during the 24-month construction period. The deferred rent will accrue interest at the rate of 8.25 percent per annum and be repaid over the initial term of the leases. Provisions for cargo handling and subleasing fees will be included in the leases.

Financing of the tenant's construction may be by means of New York City Industrial Development bonds. If a leasehold mortgage is required with any tenant financing an appropriate additional rent would be required. The Port Authority may also be asked to enter into a Memorandum of Understanding with the tenant and The City of New York in connection with the continuation of the tenant's occupancy in the event the City Lease is not extended.

The Port Authority is constructing a taxilane serving the Korean Air Lines' site and two adjacent Airis sites. The construction cost will be recovered from Korean Air Lines, Airis JFKI, LLC and Airis JFKII, LLC.

Baseline subsurface investigations have been completed for both sites. Airis JFKI, LLC and Airis JFKII, LLC (collectively, Airis) will be responsible for all environmental aspects of both sites above the baselines. In addition, Airis will be responsible for any contamination which is discovered during the performance of any construction or improvement and is not included in the baseline studies unless Airis can prove to the satisfaction of the Port Authority that such contamination existed on the premises prior to the effective date of the leases. In such event, the Port Authority will be responsible for the cost of remediation of such contamination.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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 Airis JFKI, LLC, substantially in accordance with the terms and conditions set forth above; 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 Airis JFKII, LLC, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into all ancillary agreements necessary to facilitate construction of the cargo facilities, substantially in accordance with the terms and conditions set forth above; and it is further

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

NEWARK INTERNATIONAL AIRPORT - NEW LEASE WITH CONTINENTAL AIRLINES, INC. FOR CARGO BUILDING AND PARTIAL LEASE SURRENDERS WITH UNITED AIR LINES, INC., TRANS WORLD AIRLINES, INC., AIR CANADA AND DYNAIR SERVICES

It was recommended that the Board authorize the Executive Director to (1) enter into a 25-year lease with Continental Airlines, Inc. (Continental) for the construction of a new cargo building on a site of approximately six acres at Newark International Airport; (2) enter into lease supplements with United Air Lines, Inc., Trans World Airlines, Inc., Air Canada, and DynAir Services for the partial surrender of ramp space which will become part of the Continental leasehold; (3) provide construction payments to Continental for modification of utilities necessary for the operation of the proposed cargo building in an amount not to exceed \$850,000; and (4) reimburse Continental the cost differential between the disposal of non-hazardous and hazardous soil in an amount not to exceed \$1.6 million.

Continental will pay a ground rent subject to annual Consumer Price Index adjustments capped at 4 percent effective every three years and an Airport Services Factor adjusted annually.

Continental is obligated under the lease to provide interim tenant staging space during the reconstruction of Buildings 151 and 152.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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 Continental Airlines, Inc., enter into partial lease surrender agreements with United Air Lines, Inc., Trans World Airlines, Inc., Air Canada, and DynAir Services, and enter into all agreements and contracts necessary to facilitate construction of a cargo building at Newark International Airport, substantially in accordance with the terms and conditions set forth above; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

**TETERBORO AIRPORT - SIGNATURE FLIGHT SUPPORT-NEW JERSEY, INC. -
CONSENT TO AGREEMENT EXTENDING USE AND OCCUPANCY
AGREEMENT TA-059 AND PROJECT AUTHORIZATION FOR THE
CONSTRUCTION OF NEW TAXIWAY Q AND AWARD OF CONTRACT**

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to Use and Occupancy Agreement TA-059 (TA-059) between Johnson Controls World Services Inc. (Johnson Controls), the present operator of Teterboro Airport (TEB) under an agreement due to expire on December 31, 1999, and Signature Flight Support-New Jersey, Inc. (Signature) at TEB to provide the Port Authority's consent and agreement to: (a) the extension of TA-059 for a term to expire either twenty years from the date of beneficial occupancy of the last of four new hangars to be constructed by Signature as further described below, but in no event later than December 30, 2025 or on December 30, 2005 if all four hangars have not then been constructed; (b) the construction by Signature of a new hangar of not less than 36,400 square feet to replace Hangar 15, with adjoining office and shop space of not less than 10,000 square feet and a passenger terminal of not less than 9,200 square feet, and two additional new hangars, each consisting of a minimum of 30,000 square feet, with adjoining office and shop space of not less than 9,200 and 8,400 square feet, respectively, to replace Hangars 16 and 17, respectively; (c) subject to the Port Authority and the Federal Aviation Administration (FAA) agreeing on a new location for the FAA divisions currently located in Building 70, Signature to be obligated to demolish Building 70, add the land on the Building 70 site to TA-059, and design and construct an aircraft hangar of approximately 21,000 square feet, with adjoining office and shop space of not less than 12,000 square feet; (d) the addition to TA-059 of the space covered under Agreements TA-140 and TA-264, which latter Agreements would be allowed to expire by their respective terms; (e) subject to the relocation of Taxiway P, Signature to be obligated to take the land area created by the relocation of Taxiway P immediately in front of its space as additional land under TA-059 and pave the same to provide for additional aircraft ramp area; (f) Signature to expend a minimum of \$12.7 million for construction of the four hangars and paving work, and the Port Authority to reimburse Signature in an amount not to exceed \$500,000 for the demolition of Building 70 and advance to Signature an amount not to exceed \$15 million for the construction of the four new hangars and pavement of the above ramp area, to be repaid as additional fees to the Port Authority over the term of TA-059 in addition to annual fees for 1999 of \$904,484 which would be increased in 2000 to approximately \$1,334,270 and thereafter escalated annually by the Consumer Price Index; (g) the building fees to be abated if, as and when the space in existing Hangars 15, 16 and 17 is vacated and demolition of the Hangars begun; and (h) said agreement would continue on substantially the same terms and conditions directly with the Port Authority or such other airport operator operating the Airport in the event the current Operating Agreement with Johnson Controls is terminated or expires.

It was also recommended that the Board authorize a project at TEB for the construction of a new Taxiway Q, from the departure end of Runway 24 to Taxiway L, at an estimated total project cost of approximately \$8 million, the Executive Director to have the option to award the necessary contracts covering such work or to enter into an agreement with Johnson Controls to allow Johnson Controls as airport manager to manage the project, with the Port Authority reimbursing Johnson Controls up to the aforesaid amount for the cost thereof.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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-059 with Johnson Controls World Services Inc. (Johnson Controls) and Signature Flight Support-New Jersey, Inc. at Teterboro Airport, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that a project at Teterboro Airport for the construction of a new Taxiway Q, from the departure end of Runway 24 to Taxiway L, at an estimated total project cost of approximately \$8 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, planning, engineering, administrative and financial expenses and a project contingency (if necessary), plus up to \$4 million for wetland mitigation, 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 a) take such action with respect to the award of purchase and 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 such contracts as he deems appropriate, to the lowest 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 other contractors; and to b) execute such other 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 to c) enter into such other agreements as may be necessary to effectuate the project; or to enter into an agreement with Johnson Controls whereby Johnson Controls would perform such relocation work and the Port Authority would reimburse Johnson Controls for all planning, design, and construction costs, including direct labor costs, associated with the construction of a new Taxiway Q up to an amount not to exceed \$8 million; and it is further

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

NEWARK BAY SUBCHANNEL PLACEMENT CELLS - PROJECT AUTHORIZATION

Anticipating that the Newark Bay Confined Disposal Facility will reach near capacity by year-end 1999, the Port Authority submitted a permit application to the U.S. Army Corps of Engineers in May 1998 to construct a separate 10 million cubic-yard regional disposal facility in Newark Bay composed of a series of Subchannel Placement Cells (SPCs) which would be sequentially constructed and filled with contaminated dredged material. The SPC approach is now being successfully implemented in Boston harbor. Phase I of the project would include design engineering, preparation of an Environmental Impact Statement, and preparation and award of contracts for construction of up to five SPCs with a total estimated capacity of 3 million cubic yards. The estimated cost for the entire project is \$250 million, with Phase I cost estimated at \$81 million. Staff plans to seek additional Board authorization for all costs beyond those applicable to Phase I.

The purpose of the project is to provide an environmentally safe and cost-effective disposal alternative for contaminated material dredged from regional marine facilities and federal channels. Specifically, Phase I of the project will facilitate completion of the Kill Van Kull/Newark Bay deepening project to 45 feet by 2004, and will result in estimated cost savings of approximately \$151 million from the fully funded Kill Van Kull/Newark Bay project cost, thereby reducing the Port Authority's contribution as local project sponsor.

It is anticipated that total Port Authority project costs not allocable to Port Authority use of the facility will be recovered through a disposal tipping fee to be levied on users of the SPCs, the amount of which will be determined based on the actual total project cost. Board authorization will be sought prior to imposition of any such fee.

Construction of the project is contingent upon approval by the United States Environmental Protection Agency for use of red-brown clay which will need to be excavated as part of the project as remediation material at the Historic Area Remediation Site and receipt of permits from the State of New Jersey and the United States Army Corps of Engineers.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song voting in favor; none against:

RESOLVED, that the Board hereby authorizes:

1. A project for the construction and operation of a regional dredged material disposal facility in Newark Bay consisting of a series of Subchannel Placement Cells (SPCs) with an estimated capacity of 10 million cubic yards of contaminated dredged material at an estimated total project cost of \$250 million, and funding for all costs associated with construction, operation, management and monitoring of the first five SPCs for the disposal of approximately 3 million cubic yards of contaminated material from the Kill Van Kull/Newark Bay deepening project to 45 feet and from maintenance dredging of regional berths and channels at an estimated Phase I project cost of \$81 million including administrative, engineering, planning and financing expenses, payments to contractors and allowances for net cost and extra work,

and a project contingency; the construction of the Subchannel Placement Cells is contingent upon obtaining the necessary permits and use of the cells for dredged material disposal relating to the Kill Van Kull/Newark Bay project is contingent upon appropriate agreements toward that end; and

2. The Executive Director to: a) take such action with respect to purchase and construction contracts and agreements for professional and advisory services for Phase I of the foregoing project and agreements with respect to operation, management and monitoring of the five Phase I SPCs, as he deems in the best interest of the Port Authority, including without limitation, award 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 the Executive Director deems reasonable, rejection of all bids, solicitation of new bids on revised or the same requirements, or negotiation with one or more bidders or other contractors; b) execute such other contracts and supplemental agreements with such bidders or contractors as he deems is 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) purchase environmental liability insurance to cover the construction, operation, closure and monitoring of the five Phase I SPCs, the cost of which is included in the total estimated Phase I project cost; and d) enter into such other agreements, and execute such documents, including, without limitation, an agreement with the State of New Jersey, acting through the Tidelands Resource Council, for an assignment of management rights over the tidelands where the SPCs would be constructed, as may be necessary to effectuate the project; and it is further

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

PROJECT COOPERATION AGREEMENT - KILL VAN KULL, NEWARK BAY AND ELIZABETH CHANNELS 45-FOOT DEEPENING PROJECT - INCREASE IN AUTHORIZATION

It was recommended that the Board supplement its action of January 29, 1998 authorizing the Executive Director to enter into a Project Cooperation Agreement (PCA) with the United States Government acting through the Department of the Army for the deepening to 45 feet and the selective widening of the Kill Van Kull, Newark Bay and Elizabeth Channels, by authorizing the Executive Director to enter into a PCA providing for an increased total estimated project cost, from \$621 million to \$733 million, and by authorizing payment by the Port Authority of the 35-percent local share which has been revised from \$217 million to \$256.6 million, plus \$5.9 million for utility relocations.

The purpose of the PCA is to enable final design and construction of a 45-foot deep federal channel in the Kill Van Kull, Newark Bay and Elizabeth Channels to ensure that modern deep-draft containerships can safely navigate to the Elizabeth-Port Authority Marine Terminal and portions of Port Newark as well as to the Arthur Kill Channel leading to the Howland Hook Marine Terminal. These 45-foot deep channels are critical to maintaining the competitive advantages of the Port of New York and New Jersey over other ports. The United States Army Corps of Engineers (Corps) is deepening the Kill Van Kull, Newark Bay and Elizabeth Channels to 45 feet in two phases.

Section 202A of the 1986 Water Resources Development Act (WRDA) authorized deepening of the Kill Van Kull, Newark Bay and Elizabeth Federal Channels to 45 feet at a total cost of \$325 million. The Port Authority entered into a Local Cooperation Agreement with the United States Government for the first phase of construction to 40 feet, which has already been completed at a cost of \$270 million. The 1996 WRDA increased the authorization for the 45-foot channel to \$750 million, which provides, after the application of a 20 percent permitted allowance and the deduction of the \$270 million spent on Phase I, up to \$630 million of authorized funding for Phase II.

The Corps is currently completing the design for the second phase of the deepening to 45 feet and is prepared to initiate construction this federal fiscal year with \$30 million already appropriated by Congress. The Port Authority is repeating its role as local project sponsor. Construction commencement, however, is legally contingent upon the signing of the required PCA between the Port Authority and the Corps.

In January 1998, the Board authorized the Executive Director to negotiate and enter into a PCA with the Corps. At the time of the Board authorization, the Corps advised the Port Authority that the estimated cost of the Project was \$621 million, plus interest. The Corps included this estimate in the first draft of the PCA.

In November 1998, the Corps advised the Port Authority for the first time that its engineering regulations now require the Corps to incorporate into the PCA fully funded project estimates, which are total project costs estimated at the mid-term of the project, including the cost of inflation. The fully funded estimate provided by the Corps for the project to the year 2004 is \$733 million, of which \$256.6 million would be required to be provided by the local sponsor.

Staff continues to work with the Corps and the U.S. Environmental Protection Agency (EPA) to resolve a critical issue with respect to the testing of prehistoric red-brown clay, which will need to be excavated as part of the project. The proposed Port Authority construction of Subchannel Placement Cells (SPCs) as part of the project also requires the excavation of red-brown clay. The construction of SPCs is the subject of a separate Board authorization. This material was expected to be deemed exclusionary, i.e., not require sediment testing, as had been the case with the Newark Bay Confined Disposal Facility. The EPA, however, has taken the position that the red-brown clay underlying the silt must undergo full biological testing to determine its suitability to be used as remediation material at the Historic Area Remediation Site ("HARS").

The Port Authority's position is that we should not be required to test the clay because it has not come into contact with contaminants and is consistent with material that was placed at the HARS in past years. If it is determined that the red-brown clay from the Kill Van Kull/Newark Bay/Elizabeth channels deepening project to 45 feet will not be permitted to be disposed in the ocean, the project cost will be significantly increased and the construction of the SPCs could be prolonged, thereby delaying the project beyond the targeted completion date of 2004.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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 Project Cooperation Agreement with the Department of the Army to construct a 45-foot deep channel with selective widening in the Kill Van Kull, Newark Bay and Elizabeth Channels as authorized by Congress at an estimated cost of \$733 million; (2) pay the United States Government the local share of such construction costs, 35 percent of the total construction costs, currently estimated at \$256.6 million plus \$5.9 million for utility relocation plus interest payments to fund the local non-federal share, and provide an interest-bearing escrow, letter of credit or other funding assurance as required under federal law to fulfill this funding obligation; and (3) execute agreements, contracts and documents as may be necessary to effectuate the foregoing; and it is further

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

THE WORLD TRADE CENTER – PERMANENT SECURITY PROGRAM – PROJECT REAUTHORIZATION

Following the February 1993 bombing, The World Trade Center implemented interim and accelerated security improvements and began development of a World Trade Center security master plan. In July 1996, the Board authorized \$35.4 million for The World Trade Center Permanent Security Program. The key objectives of this program include protection of the perimeter, controlled access to sensitive building areas, centralization of security monitoring and coordination, and balancing World Trade Center security needs with tenant operations. The major components in the Permanent Security Program include lobby access control, a photo ID proximity card badge system, expanded perimeter and Plaza closed-circuit television (CCTV), intrusion detection and alarm activated CCTV at critical building systems and doors, a new Security Control Center and backup facility, and a complete redundant communications highway for all security equipment.

In September 1996, the Executive Director authorized the award of Contract WTC-890.042 for the design, furnishing and installation of an integrated security system for The World Trade Center to EJ Electric Installation Company and Electronic Systems Associates, P.C., a joint venture, at an estimated contract cost of \$24.32 million, inclusive of net cost and extra work.

Much of the equipment installation has been performed. However, there have been schedule delays, particularly in the contractor's completion of the customized software needed to operate the system. The "off-the-shelf" software which the contractor originally specified in its proposal was not able to meet the performance requirements of the contract. The original project plan assumed an aggressive design/build schedule and approach that must now be adjusted to reflect the contractor's ability to perform. Further, during performance of the contract it was necessary to order additional items of work, involving software modifications for improved reporting, improved egress features in the alarm and door lock systems, and integration with the Parking Access Control System.

It was therefore recommended that the Board reauthorize The World Trade Center Permanent Security Program at a total estimated project cost of \$44.4 million, and increase the extra work allowance for Contract WTC-890.042 by \$2.6 million.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Philibosian, Schweitzer and Song voting in favor; none against:

RESOLVED, that the project to design and install all components of the Permanent Security Program at The World Trade Center, originally authorized by the Board in July 1996 at a total estimated project cost of \$35.4 million, be and it hereby is reauthorized at the total estimated cost of \$44.4 million, including administrative, engineering, planning and financial expense, payments to vendors, consultants and contractors, and allowances for net cost and extra work (if necessary) and a project contingency (if necessary); and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, in connection with project completion, to: a) take such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services as he deems in the best interest of the Port Authority, including, without limitation, awards to contractors submitting proposals who, in his opinion, are qualified by reason of responsibility, experience and capacity to perform the work and whose proposal price the Executive Director deems reasonable, rejection of all proposals, solicitation of new proposals on revised or the same requirements from one or more contractors, or negotiation with one or more proposers or other contractors; and b) execute contracts and supplemental agreements with such 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 project contract and agreement, including supplemental agreements; the form of the contracts and agreements shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to increase the allowance for extra work under Contract WTC-890.042 from the estimated amount of \$1.75 million to the estimated amount of \$4.35 million, an increase of \$2.6 million, for design and field changes relating to the existing contract scope of work and for additional items of work.

**THE WORLD TRADE CENTER – EDUCATIONAL BROADCASTING CORPORATION
(WNET) – LEASE AMENDMENT, DTV BROADCAST LICENSE – SERVICE
AGREEMENT**

It was recommended that the Board authorize the Executive Director to enter into an agreement or supplement an existing agreement as appropriate, to (i) grant Educational Broadcasting Corporation (WNET) a license to broadcast digital television (DTV) from an antenna on the mast atop One World Trade Center (WTC); (ii) extend WNET's current analog television broadcast license and (iii) extend and modify WNET's associated space lease; all in order to enable WNET to continue to broadcast from the WTC.

It was further recommended that the Board authorize the Executive Director to enter into an agreement with WNET for Port Authority-related public information and promotional services and announcements.

The agreements will provide for a term of approximately ten years, with WNET to have an option for a ten-year extension.

The Federal Communications Commission has recently granted existing television broadcasters licenses to transmit DTV, which is a television broadcast system that is forecast to eventually supplant the existing analog television broadcast system.

Under a separate agreement previously authorized by the Board, the National Broadcasting Company will design and construct a panel antenna on the mast atop One WTC that will accommodate up to five broadcasters in addition to WNET.

As the flagship station of the Public Broadcasting System in the New York/New Jersey bi-state region, WNET provides educational television programs and services to the public.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Schweitzer and Song voting in favor; Commissioner O'Neill abstaining; 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 Educational Broadcasting Corporation on substantially the terms and conditions set forth above; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve changes in the final terms and provisions of the agreements in the event they are not substantially in accordance with those set forth above; and it is further

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

THE WORLD TRADE CENTER - GEORGESON & COMPANY, INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director (i) to enter into a lease agreement (the New Lease) with Georgeson & Company, Inc. (Georgeson) covering approximately 25,000 rentable square feet of space at the World Trade Center (WTC), consisting of a portion of the 32nd floor of One WTC, for a term expiring approximately fifteen and one-half years from the commencement date of the letting, which will occur on or about January 1, 1999, and (ii) to enter into a brokerage agreement with Julien J. Studley, Inc., the broker involved in the transaction.

At its meeting on August 28, 1997, the Board authorized the Executive Director to enter into a lease agreement with Georgeson covering approximately 56,000 rentable square feet on the 77th and 78th floors of Two WTC (the Existing Lease). Subsequently, Georgeson sold a portion of its business, and advised that it no longer requires the amount of space covered by the Existing Lease. Georgeson is currently in the process of assigning the Existing Lease to another company in accordance with the terms of the Existing Lease. Georgeson currently requires approximately half the amount of space covered by the Existing Lease, and has agreed to enter into the New Lease covering the space it now requires.

Under the New Lease Georgeson will pay an aggregate basic rental for the premises of approximately \$15.2 million. Georgeson will pay its proportionate share of any increases in direct operating and maintenance costs over the actual costs and expenses for the 1999 base year and will pay increases in payments in lieu of taxes as provided in the New Lease. Georgeson will be provided protection from all increases in real estate taxes due to any initial reassessment of the building resulting from a change in the ownership, or net leasing, of One WTC during the term of the letting under the New Lease, and will pay its proportionate share of increases after such initial reassessment. The Port Authority will provide Georgeson with a construction allowance, and will also grant Georgeson assignment, subletting, expansion, termination, and renewal rights, as specified in the New Lease.

The Port Authority will be required to perform demolition and other space preparation work (including the installation of sprinkler loops, removal, if necessary, of vinyl asbestos floor tile, asbestos abatement, and re-fireproofing) at a cost of approximately \$450,000 and certain Americans with Disabilities Act and refurbishing work in corridors and bathrooms on the 32nd floor of One WTC and on any floor on which expansion space may be located, at a cost of approximately \$25,000 per bathroom. The final terms of the New Lease will be subject to the approval of the Committee on Operations in the event that the gross effective rent or the term of the letting is not substantially in accordance with the terms outlined to the Board.

The Port Authority will pay a brokerage commission to Julien J. Studley, Inc. the broker involved in the transaction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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) enter into a lease agreement with Georgeson & Company, Inc. (Georgeson) covering the letting of space at The World Trade Center substantially in accordance with the terms and conditions outlined above; (2) enter into a brokerage agreement with Julien J. Studley, Inc. in connection with such letting, and (3) take such actions with respect to the award of purchase and construction contracts, and contracts for professional and advisory services as he deems to be in the best interest of the Port Authority to meet the commitments undertaken by the Port Authority in the lease agreement with Georgeson, including entering into agreements for net cost work and additional work, entering into agreements with Georgeson to reimburse Georgeson for the performance of all or a portion of the work which the Port Authority is required to perform for Georgeson pursuant to the lease agreement, entering into supplemental agreements, and the award of contracts on a sole-source basis; the form of the agreements in each instance to be subject to the approval of General Counsel or his authorized representative; and it is further

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

ALL FACILITIES - NYTP, INC. - INSTALLATION AND OPERATION OF A WIRELESS TELECOMMUNICATIONS NETWORK ACCESS SYSTEM

It was recommended that the Board authorize the Executive Director to enter into an exclusive agreement with an entity controlled by the principals of NYTP, Inc. (NYTP) to finance, construct and manage a Wireless Telecommunications Network Access System (the Network) at major Port Authority facilities.

NYTP will construct a shared-use telecommunications platform that will offer all interested wireless telecommunications carriers the ability to provide their customers with radio signal coverage inside major Port Authority facilities. The Network will serve most interior Port Authority public areas with radiating coaxial cable, with selected interior and exterior locations to be served with point source antennas. NYTP will arrange for private project financing from institutional lenders and wireless carriers of the estimated total investment of \$50 million. Subscribing carriers will make minimum payments to NYTP with additional payments to be based on usage volumes. NYTP will contract with qualified telecommunications and engineering firms to implement the Network. Wireless carriers will not be permitted to install individual antenna systems at Port Authority facilities where the Network is installed.

The base term of the agreement with NYTP is 17 years with NYTP having the option to extend the agreement for an additional eight-year term. For each year of the agreement, NYTP will pay the Port Authority a minimum fee, and percentage fees in excess of the minimum fee. In addition, NYTP will pay a share of its revenues from non-exclusive in-building wireless services at The World Trade Center and at possible additional facilities.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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 an entity controlled by the principals of NYTP, Inc. on substantially the terms and conditions set forth above and into such other related agreements as may be necessary or appropriate to effectuate the transaction described above; and it is further

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

FUNDING FOR NEW YORK AND NEW JERSEY AIR SERVICES DEVELOPMENT OFFICES - AGREEMENT WITH THE AVIATION DEVELOPMENT COUNCIL

It was recommended that the Board authorize funding to continue the New York and New Jersey Air Services Development Office (ASDO) programs which serve John F. Kennedy International Airport (JFK), LaGuardia Airport (LGA) and Newark International Airport (EWR), for a two-year period commencing on January 1, 1999 and ending on December 31, 2000, at a total cost not to exceed \$652,000, and authorize the Executive Director to enter into an agreement with the Aviation Development Council (ADC) to manage, procure and administer contract services and to provide advisory and consultation services for these programs at no additional cost to the Port Authority.

ASDO began as a pilot program in 1983 for JFK and LGA and expanded to EWR in 1987. Its mandate is to make the aviation industry more aware of the broad range of goods and services available from local businesses and to familiarize these businesses with opportunities and methods for selling their goods and services to the aviation industry. The programs have promoted the exchange of information between airport tenants and local businesses by a variety of techniques, including the installation of a buyer and seller information system, semi-annual networking events, quarterly newsletters and technical assistance programs. Special efforts have been made by ASDO to involve local minority and women-owned businesses by conducting outreach programs to local economic development corporations and communities to encourage minority and women-owned companies to become certified by the Port Authority. The ASDO program has been directly responsible for 2,202 contract awards totaling approximately \$234 million in New York and for 176 contract awards totaling approximately \$66 million in New Jersey. In addition to ASDO's projected annual budget of \$326,000 for 1999-2000, the Port Authority will continue to provide on-airport space for both the New York and New Jersey ASDO programs at an approximate annual value of \$80,000.

The ADC serves as a mechanism to address a variety of issues of concern to the aviation community, and administers the New York and New Jersey ASDO programs for the Port Authority. Since the ADC's membership includes representatives of the aviation industry, it is an appropriate and effective entity to procure and administer contract services and to provide advisory and consultation services to assist both the New York and New Jersey programs in achieving their goals. There is no cost to the Port Authority for ADC's services to the ASDO programs.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song voting in favor; none against:

RESOLVED, that funding for the Air Services Development Office (ASDO) programs in New York and New Jersey, which serve John F. Kennedy International Airport, LaGuardia Airport and Newark International Airport, be and it hereby is authorized for a two-year period commencing on January 1, 1999 and ending on December 31, 2000, at a total cost not to exceed \$652,000; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with the Aviation Development Council to manage, procure and administer contract services and to provide advisory and consultation services for the ASDO programs at no additional cost to the Port Authority; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**PARTICIPATION IN THE 1999 AMERICAN ASSOCIATION OF PORT
AUTHORITIES CONVENTION**

It was recommended that the Board authorize the Port Authority to expend funds estimated at \$980,000 to host the 1999 American Association of Port Authorities (AAPA) Annual Convention, for which expenditures are anticipated to be fully recovered; any shortfall of recovery amount to be paid by the Port Authority in an amount not expected to exceed \$250,000; and authorize the Executive Director to enter into agreements with the New York Hilton Hotel and other entities necessary for the provision of goods or services required for the planning and effectuation of the Convention.

At the request of the City of New York and the New York Convention and Visitors Bureau, staff submitted a bid at the 1994 AAPA Spring Meeting to host the 1999 AAPA Annual Convention. The last convention held in New York was in 1982 and was hosted by the Port of New York and New Jersey. Competing with three other member ports, the Port of New York and New Jersey was selected as the venue for the 88th Annual AAPA Convention, to be held September 26 through October 1, 1999. AAPA Washington headquarters staff are responsible for the business portion of the program. As host port and lead sponsor of this major gathering, the Port Authority will be responsible for coordinating all logistics, details and events required for the six-day duration of the Convention. Responsibilities will include promotion and advertising of the Convention, arrangements for registration, meeting facilities, food/banquet services, tour programs and solicitation of corporate sponsorships for the event. Approximately 1,000 participants are expected to attend.

The Convention is the highlight of AAPA's annual program and brings together representatives of its 144 member ports throughout the United States, Canada, the Caribbean and Latin America. The program is intended to foster port development activities and showcase our regional trade and transportation assets.

The total cost for the 1999 AAPA Annual Convention is estimated to be \$980,000. Of this amount, approximately \$600,000 is expected to be recovered from Convention registrations and related fees and \$150,000-\$380,000 is expected to be recovered from major corporate sponsors. Any shortfall of recovery, which is not expected to exceed \$250,000, will be paid by the Port Authority.

It is estimated that the Convention will generate \$2.5 million in regional economic activity.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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 expend funds estimated at \$980,000 to host the 1999 American Association of Port Authorities (AAPA) Annual Convention; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into agreements with the New York Hilton Hotel and such other entities as may be necessary for the provision of goods or services required for the planning and effectuation of the 1999 AAPA Annual Convention; and it is further

RESOLVED, that all documents required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**SETTLEMENT OF CLAIM - MARK GALLI v. THE CITY OF NEW YORK AND THE
PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle the pending action entitled Mark Galli v. The City of New York and The Port Authority of New York and New Jersey, by paying to plaintiff and his attorney the sum of \$300,000 in exchange for the Port Authority's receipt of a General Release from liability and a Stipulation of Discontinuance of the action, with prejudice.

Mr. Galli sustained serious injuries at Erie Basin when the roof of Building 161 collapsed on him on November 15, 1991, as the result of which Mr. Galli suffers from permanent seizure disorder and memory loss. Mr. Galli has been unable to return to work since his accident, except for a period of two days after which his injuries forced him to leave his job, never to return.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, O'Neill, Schweitzer and Song 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 Mark Galli v. The City of New York and The Port Authority of New York and New Jersey, by paying \$300,000 to plaintiff and his attorney in return for the Port Authority's receipt of a General Release from liability and a Stipulation of Discontinuance of 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 October 1, 1998 to October 31, 1998.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK753A	BUILDING NO.90 ROOF REPLACEMENT JOHN F. KENNEDY INT'L AIRPORT M&D BURKE ROOFING	84,789(A) 5,000(C) 7,000(D) 96,789	84,789(A) -0- (C) 7,000(D) 91,789
JFK803	INTERNATIONAL ARRIVALS BUILDING REROOFING OVER BAGGAGE BELTS AND MAIN LOBBY SUPPLEMENTAL AGREEMENT NO.1 REROOF 150TH STREET LIGHTING VAULT JOHN F. KENNEDY INT'L AIRPORT TIRANA ROOFING CORPORATION	189,750(A) 24,000(D) 4,250(E) 21,500(F) 2,500(G) 242,000	189,750(A) 24,000(D) 2,808(E) 21,500(F) -0-(G) 238,058
LGA526	PILE SUPPORTED STRUCTURES, EXPANSION JOINTS, BULKHEAD AND CONCRETE DECK REHABILITATION LAGUARDIA AIRPORT ANJAC ENTERPRISES INC.	1,039,390(A) 396,750(B) 1,047(C) 101,000(D) 17,861(I) 1,556,048	1,039,390(A) 274,470(B) 1,047(C) 39,652(D) 17,861(I) 1,372,420
LGA590	MARINE AIR TERMINAL EGRESS STAIR LAGUARDIA AIRPORT ADAMS MANAGEMENT GROUP, INC.	97,293(A) 9,730(D) 107,023	92,280(A) 9,605(D) 101,885
EWR154 086	TERMINAL 'A' FRONTAGE SIGNS NEWARK INT'L AIRPORT IMAGE HOUSE CONSTRUCTION CO, INC.	133,000(A) 11,000(D) 144,000	133,000(A) 11,000(D) 144,000
EWR564	CENTRAL HEATING AND REFRIGERATION PLANT HIGH TEMPERATURE HOT WATER GENERATORS REPLACEMENT OF BURNERS AND CONTROLS NEWARK INT'L AIRPORT TAGGART ASSOCIATES CORP.	677,000(A) 9,120(C) 680,000(D) 1,366,120	613,514(A,K) 9,120(C) 59,671(D) 682,305
GWB396	REPLACEMENT OF DRAIN VALVES FOR MAIN FIRE STANDPIPE SYSTEM GEORGE WASHINGTON BRIDGE CCM CONTRACTING CORP.	194,000(A) 15,500(D) 209,500	194,000(A) 7,700(D) 201,700

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
AK140	REMOTELY RELAMPABLE CHANNEL MARKERS STATEN ISLAND BRIDGES ABCON CONTRACTING, INC.	272,640(A) 17,000(D) 100,000(J) 389,640	272,640(A) 17,000(D) 61,544(J) 351,184
LT405A	ADMINISTRATION BUILDING REROOFING LINCOLN TUNNEL TIRANA ROOFING CORP.	89,785(A) 5,000(C) 9,000(D) 37,000(H) 140,785	87,785(A) -0-(C) 9,000(D) 18,006(H) 116,791
LT442	ASPHALT PAVEMENT REHABILITATION OF NEW JERSEY HELIX LINCOLN TUNNEL RAILROAD CONSTRUCTION COMPANY INC.	33,850(A) 269,080(B) 178,000(C) 19,000(D) 499,930	33,850(A) 215,736(B) 209,655(C) 4,765(D) 464,006
LT446	REPLACEMENT OF YA TRANSFORMER IN NJVS BUILDING LINCOLN TUNNEL J.G. SALSAS & SONS, INC.	14,700(A) 1,269(C) 1,200(D) 17,169	14,700(A) 1,269(C) -0-(D) 15,909
BP173	REHABILITATION OF BULKHEADS BETWEEN PIER 5 AND SOUTH OF PIER 8 BROOKLYN PORT AUTHORITY MARINE TERMINAL MACRO ENTERPRISES, LTD.	467,100(A) 1,993,520(B) 100,000(C) 195,000(D) 2,755,620	467,100(A) 1,924,630(B) 56,767(C) 183,806(D) 2,632,303
MF224 053	TOLL PLAZA APPROACH SIGNAGE HOLLAND AND LINCOLN TUNNELS ROYAL GUARD FENCE CO., INC.	307,713(A) 10,000(C) 18,463(D) 336,176	307,713(A) -0-(C) -0-(D) 307,713

- (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) Memorandum of Authorization dated 12/15/97, increasing extra work in the amount of \$4,250.
(F) Memorandum of Authorization dated 02/03/98, authorizing Supplemental Agreement No. 1 which includes an increase in the amount of \$21,500 for lump sum work.
(G) Memorandum of Authorization dated 02/03/98, authorizing Supplemental Agreement No. 1 which includes an increase in the amount of \$2,500 for extra work.

- (H) Memorandum of Authorization dated 11/27/95, increasing extra work in the amount of \$37,000.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) Memorandum of Justification dated 7/13/98, increasing extra work in the amount of \$100,000.
- (K) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the total amount of \$63,486 for changes in the scope of the work.

(Board - 12/17/98)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period October 1, 1998 through October 31, 1998.

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>YTD</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.

(Board - 12/17/98)

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>
10/01/98	\$ 25,000,000	US T-BILL	--	12/31/98	98.89	4.400%	4.511%	\$ 24,721,944.45	Paribas Corporation
10/02/98	25,000,000	US T-BILL	--	02/11/99	98.44	4.250	4.377	24,610,416.68	Goldman, Sachs & Co
10/02/98	25,000,000	US T-BILL	--	12/31/98	98.96	4.160	4.262	24,740,000.00	Nesbitt Burns Securities
10/02/98	25,000,000	FMCDN	--	11/12/98	99.42	5.130	5.232	24,853,937.50	First Chicago Capital Mkt
10/06/98	21,000,000	FNDN	--	11/10/98	99.50	5.135	5.232	20,895,160.42	First Chicago Capital Mkt
10/07/98	30,000,000	FMCDN	--	11/30/98	99.23	5.110	5.221	29,770,050.00	Merrill Lynch Gov Sec
10/08/98	25,000,000	GECC CP	--	11/09/98	99.53	5.270	5.368	24,882,888.90	General Electric Capital
10/09/98	24,000,000	FHDN	--	12/11/98	99.11	5.060	5.176	23,787,480.00	First Chicago Capital Mkt
10/13/98	20,000,000	US T-NOTE	4.500%	09/30/00	100.72	--	4.115	20,143,750.00	Paribas Corporation
10/13/98	25,000,000	US T-BILL	--	04/08/99	98.07	3.920	4.053	24,518,166.68	Paribas Corporation
10/13/98	25,000,000	GECC CP	--	11/16/98	99.50	5.270	5.370	24,875,569.45	General Electric Capital
10/16/98	25,000,000	US T-BILL	--	06/24/99	97.10	4.160	4.318	24,274,888.90	Goldman, Sachs & Co

(Board - 12/17/98)

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>
10/16/98	\$ 25,000,000	US T-BILL	--	04/15/99	97.95	4.070%	4.213%	\$ 24,488,423.60	Goldman, Sachs & Co
10/16/98	25,000,000	US T-BILL	--	04/15/99	97.94	4.100	4.244	24,484,652.78	Prudential Securities
10/16/98	25,000,000	US T-BILL	--	03/11/99	98.35	4.060	4.185	24,588,361.10	Paribas Corporation
10/19/98	20,000,000	US T-NOTE	4.500%	09/30/00	101.08	--	3.919	20,215,625.00	Paribas Corporation
10/19/98	20,000,000	US T-NOTE	4.500	09/30/00	101.20	--	3.852	20,240,625.00	Nesbitt Burns Securities
10/21/98	19,000	USTN(116S)	5.875	01/31/99	100.44	--	4.223	19,083.13	Prudential Securities
10/21/98	20,000	USTN(116S)	6.125	07/31/00	103.33	--	4.158	20,665.63	Prudential Securities
10/21/98	20,000	USTN(116S)	5.875	07/31/99	101.09	--	4.417	20,218.75	Prudential Securities
10/21/98	20,000	USTN(116S)	5.375	01/31/00	101.31	--	4.302	20,262.50	Prudential Securities
10/21/98	21,000	USTN(116S)	5.250	01/31/01	102.36	--	4.150	21,495.47	Prudential Securities
10/21/98	281,000	USTN(116S)	5.125	11/30/98	100.17	--	3.477	281,482.97	Prudential Securities
10/21/98	289,000	USTN(116S)	6.250	05/31/99	101.03	--	4.505	291,980.31	Prudential Securities

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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>
10/21/98	\$ 297,000	USTN(116S)	5.625%	11/30/99	101.36	--	4.352%	\$ 301,037.34	Prudential Securities
10/21/98	377,000	USTN(116S)	5.875	06/30/00	102.75	--	4.171	387,367.50	Prudential Securities
10/21/98	881,000	USTN(116S)	6.375	01/15/99	100.59	--	3.748	886,230.94	Prudential Securities
10/21/98	908,000	USTN(116S)	6.375	07/15/99	101.44	--	4.351	921,052.50	Prudential Securities
10/21/98	1,148,000	USTB(116DS)	--	04/01/99	98.25	3.880%	4.004	1,127,955.92	Paribas Corporation
10/21/98	2,485,000	USTN(116S)	6.375	01/15/00	102.39	--	4.356	2,544,407.03	Prudential Securities
10/21/98	10,000,000	USTN(116S)	4.500	09/30/00	101.00	--	3.959	10,100,000.00	Prudential Securities
10/21/98	10,000,000	USTN(116S)	4.500	09/30/00	101.09	--	3.913	10,108,593.75	Nesbitt Burns Securities
10/21/98	76,998,000	USTN(116S)	6.625	07/31/01	106.23	--	4.219	81,798,344.06	Prudential Securities
10/21/98	78,788,000	USTN(116S)	6.250	05/31/00	103.05	--	4.267	81,188,571.88	Prudential Securities
10/21/98	79,168,000	USTN(116S)	5.500	12/31/00	102.74	--	4.175	81,338,935.00	Prudential Securities
10/21/98	99,453,000	USTN(116S)	5.625	12/31/99	101.45	--	4.356	100,898,176.41	Prudential Securities

(Board - 12/17/98)

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>
10/22/98	\$ 25,000,000	US T-BILL	--	01/21/99	99.04	3.810%	3.900%	\$ 24,759,229.18	Prudential Securities
10/23/98	5,000,000	US T-BILL	--	08/19/99	96.73	3.930	4.087	4,836,250.00	Nesbitt Burns Securities *
10/23/98	25,000,000	US T-BILL	--	04/22/99	98.03	3.925	4.060	24,506,649.30	Nesbitt Burns Securities
10/23/98	50,000,000	US T-BILL	--	08/19/99	96.73	3.930	4.087	48,362,500.00	Nesbitt Burns Securities *
10/26/98	20,000,000	US T-NOTE	4.500%	09/30/00	100.73	--	4.099	20,146,875.00	Nesbitt Burns Securities
10/26/98	25,000,000	US T-BILL	--	04/22/99	98.02	3.995	4.132	24,506,173.60	Nesbitt Burns Securities *
10/28/98	25,000,000	US T-BILL	--	03/25/99	98.33	4.065	4.192	24,582,208.33	Nesbitt Burns Securities *
10/28/98	25,000,000	US T-BILL	--	04/08/99	98.16	4.085	4.219	24,540,437.50	Nesbitt Burns Securities *
10/29/98	25,000,000	US T-BILL	--	04/29/99	97.91	4.130	4.277	24,478,013.90	Paribas Corporation
10/30/98	20,000,000	US T-NOTE	4.500	09/30/00	100.71	--	4.109	20,142,187.50	Nesbitt Burns Securities
	<u>\$1,016,173,000</u>							<u>\$1,019,228,325.86</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>BEY @Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
10/02/98	\$ 15,000,000	US T-BILL	--	10/22/98	99.83	3.050%	3.098%	5.530%	\$ 14,974,583.34	Nesbitt Burns Securities
10/02/98	20,000,000	US T-BILL	--	10/22/98	99.83	3.050	3.098	5.540	19,966,111.12	Nesbitt Burns Securities
10/02/98	15,000,000	US T-BILL	--	10/22/98	99.83	3.050	3.098	5.590	14,974,583.34	Nesbitt Burns Securities
10/02/98	50,000,000	US T-BILL	--	10/29/98	99.78	2.970	3.018	7.310	49,888,625.00	Prudential Securities
10/16/98	25,000,000	US T-BILL	--	11/5/98	99.79	3.750	3.810	5.480	24,947,916.68	Nesbitt Burns Securities
10/16/98	25,000,000	US T-BILL	--	11/19/98	99.68	3.360	3.418	5.750	24,920,666.68	Nesbitt Burns Securities
10/16/98	25,000,000	US T-BILL	--	11/19/98	99.68	3.440	3.499	5.780	24,918,777.78	Paribas Corporation
10/19/98	20,000,000	US T-NOTE	4.500%	9/30/00	101.28	--	3.810	28.110	20,256,250.00	Nesbitt Burns Securities
10/19/98	25,000,000	US T-BILL	--	11/5/98	99.83	3.550	3.605	5.470	24,958,090.28	Paribas Corporation
10/19/98	20,000,000	US T-NOTE	4.500	9/30/00	101.22	--	3.844	50.660	20,243,750.00	Paribas Corporation
10/23/98	5,000,000	US T-BILL	--	11/12/98	99.80	3.560	3.617	5.540	4,990,111.11	Nesbitt Burns Securities*
10/23/98	50,000,000	US T-BILL	--	11/12/98	99.80	3.560	3.617	5.648	49,901,111.10	Nesbitt Burns Securities*

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

Sale of Securities (Cont.)

<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>BEY @Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
10/23/98	\$ 13,000,000	US T-NOTE	5.000%	2/15/99	100.20	--	4.326%	5.155%	\$ 13,147,265.63	Nesbitt Burns Securities
10/26/98	25,000,000	US T-BILL	--	12/17/98	99.52	3.300%	3.362	6.110	24,880,833.33	Nesbitt Burns Securities*
10/28/98	10,000,000	US T-NOTE	6.375	5/15/99	101.06	--	4.389	6.780	10,106,250.00	Goldman, Sachs & Co
10/28/98	25,000,000	US T-BILL	--	12/3/98	99.67	3.340	3.398	5.820	24,916,500.00	Nesbitt Burns Securities*
10/28/98	25,000,000	US T-BILL	--	12/3/98	99.67	3.340	3.398	5.760	24,916,500.00	Nesbitt Burns Securities*
10/29/98	25,000,000	US T-BILL	--	4/29/99	97.93	4.100	4.245	5.650	24,481,805.55	Paribas Corporation
10/30/98	<u>20,000,000</u>	US T-NOTE	4.500	9/30/00	100.80	--	4.062	31.030	<u>20,159,375.00</u>	Nesbitt Burns Securities
	<u>\$438,000,000</u>								<u>\$437,427,230.94</u>	

BEY - Bond Equivalent Yield

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

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>
Warburg Dillon Read LLC	10/01/98	10/02/98	\$ 12,357,000	5.250%	\$ 1,802.06
Lehman Brothers	10/01/98	10/13/98	12,580,000 *	5.000	21,518.79
Nesbitt Burns Securities	10/01/98	10/02/98	14,081,000	5.230	2,045.66
Citicorp Securities Mkts	10/01/98	10/02/98	14,993,000	5.250	2,186.48
Citicorp Securities Mkts	10/01/98	10/02/98	15,483,000	5.250	2,257.94
Nesbitt Burns Securities	10/01/98	10/02/98	23,919,000	5.230	3,474.90
Lehman Brothers	10/01/98	10/13/98	26,670,000 *	5.000	45,620.52
Citicorp Securities Mkts	10/01/98	10/02/98	32,862,000	5.250	4,792.38
Warburg Dillon Read LLC	10/01/98	10/02/98	50,000,000	5.250	7,291.67
Citicorp Securities Mkts	10/02/98	10/05/98	7,562,000	5.150	3,245.36
Paribas Corporation	10/02/98	10/05/98	15,450,000	5.125	6,598.44
Nesbitt Burns Securities	10/02/98	10/05/98	27,000,000	5.130	11,542.50

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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	10/02/98	10/05/98	\$ 30,000,000	5.125%	\$ 12,812.50
Citicorp Securities Mkts	10/02/98	10/05/98	30,000,000	5.150	12,875.00
Salomon Smith Barney Inc.	10/02/98	10/05/98	44,943,750 *	5.100	19,101.09
Paribas Corporation	10/02/98	10/05/98	47,770,000	5.125	20,401.77
Citicorp Securities Mkts	10/02/98	10/05/98	54,779,000	5.150	23,509.32
Paribas Corporation	10/05/98	10/06/98	15,444,000	5.250	2,252.25
Nesbitt Burns Securities	10/05/98	10/06/98	17,665,000	5.250	2,576.15
Lehman Brothers	10/05/98	10/06/98	22,000,000	5.400	3,300.00
Nesbitt Burns Securities	10/05/98	10/06/98	44,650,000	5.250	6,511.46
Paribas Corporation	10/05/98	10/06/98	47,760,000	5.250	6,965.00
Citicorp Securities Mkts	10/05/98	10/06/98	50,000,000	5.250	7,291.67
Paribas Corporation	10/06/98	10/07/98	15,444,000	5.320	2,282.28

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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>
Greenwich Capital Mkts	10/06/98	10/07/98	\$ 26,000,000	5.300%	\$ 3,827.78
Nesbitt Burns Securities	10/06/98	10/07/98	27,216,000	5.300	4,006.80
Paribas Corporation	10/06/98	10/07/98	30,000,000	5.320	4,433.33
Nesbitt Burns Securities	10/06/98	10/07/98	30,000,000	5.300	4,416.67
Nesbitt Burns Securities	10/06/98	10/07/98	35,107,000	5.300	5,168.53
Paribas Corporation	10/06/98	10/07/98	47,440,000	5.320	7,010.58
Lehman Brothers	10/06/98	10/07/98	49,625,000 *	5.380	7,416.18
Greenwich Capital Mkts	10/07/98	10/08/98	15,267,000	5.270	2,234.92
Nesbitt Burns Securities	10/07/98	10/08/98	17,000,000	5.125	2,420.14
Paribas Corporation	10/07/98	10/08/98	22,275,000	5.280	3,267.00
Paribas Corporation	10/07/98	10/08/98	37,000,000	5.280	5,426.67
Greenwich Capital Mkts	10/07/98	10/08/98	39,000,000	5.270	5,709.17

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	10/07/98	10/08/98	\$ 39,994,000	5.280%	\$ 5,865.79
Lehman Brothers	10/07/98	10/15/98	44,493,750 *	5.000	49,758.84
Greenwich Capital Mkts	10/07/98	10/08/98	45,201,000	5.270	6,616.92
Paribas Corporation	10/08/98	10/09/98	849,314	5.110	120.56
Nesbitt Burns Securities	10/08/98	10/09/98	4,321,000	5.130	615.74
Paribas Corporation	10/08/98	10/09/98	6,457,000	5.110	916.54
Paribas Corporation	10/08/98	10/09/98	8,067,636	5.110	1,145.16
Nesbitt Burns Securities	10/08/98	10/09/98	14,976,000	5.130	2,134.08
Paribas Corporation	10/08/98	10/09/98	15,114,000	5.110	2,145.35
Paribas Corporation	10/08/98	10/09/98	15,429,000	5.110	2,190.06
Warburg Dillon Read LLC	10/08/98	10/09/98	20,000,000	5.050	2,805.56
Nesbitt Burns Securities	10/08/98	10/09/98	21,666,000	5.130	3,087.41

(Board - 12/17/98)

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>
Nesbitt Burns Securities	10/08/98	10/09/98	\$ 22,913,000	5.130%	\$ 3,265.10
Nesbitt Burns Securities	10/08/98	10/09/98	35,679,000	5.130	5,084.26
Paribas Corporation	10/08/98	10/09/98	53,280,051	5.110	7,562.81
Greenwich Capital Mkts	10/09/98	10/13/98	10,930,000	5.000	6,072.22
Deutsche Bank Securities	10/09/98	10/13/98	14,975,000	5.000	8,319.44
Zions First National Bank	10/09/98	10/13/98	22,500,000	5.000	12,500.00
Greenwich Capital Mkts	10/09/98	10/13/98	37,000,000	5.000	20,555.56
Deutsche Bank Securities	10/09/98	10/13/98	40,000,000	5.000	22,222.22
Deutsche Bank Securities	10/09/98	10/13/98	44,461,000	5.000	24,700.56
Greenwich Capital Mkts	10/09/98	10/13/98	51,205,000	5.000	28,447.22
Nesbitt Burns Securities	10/13/98	10/14/98	13,880,000	5.100	1,966.33
Zions First National Bank	10/13/98	10/14/98	14,970,000	5.060	2,104.12

(Board - 12/17/98)

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>
Paribas Corporation	10/13/98	10/14/98	\$ 16,000,000	5.000%	\$ 2,222.22
Zions First National Bank	10/13/98	10/14/98	40,000,000	5.060	5,622.22
Zions First National Bank	10/13/98	10/14/98	43,991,000	5.060	6,183.18
Nesbitt Burns Securities	10/13/98	10/14/98	48,240,000	5.100	6,834.00
Paribas Corporation	10/14/98	10/15/98	12,661,000	5.010	1,761.99
Zions First National Bank	10/14/98	10/15/98	14,969,000	5.000	2,079.03
Paribas Corporation	10/14/98	10/27/98	20,200,000 *	4.625	34,547.61
Nesbitt Burns Securities	10/14/98	10/15/98	21,000,000	5.000	2,916.67
Lehman Brothers	10/14/98	10/19/98	39,650,000 *	4.890	27,391.54
Zions First National Bank	10/14/98	10/15/98	40,000,000	5.000	5,555.56
Zions First National Bank	10/14/98	10/15/98	42,722,000	5.000	5,933.61
Paribas Corporation	10/14/98	10/15/98	49,468,000	5.010	6,884.30

(Board - 12/17/98)

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>
Zions First National Bank	10/15/98	10/16/98	\$ 11,106,000	5.150%	\$ 1,588.78
Paribas Corporation	10/15/98	10/16/98	14,303,000	5.200	2,065.99
Nesbitt Burns Securities	10/15/98	10/16/98	14,812,000	5.150	2,118.94
Paribas Corporation	10/15/98	10/16/98	32,697,000	5.200	4,722.90
Nesbitt Burns Securities	10/15/98	10/16/98	42,000,000	5.150	6,008.33
Nesbitt Burns Securities	10/15/98	10/16/98	42,493,000	5.150	6,078.86
Zions First National Bank	10/15/98	10/16/98	50,979,000	5.150	7,292.83
Nesbitt Burns Securities	10/16/98	10/19/98	11,194,000	4.850	4,524.24
Zions First National Bank	10/16/98	10/19/98	14,478,000	4.850	5,851.53
Paribas Corporation	10/16/98	10/19/98	16,000,000	4.920	6,560.00
Zions First National Bank	10/16/98	10/19/98	42,452,000	4.850	17,157.68
Zions First National Bank	10/16/98	10/19/98	43,000,000	4.850	17,379.17

(Board - 12/17/98)

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>
Nesbitt Burns Securities	10/16/98	10/19/98	\$ 50,834,000	4.850%	\$ 20,545.41
Nesbitt Burns Securities	10/19/98	10/20/98	14,353,000	4.850	1,933.67
Paribas Corporation	10/19/98	10/20/98	25,198,000	4.850	3,394.73
Deutsche Bank Securities	10/19/98	10/20/98	34,200,000	4.800	4,560.00
Paribas Corporation	10/19/98	10/20/98	36,764,000	4.850	4,952.93
Nesbitt Burns Securities	10/19/98	10/20/98	42,156,000	4.850	5,679.35
Nesbitt Burns Securities	10/19/98	10/20/98	43,000,000	4.850	5,793.06
Greenwich Capital Mkts	10/20/98	10/21/98	10,806,000	4.550	1,365.76
Paribas Corporation	10/20/98	10/21/98	13,000,000	4.500	1,625.00
Deutsche Bank Securities	10/20/98	10/21/98	14,322,000	4.550	1,810.14
Greenwich Capital Mkts	10/20/98	10/21/98	30,000,000	4.550	3,791.67
Deutsche Bank Securities	10/20/98	10/21/98	40,592,000	4.550	5,130.38

(Board - 12/17/98)

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>
Lehman Brothers	10/20/98	10/27/98	\$ 44,606,250 *	4.660%	\$ 39,650.00
Deutsche Bank Securities	10/20/98	10/21/98	45,000,000	4.550	5,687.50
Greenwich Capital Mkts	10/20/98	10/21/98	50,530,000	4.550	6,386.43
Greenwich Capital Mkts	10/21/98	10/22/98	8,563,000	4.550	1,082.27
Paribas Corporation	10/21/98	10/22/98	12,192,000	4.625	1,566.33
Paribas Corporation	10/21/98	10/22/98	13,500,000	4.625	1,734.38
Lehman Brothers	10/21/98	10/22/98	14,323,000	4.600	1,830.16
Lehman Brothers	10/21/98	10/22/98	17,489,000	4.600	2,234.71
Lehman Brothers	10/21/98	10/22/98	22,080,000	4.600	2,821.33
Warburg Dillon Read LLC	10/21/98	10/22/98	30,000,000	4.550	3,791.67
Greenwich Capital Mkts	10/21/98	10/22/98	39,000,000	4.550	4,929.17
Paribas Corporation	10/21/98	10/22/98	49,972,000	4.625	6,420.01

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	10/21/98	10/22/98	\$ 51,940,000	4.550%	\$ 6,564.64
Warburg Dillon Read LLC	10/22/98	10/23/98	5,286,000	4.500	660.75
Greenwich Capital Mkts	10/22/98	10/23/98	9,497,000	4.500	1,187.13
Greenwich Capital Mkts	10/22/98	10/23/98	13,501,000	4.500	1,687.63
Greenwich Capital Mkts	10/22/98	10/23/98	14,292,000	4.500	1,786.50
Paribas Corporation	10/22/98	10/27/98	20,225,000 *	4.625	12,834.45
Warburg Dillon Read LLC	10/22/98	10/23/98	37,322,000	4.500	4,665.25
Greenwich Capital Mkts	10/22/98	10/23/98	52,675,000	4.500	6,584.38
Warburg Dillon Read LLC	10/22/98	10/23/98	54,901,000	4.500	6,862.63
Lehman Brothers	10/22/98	10/23/98	55,000,000	4.540	6,936.11
Warburg Dillon Read LLC	10/23/98	10/26/98	5,272,000	4.530	1,990.18
Greenwich Capital Mkts	10/23/98	10/26/98	10,695,000	4.550	4,055.19

(Board - 12/17/98)

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>
Greenwich Capital Mkts	10/23/98	10/26/98	\$ 13,503,000	4.550%	\$ 5,119.89
Greenwich Capital Mkts	10/23/98	10/26/98	14,228,000	4.550	5,394.78
Lehman Brothers	10/23/98	10/26/98	24,875,000 *	4.560	9,452.50
Warburg Dillon Read LLC	10/23/98	10/26/98	36,714,000	4.530	13,859.54
Salomon Smith Barney Inc.	10/23/98	10/26/98	50,000,000	4.550	18,958.33
Greenwich Capital Mkts	10/23/98	10/26/98	50,470,000	4.550	19,136.54
Warburg Dillon Read LLC	10/23/98	10/26/98	54,901,000	4.530	20,725.13
Paribas Corporation	10/26/98	10/27/98	8,935,000	4.670	1,159.07
Greenwich Capital Mkts	10/26/98	10/27/98	9,064,000	4.600	1,158.18
Greenwich Capital Mkts	10/26/98	10/27/98	13,463,000	4.600	1,720.27
Greenwich Capital Mkts	10/26/98	10/27/98	13,526,000	4.600	1,728.32
Paribas Corporation	10/26/98	10/27/98	23,065,000	4.670	2,992.04

(Board - 12/17/98)

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>
Salomon Smith Barney Inc.	10/26/98	10/27/98	\$ 30,000,000	4.600%	\$ 3,833.33
Salomon Smith Barney Inc.	10/26/98	10/27/98	30,153,000	4.600	3,852.88
Salomon Smith Barney Inc.	10/26/98	10/27/98	36,623,000	4.600	4,679.61
Dresdner Kleinwort Benson	10/26/98	11/02/98	49,812,500 *	5.400	49,051.48
Greenwich Capital Mkts	10/26/98	10/27/98	51,570,000	4.600	6,589.50
Greenwich Capital Mkts	10/27/98	10/28/98	9,181,000	4.680	1,193.53
Greenwich Capital Mkts	10/27/98	10/28/98	13,187,000	4.680	1,714.31
Greenwich Capital Mkts	10/27/98	10/28/98	13,510,000	4.680	1,756.30
Salomon Smith Barney Inc.	10/27/98	10/28/98	29,986,000	4.710	3,923.17
Salomon Smith Barney Inc.	10/27/98	10/28/98	30,000,000	4.710	3,925.00
Salomon Smith Barney Inc.	10/27/98	10/28/98	35,465,000	4.710	4,640.00
Deutsche Bank Securities	10/27/98	10/28/98	38,000,000	4.750	5,013.89

(Board - 12/17/98)

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>
Lehman Brothers	10/27/98	10/29/98	\$ 49,500,000 *	4.850%	\$ 13,200.00
Greenwich Capital Mkts	10/27/98	10/28/98	50,470,000	4.680	6,561.10
Paribas Corporation	10/28/98	10/29/98	8,647,000	4.875	1,170.95
Paribas Corporation	10/28/98	10/29/98	13,143,000	4.875	1,779.78
Paribas Corporation	10/28/98	10/29/98	13,512,000	4.875	1,829.75
Salomon Smith Barney Inc.	10/28/98	10/29/98	29,929,000	4.830	4,015.47
Salomon Smith Barney Inc.	10/28/98	10/29/98	30,000,000	4.830	4,025.00
Salomon Smith Barney Inc.	10/28/98	10/29/98	35,230,000	4.830	4,726.69
Deutsche Bank Securities	10/28/98	10/29/98	40,000,000	4.900	5,444.44
Paribas Corporation	10/28/98	10/29/98	51,008,000	4.875	6,907.33
Paribas Corporation	10/29/98	10/30/98	7,111,000	5.070	1,001.47
Nesbitt Burns Securities	10/29/98	10/30/98	13,145,000	5.050	1,843.95

(Board - 12/17/98)

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>
Nesbitt Burns Securities	10/29/98	10/30/98	\$ 13,513,000	5.050%	\$ 1,895.57
Salomon Smith Barney Inc.	10/29/98	Open	24,737,500	Variable **	10,788.23 ***
Nesbitt Burns Securities	10/29/98	10/30/98	25,449,000	5.050	3,569.93
Nesbitt Burns Securities	10/29/98	10/30/98	34,214,000	5.050	4,799.46
Paribas Corporation	10/29/98	10/30/98	35,234,000	5.070	4,962.12
Warburg Dillon Read LLC	10/29/98	10/30/98	39,000,000	5.100	5,525.00
Paribas Corporation	10/29/98	10/30/98	52,826,000	5.070	7,439.66
Lehman Brothers	10/30/98	11/02/98	13,126,000	5.380	5,884.82
Lehman Brothers	10/30/98	11/02/98	13,515,000	5.380	6,059.23
Warburg Dillon Read LLC	10/30/98	11/02/98	27,500,000	5.350	12,260.42
Lehman Brothers	10/30/98	11/02/98	28,491,000	5.380	12,773.47
Paribas Corporation	10/30/98	11/02/98	29,826,000	5.400	13,421.70

(Board - 12/17/98)

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>
Paribas Corporation	10/30/98	11/02/98	\$ 29,979,000	5.400%	\$ 13,490.55
Lehman Brothers	10/30/98	11/02/98	31,170,000	5.380	13,974.55
Paribas Corporation	10/30/98	11/02/98	35,186,000	5.400	15,833.70

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

** This rate subject to change daily.

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

(Board - 12/17/98)

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

Reverse Repurchase (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	10/01/98	10/13/98	\$ 39,250,000	4.750%	\$ 58,580.63
Salomon Smith Barney Inc.	10/02/98	10/05/98	44,943,750	4.100	15,355.78
Lehman Brothers	10/06/98	10/07/98	49,625,000	4.400	6,065.28
Lehman Brothers	10/07/98	10/15/98	44,493,750	4.750	46,730.80
Paribas Corporation	10/14/98	10/27/98	20,200,000	4.250	22,472.50
Lehman Brothers	10/14/98	10/19/98	39,650,000	4.640	24,968.49
Lehman Brothers	10/20/98	10/27/98	44,606,250	4.400	36,044.33
Paribas Corporation	10/22/98	10/27/98	20,225,000	4.250	10,814.76
Lehman Brothers	10/23/98	10/26/98	24,875,000	3.200	6,633.33
Dresdner Kleinwort Benson	10/26/98	11/02/98	49,812,500	Variable *	38,258.77 **
Lehman Brothers	10/27/98	10/29/98	49,500,000	4.450	12,100.00

(Board - 12/17/98)

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

Reverse Repurchase (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.	10/29/98	Open	\$ 24,737,500	Variable *	\$ 8,658.13**

* This rate subject to change daily.

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

(Board - 12/17/98)

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 October 1, 1998 through October 31, 1998, 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 Date	Par Value	Description	Price	Exercise Price	Expirations/ Settlement	Dealer	Option Premium
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No new transactions this period.

(Board - 12/17/98)

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

Options Transactions - Sold

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

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, February 25, 1999

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, February 25, 1999, 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. Aubrey C. Lewis
 Hon. William J. Martini
 Hon. Alan G. Philibosian

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. George D. O'Neill
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 Carolyne A. Bowers, Deputy Director, Corporate Communications
 John D. Brill, Director, Audit
 Gregory G. Burnham, Chief Information Officer, Information Services
 Ernesto L. Butcher, Chief Operating Officer
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Anthony G. Cracchiolo, Director, Priority Capital Programs
 Joanne Crowley, Deputy Director, Tunnels, Bridges & Terminals
 Karen E. Eastman, Assistant Secretary
 Michael S. Glassner, Executive Assistant to the Chairman
 Linda C. Handel, Senior Administrator, Office of the Secretary
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Raymond P. Mannion, Senior Advisor to the Executive Director
 Michael G. Massiah, Director, Office of Business & Job Opportunity
 Stephen Marinko, Attorney, Law
 Charles F. McClafferty, Chief Financial Officer
 Dipak M. Mehta, Senior Staff Engineer, Tunnels, Bridges & Terminals
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Kenneth P. Philmus, Director, Tunnels, Bridges & Terminals
 Alan L. Reiss, Director, World Trade
 Michael J. Rienzi, Director, Office of Procurement
 Ronald H. Shiftan, Deputy Executive Director
 Robert E. Van Etten, Inspector General
 Christopher O. Ward, Chief of Corporate Planning and External Affairs
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Margaret R. Zoch, Comptroller

Guests

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

The public meeting was called to order by Chairman Eisenberg at 3:10 p.m. and ended at 3:18 p.m. The Board met in executive session prior to the public meeting; Commissioner Philibosian was present only for executive session. The Board also met in executive session on December 17, 1998 and January 28, 1999, and held a planning session in executive session on January 14, 1999.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of December 17, 1998. 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; furthermore, the time for action by the Governors has also expired with respect to the industrial development item on pages 594-595 of the November 19, 1998 Minutes.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on February 25, 1999, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in executive session at its meetings on January 28, 1999 and February 25, 1999, which included a discussion of contract matters and matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on February 25, 1999, which included a 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 Operations

The Committee on Operations reported, for information, on action taken and matters discussed in executive session at its meeting on February 25, 1999, which included discussion of contract and lease 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 Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on February 25, 1999, which included a discussion of a project for the rehabilitation of the Outerbridge Crossing deck and structural steel and replacement of the main span sidewalks. Following the public session, the Committee met in executive session to discuss contract matters. This report is 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.

Chairman Eisenberg welcomed the Honorable William J. Martini as Commissioner of the Port Authority and expressed the Board's pleasure in having Commissioner Martini participate in the work of the Board.

STATEN ISLAND BRIDGES DECK REHABILITATION AND REPLACEMENT PROGRAM - REHABILITATION OF OUTERBRIDGE CROSSING DECK AND STRUCTURAL STEEL, AND REPLACEMENT OF SIDEWALKS - PROJECT AUTHORIZATION AND AWARD OF CONTRACT AKO-284.031

Construction of the Outerbridge Crossing (OBX), which comprises seven lane-miles and 511,000 square feet of elevated roadways, was completed in 1928. In 1997, traffic volume at the OBX totaled approximately 28 million vehicles. Exposure to water and de-icing salts has eroded the concrete deck, support steel, and asphalt wearing surface. The rehabilitation of the OBX is the culmination of a program to investigate the physical condition of the structure, identify deficiencies, and evaluate the optimum staging requirements to minimize adverse impacts on facility use and operations. The investigation revealed deterioration of the deck's expansion joints (which occur every 300 to 400 feet) and the asphalt roadway pavement. The supporting steel and concrete in the vicinity of the joints, as well as at random locations throughout the total area of the deck, were found to contain widespread spalls and rust. The level of degradation at the sidewalk has reached the point where complete replacement is necessary.

This project, which is part of the Staten Island Bridges Rehabilitation and Replacement Program, will extend the service life of the bridge deck and sidewalks and will include the following work: removal of the existing asphalt pavement; full and partial depth replacement of deteriorated deck concrete at expansion joints and isolated locations; rehabilitation/replacement of deck expansion joints; restoration of support steel; sealing of longitudinal joints at the curb line and parapets; waterproofing of the entire concrete deck surface; installation of new asphalt pavement; and replacement of the two main span concrete sidewalks.

The work will be staged to minimize adverse impacts on facility operations and the traveling public. The staging for deck rehabilitation will involve the diversion of all westbound traffic to the Goethals Bridge on a nightly basis to permit the closure of two lanes at the OBX. All lanes will be restored to full service in time for the morning peak period. In order to open the roadway each morning, it will be necessary to install temporary steel plating and provide asphalt concrete ramps to transition traffic through the work zone. A public outreach and information program will be developed to advise our customers and the surrounding communities of the work.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Martini, O'Neill, Schweitzer, and Song voting in favor; none against:

RESOLVED, that a project for the rehabilitation of the Outerbridge Crossing deck and structural steel, and replacement of the main span sidewalks, at a total estimated project cost of \$52.9 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, engineering, administrative 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 purchase and construction contracts and agreements for professional and advisory services for the foregoing project as he deems in the best interest of the Port Authority, including, without limitation, the award of Contract AK0-284.031 at an estimated cost of \$34.4 million for rehabilitation of the deck and structural steel and replacement of the sidewalks at the Outerbridge Crossing, 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 the Executive Director deems reasonable; (2) reject all bids, solicit new bids on revised or the same requirements or negotiate with one or more bidders or other contractors; (3) execute contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority and order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; and (4) obtain permits and licenses and enter into such other agreements with municipal and other entities as may be appropriate or required to effectuate the project; and it is further

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

**LAGUARDIA AIRPORT - CONTINENTAL AIRLINES, INC. - AMENDMENTS TO
BASIC LEASE AG-417 FOR THE PROVISION OF CONSTRUCTION FUNDS**

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to Basic Lease AG-417 with Continental Airlines, Inc. (Continental) covering capital improvements to its Central Terminal Building premises at LaGuardia Airport in a total amount not to exceed \$15 million, with Continental to pay an additional rental in connection with such improvements over a 15-year period calculated on the basis of the Revenue Bond Index plus 150 basis points. Should Continental terminate the lease or the Port Authority terminate the lease for cause, Continental would be required to pay the remaining principal portion of said additional rental. Should the Port Authority terminate the lease without cause, or not offer to extend the term of the lease, Continental would be released from its obligation to repay the remaining principal portion of said additional rental except for the remaining principal portion of additional rental in connection with certain improvements on the first floor of Concourse A. The cost of the Concourse A improvements is estimated to be \$2 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Martini, O'Neill, Schweitzer, and Song 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 Basic Lease AG-417 with Continental Airlines, Inc. at LaGuardia Airport, substantially in accordance with the terms and conditions set forth above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

TETERBORO AIRPORT - AMERICAN INTERNATIONAL AVIATION CORPORATION - CONSENT TO AN AGREEMENT EXTENDING USE AND OCCUPANCY AGREEMENT TA-173

It was recommended that the Board authorize the Executive Director to enter into a Consent Agreement granting the Port Authority's consent to an agreement supplemental to Use and Occupancy Agreement TA-173 (TA-173) between Johnson Controls World Services Inc. (Johnson Controls), the present operator of Teterboro Airport (TEB) under an agreement due to expire on December 31, 1999, and American International Aviation Corporation (AIAC) at TEB: (a) extending TA-173 for a twenty-year term for Hangar Site 107; (b) adding ramp area to the space covered by TA-173 for use as taxiway and transition area and the construction of a new hangar lean-to expansion within one year of Port Authority approval of the construction plans and specifications or by June 1, 2000, whichever comes first (AIAC to pay a surcharge equal to 1/2 of the monthly land rental fee for each month until completion upon failure to construct within such period); and (c) including environmental language through which AIAC shall assume responsibility for all environmental damages and requirements, including any removal and remediation which may be required, and indemnify Johnson Controls and the Port Authority with respect to third-party claims. A minimum investment of \$750,000 is required for the addition of the lean-to and paving of the additional ramp area, provided, in the event a certain proposed parallel taxiway is constructed, the Port Authority shall reserve the right to regain possession of the new ramp area and reimburse AIAC its unamortized portion of the cost of ramp construction, on a straight-line basis over fifteen years.

Use and Occupancy Agreement TA-173, as amended, would continue on substantially the same terms and conditions directly with the Port Authority or such other airport operator then operating TEB in the event the current Operating Agreement with Johnson Controls is terminated or expires.

Effective January 1, 2000, and remaining fixed until December 31, 2004, AIAC shall pay a monthly building rental (for the existing hangar and lean-to, but not for the new lean-to to be constructed) of approximately \$58,454, to be escalated annually by the change in the Consumer Price Index (CPI) up to a maximum of six percent per year. Building rent would commence for the new lean-to 15 years after completion of construction at the then prevailing AIAC building rental rate. Effective January 1, 2000, AIAC shall pay a land rental at a square foot rate of \$1.05 per square foot, plus the change in the CPI from December 1998 to December 1999. Effective January 2001 and annually thereafter, the land rates shall be escalated by the change in the CPI up to a maximum increase of six percent per year.

The Agreement would provide that, in the event AIAC is granted the right to permit the sub-use of space, AIAC shall pay to the Airport Operator 50 percent of the fees received from the sub-user(s) in excess of the rental paid by AIAC to the Airport Operator net of agreed-upon expenses deemed attributable to the sub-used space, with AIAC paying a minimum of 10 percent of the total fees paid by the sub-user(s).

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Martini, O'Neill, Schweitzer, and Song 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 Consent Agreement containing provisions and granting the Port Authority's consent to an agreement supplemental to Use and Occupancy Agreement TA-173 between Johnson Controls World Services Inc. and American International Aviation Corporation at Teterboro Airport, substantially in accordance with the terms and conditions outline to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**NEW JERSEY MARINE TERMINALS - MODIFICATION OF THE BOUNDARY OF
FOREIGN TRADE ZONE NO. 49**

The Port Authority, as grantee of Foreign-Trade Zone No. 49 (Zone) has determined that customers of the Port of New York and New Jersey seeking zone status have been unable to find suitable space within the existing boundaries of the Zone. This situation has arisen because, among other reasons, a number of buildings within the existing Zone boundaries at the Port Authority Marine Terminals are scheduled for demolition. Also, buildings within the Zone at the Industrial Park at Elizabeth have been sold and are now used for retail purposes.

If the boundaries of the Zone are expanded within the Port District, companies seeking to participate in the Zone will have less difficulty finding suitable business sites. This will help retain companies in the Port District and their international cargo business at Port Authority seaports and/or airports. Expansion, will also help the Zone maintain its premier status in the United States and will enable companies in this region to remain competitive in the global and domestic marketplace.

Any company participating in the zone program is required to enter into an operating agreement with the Port Authority assuring that there will be no cost or undue risk of loss to the Port Authority as a result of the expansion of the Zone.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Martini, O'Neill, Schweitzer, and Song 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 submit an application with the Foreign Trade Zones Board of the United States Department of Commerce to modify the boundaries of Foreign Trade Zone No. 49 within the Port District; the form of the documents in connection with this application shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER - COMMODITIES EXCHANGE CENTER, INC. -
LEASE SUPPLEMENT**

It was recommended that the Board authorize the Executive Director to enter into a lease supplement with Commodities Exchange Center, Inc. (CEC) covering the letting of approximately 25,440 rentable square feet (rsf) of space in Four World Trade Center for a term of approximately 13 years and to enter into a brokerage agreement with Julien J. Studley, Inc. in connection therewith.

CEC currently leases approximately 148,000 rsf in Four World Trade Center and subleases its premises to the New York Cotton Exchange and the Coffee, Sugar and Cocoa Exchange which operate jointly as the Board of Trade of the City of New York, Inc. CEC is consolidating and relocating some of its functions, and following the completion of the proposed transaction, CEC will occupy approximately 130,000 rsf for a term expiring in 2012. The aggregate basic rental over the term will be approximately \$11 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Martini, O'Neill, Schweitzer, and Song 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 supplement with Commodities Exchange Center, Inc., substantially in accordance with the terms and conditions outlined to the Board and to enter into a brokerage agreement with Julien J. Studley, Inc. in connection therewith; and it is further

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

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

**BATHGATE INDUSTRIAL PARK - KLEENER KING OF BATHGATE, INC. - LEASE
SUPPLEMENT**

It was recommended that the Board authorize the Executive Director to enter into a lease supplement with Kleener King of Bathgate, Inc. (Kleener King), providing for an increase in the construction advance available under Kleener King's existing lease from \$2.25 million to \$2.60 million, to enable it to complete the construction of its dry cleaning facility at Bathgate Industrial Park. An additional \$350,000 is necessary for the completion of the building as a result of delays, inflation and unanticipated field conditions. To enable the Port Authority to recover its additional investment on a financially self-sustaining basis, Kleener King will pay an additional facility rental at the initial annual rate of \$1.01 per rentable square foot, escalating each year at a fixed compounded rate of approximately 4.2 percent per year over the approximate 21 1/2 year period facility rental is payable.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Martini, O'Neill, Schweitzer, and Song 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 supplement with Kleener King of Bathgate, Inc. (Kleener King), providing for an increase of \$350,000 in the construction advance available under Kleener King's existing lease in accordance with the terms outlined above; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT OF CLAIM - JOSEPH BRESNAN v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to settle the pending action entitled Joseph Bresnan v. The Port Authority of New York and New Jersey by paying to plaintiff and his attorney the sum of \$425,000 in exchange for the Port Authority's receipt of a General Release from liability and a stipulation discontinuing the action with prejudice.

Mr. Bresnan sustained serious injuries in front of the Port Authority Vent Building at 41st Street & 9th Avenue on January 16, 1995 when he slipped on temporary repairs to Port Authority tree planters. Mr. Bresnan suffers a permanent disability as a result of serious fractures of his lower left leg and has difficulty walking.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Gargano, Kalikow, Lewis, Mack, Martini, O'Neill, Schweitzer, and Song 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 Joseph Bresnan v. The Port Authority of New York and New Jersey by paying \$425,000 to plaintiff and his attorney in return for the Port Authority's receipt of a General Release from liability and a stipulation discontinuing the action with prejudice.

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 November 1, 1998 to November 30, 1998.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK840	PAVEMENT REHABILITATION OF RUNWAY 13R-31L JOHN F KENNEDY INT'L AIRPORT GRACE INDUSTRIES, INC. 38,000 (D)	327,000 (A) 291,000 (B) 50,000 (C) 38,000 (D)	327,000 (A) 291,000 (B) -0- (C)
		35,000 (J) 4,308 (I) 29,100 (H) 774,408	34,995 (J) 4,308 (I) 2,888 (H) 698,191
JFK920 602	POLICE INPOUND LOT RELOCATION AND BUILDING 254 EXPANSION JOHN F KENNEDY INT'L AIRPORT MINCH CONSTRUCTION CORP	814,694 (A) 100,000 (C) 66,000 (D) 137,000 (L) 1,117,694	806,694 (A, K) 22,624 (C) 66,000 (D) 54,059 (L) 949,377
LGA624	FIBER OPTIC DUCTBANK FIELD VERIFICATION VIA WORK ORDER LAGUARDIA AIRPORT BEL-AIR ELECTRIC CONSTRUCTION INC.	50,000 (C) 50,000	60,315 (C) 60,315
HT371A	REHABILITATION & REPAINTING OF PEDESTRIAN BRIDGE-NEW YORK APPROACH HOLLAND TUNNEL ROUNDSTONE CONTRACTING CORP	179,902 (A) 25,000 (C) 11,000 (D) 215,902	159,364 (A, S) 12,663 (C) -0- (D) 172,027
HT383A	REPLACEMENT PAVEMENT REPAIRS VIA WORK ORDER HOLLAND TUNNEL TARHEEL ENTERPRISES, INC.	156,175 (B) 10,888 (C) 16,000 (D) 183,063	154,789 (B) 10,888 (C) 11,700 (D) 177,377
LT234 015	RETROFITTING OF BUS RAMPS FOR 45 FOOT LONG BUSES LINCOLN TUNNEL NEELAM CONSTRUCTION CORP.	938,819 (A) 50,000 (C) 75,000 (D) 1,063,819	938,819 (A) 22,996 (C) 16,371 (D)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
GWB110 106	NEW YORK EXPRESSWAY ELECTRICAL REHABILITATION	5,244,000 (A)	5,242,661 (A, T)
		600,000 (C)	919,615 (C)
	GEORGE WASHINGTON BRIDGE	525,000 (D)	505,734 (D)
	F&V MECHANICAL PLUMBING AND HEATING CORP.	41,400 (I)	41,400 (I)
		6,410,400	6,709,410
AKG190	REHABILITATION OF HOLLOW ABUTMENTS ON THE APPROACH SPANS	321,000 (A)	308,830 (A, G)
		524,300 (B)	524,300 (B)
		85,000 (C)	51,259 (C)
	GOETHALS BRIDGE	68,000 (D)	-0- (D)
	LAKE CONSTRUCTION AND DEVELOPMENT CO.	25,359 (I)	25,359 (I)
		52,430 (H)	47,984 (H)
	1,076,089	957,732	
AKG227	MICROSURFACING OF THE GEOTHALS BRIDGE	279,175 (A)	279,175 (A)
		368,325 (B)	362,207 (B)
	SHORE SLURRY SEAL, INC.	50,000 (C)	-0- (C)
		38,850 (D)	-0- (D)
		736,350	641,382
BT256	SOUTH WING REHABILITATION OF 120/208 VOLT EMERGENCY POWER SYSTEM	910,000 (A)	909,018 (A, F)
		90,000 (D)	90,000 (D)
		40,000 (E)	18,011 (E)
	PORT AUTHORITY BUS TERMINAL PREFERRED CONTRACTING CORP.	1,040,000	1,017,029
PN238	REHABILITATION OF PORT STREET	519,512 (A)	519,512 (A)
	PORT NEWARK	460,306 (B)	451,171 (B)
	TARHEEL ENTERPRISES, INC.	85,000 (C)	104,623 (C)
		49,000 (D)	48,942 (D)
		10,298 (I)	10,298 (I)
		1,124,116	1,134,546
EP383 003	NORTH AVENUE EAST IMPROVEMENTS ROADWAY AND WEST BOUND BRIDGE WIDENING	4,639,000 (A)	4,639,000 (A)
		348,491 (B)	348,491 (B)
		300,000 (C)	300,000 (C)
	CITY OF ELIZABETH, NEW JERSEY SUPPLEMENTAL AGREEMENT #1	350,000 (D)	350,000 (D)
		31,974 (I)	31,974 (I)
	DEMOLITION OF BLDG'S #141, 152 & 153	75,000 (M)	29,502 (M)
		275,000 (N)	275,000 (N)
	PORT NEWARK	260,000 (O)	98,292 (O)
	M.J. PAQUET, INC.	428,750 (P)	428,750 (P)
		120,000 (Q)	17,787 (Q)
		25,725 (R)	-0- (R)
		6,853,940	6,518,796
YIP554 025	SUBSURFACE REMEDIATION SYSTEMS	166,697 (A)	166,697 (A)
	YONKERS INDUSTRIAL PARK	55,000 (C)	3,236 (C)
	FLUOR DANIEL GTI, INC.	14,000 (D)	12,974 (D)
		235,697	182,907

- (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) Memorandum of Justification dated 02/20/97, increasing extra work in the amount of \$40,000.
- (F) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$982 for changes in the scope of work.
- (G) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$12,170 for changes in the scope of work.
- (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) Memorandum of Justification dated 08/22/98, increasing extra work in the amount of \$35,000.
- (K) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$8,000 for changes in the scope of the work.
- (L) Memorandum of Justification dated 06/06/97, increasing extra work in the amount of \$137,000.
- (M) Memorandum of Justification dtated 07/31/96, increasing classified work in the mount of \$75,000.
- (N) Memorandum of Justification dated 07/31/96, increasing net cost work in the amount of \$275,000.
- (O) Memorandum of Justification dated 07/31/96, increasing extra work in the amount of \$260,000.
- (P) Memorandum of Justification dated 3/28/97, authorizing Supplemental Agreement No. 1 which includes an increase in the amount of \$428,750 for lump sum work.
- (Q) Memorandum of Justification dated 03/28/97, authorizing Supplemental Agreement No. 1 which includes an increase in the amount of \$120,000 for net cost work.
- (R) Memorandum of Justification dated 03/28/97, authorizing Supplemental Agreement No.1 which includes an increase in the amount of \$25,725 for extra work.
- (S) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$20,538.15 for changes in the scope of the work.
- (T) The difference betwen "Total Authorized" and "total Payments" represents a credit change order in the amount of \$1,339 for changes in the scope of the work.

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 December 1, 1998 to December 31, 1998.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK723	REPAIR OF HIGHWAY & TAXIWAY	1,310,168 (A)	1,295,906 (A, E)
	BRIDGES	408,550 (B)	365,956 (B)
	JOHN F KENNEDY INT'L AIRPORT	86,000 (C)	75,669 (C)
	BUCKRAM INDUSTRIES CORP.	172,000 (D)	93,780 (D)
		1,976,718	1,831,311
JFK734	BUILDING NO. 111-REPAIR OF	158,400 (A)	158,400 (A)
	ROOF PARAPETS	35,000 (C)	69,400 (C)
	JOHN F KENNEDY INT'L AIRPORT	12,672 (D)	7,828 (D)
	MAT BUILDERS, INC.	206,072	235,628
LGA220 042	RUNWAY 13-31 OVERRUN AREA	4,686,000 (A)	4,686,000 (A)
	LAGUARDIA AIRPORT	12,193,700 (B)	12,193,700 (B)
	YONKERS CONTRACTING COMPANY	400,000 (C)	400,000 (C)
	INC.	1,687,970 (D)	1,467,805 (D)
		237,206 (M)	237,206 (M)
		900,000 (N)	900,000 (N)
		500,000 (O)	1,815,108 (O)
		250,000 (H)	250,000 (H)
		51,235 (P)	51,235 (P)
		20,906,111	22,001,054
EWR608	RECONDITIONING OF TWENTY SEVEN	196,600 (A)	196,600 (A)
	(27) FILTERED SEPARATOR	16,000 (D)	16,000 (D)
	VESSELS-AVIATION FUEL FARM	84,000 (X)	72,768 (X)
	NEWARK INT'L AIRPORT		
	TOP LINE GENERAL CONTRACTING		
	CORP.	296,600	285,368
EWR623	BUILDING NO.10 REROOFING	297,210 (A)	297,210 (A)
	NEWARK INT'L AIRPORT	26,750 (C)	7,161 (C)
	ADVANCED CONSTRUCTION	18,000 (D)	18,000 (D)
	MANAGEMENT CORP.	75,000 (G)	22,080 (G)
		55,400 (J)	55,400 (J)
		472,360	399,851

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
BT336	NORTH WING LOWER AND	9,470 (A)	9,470 (A)
	SUBURBAN BUS LEVEL	388,750 (B)	388,750 (B)
	WEARING COURSE REPAIRS	40,000 (C)	64,507 (C)
	PORT AUTHORITY BUS TERMINAL	28,000 (D)	5,000 (D)
	INDUS GENERAL CONSTRUCTION INC.	38,875 (H) 7,868 (I)	16,183 (H) 7,868 (I)
BT386	REHABILITATION OF COOLING TOWERS NO. 1&2	171,119 (A) 13,700 (D)	171,119 (A) 11,333 (D)
	PORT AUTHORITY BUS TERMINAL TOWER PERFORMANCE, INC.	184,819	182,452
GWB244 001	AIR RIGHTS BUILDINGS SOFFIT	884,500 (A)	884,500 (A)
	SLAB REMOVAL BETWEEN LINES	190,000 (C)	190,000 (C)
	"A" & "B"	89,000 (D)	89,000 (D)
	SUPPLEMENTAL AGREEMENT	550,000 (Q)	485,315 (Q)
	NO. 1-ADA COMPLIANCE	90,000 (R)	90,000 (R)
	GEORGE WASHINGTON BRIDGE	410,000 (S)	319,290 (S)
	GARDNER M. BISHOP, INC. AND JOSEPH M. SANZARI, A JOINT VENTURE	2,213,500	2,058,105
HT407	REHABILITATION OF CONCRETE	97,000 (A)	97,000 (A)
	SLABS IN NEW YORK AND	45,500 (B)	39,932 (B)
	NEW JERSEY EMERGENCY	15,000 (C)	5,464 (C)
	GARAGES	11,400 (D)	9,922 (D)
	HOLLAND TUNNEL JAB CONSTRUCTION INC.	168,900	152,318
HT410	NEW JERSEY TOLL PLAZA-	38,432 (A)	38,423 (A)
	ABANDONMENT OF UNDERGROUND	2,305 (D)	-0- (D)
	STORAGE TANK EH07		
	HOLLAND TUNNEL EVANBOW CONSTRUCTION CO., INC.	40,728	38,423
BP110 024A	PIER NO. 8 PLATFORM	1,920,000 (A)	1,918,099 (A,V)
	RECONSTRUCTION	849,000 (B)	849,000 (B)
	BROOKLYN PORT AUTHORITY MARINE	400,000 (C)	468,726 (C)
	TERMINAL	277,000 (D)	277,000 (D)
	RIVER PILE & FOUNDATION CO., INC.	30,518 (I)	30,518 (I)
		110,000 (T)	110,000 (T)
		80,000 (U)	38,252 (U)
		84,900 (H)	26,860 (H)
		3,751,418	3,718,455

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
BP364 001	WRAPPING OF UNTREATED TIMBER	428,000 (A)	428,000 (A)
	PILES	1,456,000 (B)	1,456,000 (B)
	PIERS/BULKHEAD 1, 2, 3 AND 5	300,000 (C)	300,000 (C)
	BROOKLYN PIERS	94,000 (D)	94,000 (D)
	PHOENIX MARINE CO	47,000 (I)	47,000 (I)
		145,600 (H)	123,720 (H)
		250,000 (AA)	250,000 (AA)
		250,000 (AB)	433,379 (AB)
		30,000 (AC)	30,000 (AC)
		250,000 (AD)	190,999 (AD)
	3,250,600	3,353,098	
MFP201	FENDER SYSTEM REPAIRS VIA	3,899,770 (B)	3,899,770 (B)
	WORK ORDERS	80,000 (C)	-0- (C)
	NEW YORK & NEW JERSEY	195,000 (D)	33,315 (D)
	MARINE TERMINALS	250,000 (F)	255,980 (F)
	SIMPSON & BROWN, INC.	250,000 (H)	19,297 (H)
	4,674,770	4,208,362	
WTC115 275	ASBESTOS ABATEMENT ONE WTC	552,350 (A)	424,159 (A, W)
	19TH FLOOR	44,188 (B)	27,000 (B)
	WORLD TRADE CENTER AIA ENVIRONMENTAL CORP.	596,538	451,159
WTC457 04	DESIGN/BUILD SERVICES AGREEMENT	1,916,776 (A)	1,804,263 (A, Y)
	VIA WORK ORDER	275,000 (Z)	268,499 (Z)
	WORLD TRADE CENTER SVERDRUP FACILITIES INC.	2,191,776	2,072,762
WTC831 041	ASBESTOS ABATEMENT AND REFIRE-	678,700 (A)	677,971 (A, K)
	PROOFING ELEVATOR SHAFTS 14/15	25,000 (C)	1,216 (C)
	WORLD TRADE CENTER	54,296 (D)	54,296 (D)
	ASBESTOS CONTAINMENT SERVICES, INC.	14,009 (L)	11,427 (L)
		772,005	744,910

- (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) The difference between "Total Authorized" and "Total Payments" represents backcharges in the amount of \$14,262 for liquidated damages.
(F) Memorandum of Authorization dated 06/17/96, authorizing Supplemental Agreement No. 1 which provides for an increase in the amount of \$250,000 for net cost work.

- (G) Memorandum of Authorization dated 10/30/97, increasing extra work in the amount of \$75,000.
- (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) Memorandum of Authorization dated 06/15/98, authorizing Supplemental Agreement No.1 which provides for an increase in the amount of \$55,400 for lump sum work.
- (K) The difference between "Total Authorized" and "Total Payments" represents a backcharges in the amount of \$729 for the deletion of a portion of the work.
- (L) Memorandum of Authorization dated 05/27/97, increasing extra work in the amount of \$14,009.
- (M) Memorandum of Authorization dated 12/15/95, authorizing Supplemental Agreement No. 1 which provides for an increase in the amount of \$237,206 for lump sum work.
- (N) Memorandum of Justification dated 06/17/96, authorizing Supplemental Agreement No. 2 which provides for an increase in the amount of \$900,000 for net cost work.
- (O) Memorandum of Justification dated 10/21/96, authorizing Supplemental Agreement No.3 which provides for an increase in the amount of \$500,000 for net cost work.
- (P) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (H).
- (Q) Memorandum of Justification dated 11/09/95, increasing extra work in the amount of \$550,000.
- (R) Memorandum of Authorization dated 06/12/96, authorizing Supplemental Agreement No.1 which provides for an increase in the amount of \$90,000 for lump sum work.
- (S) Memorandum of Justification dated 01/14/97, increasing net cost work in the amount of \$410,000.
- (T) Memorandum of Authorization dated 11/18/96, increasing extra work in the amount of \$110,000.
- (U) Memorandum of Authorization dated 07/16/97, increasing extra work in the amount of \$80,000.
- (V) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$1,900.88 for changes in the scope of work.
- (W) The difference between "Total Authorized" and "Total Payments" represents the fact that the contract was terminated prior to the completion of the work.
- (X) Memorandum of Authorization dated 12/24/96, increasing extra work in the amount of \$84,000.
- (Y) The difference between "Total Authorized" and "Total Payments" represents backcharges in the amount of \$112,512.63 for the deletion of a portion of the work.
- (Z) Memorandum of Justification dated 05/20/97, increasing extra work in the amount of \$275,000.
- (AA) Memorandum of Authorization dated 11/15/96, authorizing Supplemental Agreement No. 1 which provides for an increase in the amount of \$250,000 for net cost work.

- (AB) Memorandum of Justification dated 04/01/97, authorizing Supplemental Agreement No. 2 which includes an increase in the amount of \$250,000 for net cost work.
- (AC) Memorandum of Justification dated 04/01/97, authorizing Supplemental Agreement No. 2 which includes an increase in the amount of \$30,000 extra work.
- (AD) Memorandum of Authorization dated 09/24/97, increasing extra work in the amount of \$250,000.

(Board – 2/25/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period November 1, 1998 through November 30, 1998.

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>YTD</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.

(Board - 2/25/99)

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>
11/03/98	\$ 15,000,000	US T-BILL	--	01/21/99	98.99	4.610%	4.722%	\$ 14,848,254.17	Prudential Securities
11/03/98	20,000,000	US T-NOTE	4.000%	10/31/00	99.53	--	4.248	19,906,250.00	Nesbitt Burns Securities
11/03/98	25,000,000	US T-BILL	--	01/21/99	99.00	4.545	4.655	24,750,656.25	Prudential Securities
11/03/98	35,000,000	US T-BILL	--	01/21/99	98.99	4.610	4.722	34,645,926.39	Prudential Securities
11/05/98	10,000,000	US T-NOTE	4.000	10/31/00	99.23	--	4.407	9,923,437.50	Paribas Corporation
11/05/98	20,000,000	US T-NOTE	4.000	10/31/00	99.41	--	4.311	19,882,812.50	Prudential Securities
11/05/98	25,000,000	US T-BILL	--	05/06/99	97.81	4.325	4.483	24,453,368.05	Paribas Corporation
11/09/98	25,000,000	US T-BILL	--	05/06/99	97.75	4.545	4.714	24,438,187.50	Nesbitt Burns Securities
11/09/98	25,000,000	GECC CP	--	12/29/98	99.28	5.160	5.269	24,820,833.33	General Electric Capital
11/10/98	21,000,000	FMCDN	--	12/30/98	99.30	5.010	5.115	20,853,875.01	Merrill Lynch Gov Sec
11/12/98	25,000,000	US T-BILL	--	03/11/99	98.53	4.455	4.584	24,631,843.75	Goldman, Sachs & Co

(Board - 2/25/99)

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>
11/12/98	\$ 25,000,000	FMCDN	--	12/23/98	99.43	5.040%	5.140%	\$ 24,856,500.00	Lehman Brothers
11/16/98	10,000,000	US T-NOTE	4.000%	10/31/00	99.02	--	4.531	9,901,562.50	Prudential Securities
11/16/98	10,000,000	US T-NOTE	4.250	11/15/03	98.83	--	4.515	9,882,812.50	Nesbitt Burns Securities
11/17/98	20,000,000	US T-BILL	--	10/14/99	95.98	4.375	4.575	19,195,486.12	Prudential Securities
11/17/98	25,000,000	GECC CP	--	12/17/98	99.57	5.140	5.234	24,892,916.67	General Electric Capital
11/18/98	10,000,000	US T-NOTE	4.250	11/15/03	98.85	--	4.509	9,885,156.25	Prudential Securities
11/18/98	10,000,000	US T-NOTE	4.250	11/15/03	98.48	--	4.593	9,848,437.50	Paribas Corporation
11/19/98	10,000,000	US T-NOTE	4.000	10/31/00	98.87	--	4.614	9,886,718.75	Goldman, Sachs & Co
11/20/98	<u>10,000,000</u>	US T-NOTE	4.250	11/15/03	98.52	--	4.586	<u>9,851,562.50</u>	Prudential Securities
	<u>\$376,000,000</u>							<u>\$371,356,597.24</u>	

BEY - Bond Equivalent Yield

(Board - 2/25/99)

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>BEY @Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
11/04/98	\$ 20,000,000	US T-NOTE	4.000%	10/31/00	99.56	--	4.231%	15.510%	\$ 19,912,500.00	Nesbitt Burns Securities
11/05/98	25,000,000	US T-NOTE	5.750	12/31/98	100.18	--	4.472	6.160	25,044,921.88	Nesbitt Burns Securities
11/12/98	35,000,000	US T-NOTE	5.125	11/30/98	100.04	--	4.231	5.390	35,013,671.88	Paribas Corporation
11/13/98	50,000,000	US T-BILL	--	12/10/98	99.73	3.550%	3.609	5.510	49,866,875.00	Prudential Securities
11/16/98	10,000,000	US T-NOTE	5.625	11/30/98	100.07	--	3.688	6.360	10,007,031.25	Goldman, Sachs & Co
11/17/98	<u>20,000,000</u>	US T-NOTE	5.125	12/31/98	100.11	--	4.093	5.680	<u>20,022,656.25</u>	Goldman, Sachs & Co
	<u>\$160,000,000</u>								<u>\$159,867,656.26</u>	

BEY - Bond Equivalent Yield

(Board - 2/25/99)

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>
Nesbitt Burns Securities	11/02/98	11/05/98	\$ 1,845,000 *	5.050% **	\$ 807.19
Deutsche Bank Securities	11/02/98	11/03/98	8,444,000	5.350	1,254.87
Paribas Corporation	11/02/98	11/03/98	10,339,000	5.375	1,543.67
Paribas Corporation	11/02/98	11/03/98	12,993,000	5.375	1,939.93
Paribas Corporation	11/02/98	11/03/98	13,521,000	5.375	2,018.76
Paribas Corporation	11/02/98	11/03/98	14,356,000	5.375	2,143.43
Deutsche Bank Securities	11/02/98	11/03/98	34,104,000	5.350	5,068.23
Paribas Corporation	11/02/98	11/03/98	34,938,000	5.375	5,216.44
Nesbitt Burns Securities	11/02/98	11/05/98	47,955,000 *	5.050 **	20,980.31
Warburg Dillon Read LLC	11/02/98	11/03/98	50,000,000	5.375	7,465.28
Deutsche Bank Securities	11/02/98	11/03/98	51,286,000	5.350	7,621.67

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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	11/03/98	11/04/98	\$ 10,000,000	5.330%	\$ 1,480.56
Paribas Corporation	11/03/98	11/04/98	12,995,000	5.330	1,923.98
Deutsche Bank Securities	11/03/98	11/04/98	13,523,000	5.330	2,002.16
Paribas Corporation	11/03/98	11/04/98	20,920,000	5.330	3,097.32
Paribas Corporation	11/03/98	11/04/98	23,956,000	5.330	3,546.82
Deutsche Bank Securities	11/03/98	11/04/98	24,996,000	5.330	3,700.80
Paribas Corporation	11/03/98	11/04/98	34,105,000	5.330	5,049.43
Deutsche Bank Securities	11/04/98	11/05/98	12,997,000	5.150	1,859.29
Nesbitt Burns Securities	11/04/98	11/05/98	13,525,000	5.150	1,934.83
Nesbitt Burns Securities	11/04/98	11/05/98	24,032,000	5.150	3,437.91
Deutsche Bank Securities	11/04/98	11/05/98	33,846,000	5.150	4,841.86

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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	11/04/98	11/05/98	\$ 39,000,000	5.080%	\$ 5,503.33
Deutsche Bank Securities	11/04/98	11/05/98	44,821,000	5.150	6,411.89
Paribas Corporation	11/05/98	11/06/98	12,974,000	4.875	1,756.90
Deutsche Bank Securities	11/05/98	11/06/98	13,527,000	4.850	1,822.39
Deutsche Bank Securities	11/05/98	11/06/98	24,035,000	4.850	3,238.05
Paribas Corporation	11/05/98	11/06/98	32,881,000	4.875	4,452.64
Paribas Corporation	11/05/98	11/06/98	44,804,000	4.875	6,067.21
Nesbitt Burns Securities	11/06/98	11/09/98	3,631,000	4.830	1,461.48
Nesbitt Burns Securities	11/06/98	11/09/98	11,858,000	4.830	4,772.85
Lehman Brothers	11/06/98	11/09/98	12,976,000	4.820	5,212.03
Paribas Corporation	11/06/98	11/09/98	16,000,000	4.850	6,466.67

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>
Nesbitt Burns Securities	11/06/98	11/09/98	\$ 20,407,000	4.830%	\$ 8,213.82
Lehman Brothers	11/06/98	11/09/98	32,885,000	4.820	13,208.81
Nesbitt Burns Securities	11/06/98	11/09/98	44,810,000	4.830	18,036.03
Nesbitt Burns Securities	11/09/98	11/10/98	11,863,000	4.930	1,624.57
Paribas Corporation	11/09/98	11/10/98	11,990,000	4.950	1,648.63
Paribas Corporation	11/09/98	11/10/98	20,646,000	4.950	2,838.83
Nesbitt Burns Securities	11/09/98	11/10/98	23,707,000	4.930	3,246.54
Paribas Corporation	11/09/98	11/10/98	24,004,000	4.950	3,300.55
Paribas Corporation	11/09/98	11/10/98	31,922,000	4.950	4,389.28
Paribas Corporation	11/10/98	11/12/98	8,122,000	4.870	2,197.45
Paribas Corporation	11/10/98	11/12/98	8,208,000	4.870	2,220.72

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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	11/10/98	11/12/98	\$ 8,254,000	4.870%	\$ 2,233.17
Paribas Corporation	11/10/98	11/12/98	9,076,000	4.870	2,455.56
Greenwich Capital Mkts	11/10/98	11/12/98	10,000,000	4.850	2,694.44
Lehman Brothers	11/10/98	11/12/98	11,974,000	4.870	3,239.63
Paribas Corporation	11/10/98	11/12/98	15,456,000	4.870	4,181.71
Paribas Corporation	11/10/98	11/12/98	27,426,000	4.870	7,420.26
Lehman Brothers	11/10/98	11/12/98	31,159,000	4.870	8,430.24
Greenwich Capital Mkts	11/12/98	11/13/98	11,933,000	4.950	1,640.79
Nesbitt Burns Securities	11/12/98	11/13/98	23,716,000	4.950	3,260.95
Greenwich Capital Mkts	11/12/98	11/13/98	27,756,000	4.950	3,816.45
Greenwich Capital Mkts	11/12/98	11/13/98	30,000,000	4.950	4,125.00

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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>
Nesbitt Burns Securities	11/12/98	11/13/98	\$ 44,631,000	4.950%	\$ 6,136.76
Nesbitt Burns Securities	11/13/98	11/16/98	11,872,000	5.020	4,966.45
Deutsche Bank Securities	11/13/98	11/16/98	11,935,000	5.000	4,972.92
Nesbitt Burns Securities	11/13/98	11/16/98	23,719,000	5.020	9,922.45
Deutsche Bank Securities	11/13/98	11/16/98	27,756,000	5.000	11,565.00
Deutsche Bank Securities	11/13/98	11/16/98	44,477,000	5.000	18,532.08
Nesbitt Burns Securities	11/13/98	11/16/98	51,128,000	5.020	21,388.55
Paribas Corporation	11/16/98	11/17/98	11,857,000	5.500	1,811.49
Lehman Brothers	11/16/98	11/17/98	21,755,000	5.530	3,341.81
Lehman Brothers	11/16/98	11/17/98	23,728,000	5.530	3,644.88
Paribas Corporation	11/16/98	11/17/98	27,635,000	5.500	4,222.01

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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	11/16/98	11/17/98	\$ 38,245,000	5.530%	\$ 5,874.86
Paribas Corporation	11/16/98	11/17/98	44,458,000	5.500	6,792.19
Deutsche Bank Securities	11/17/98	11/18/98	11,846,000	5.100	1,678.18
Paribas Corporation	11/17/98	11/18/98	23,719,000	5.100	3,360.19
Deutsche Bank Securities	11/17/98	11/18/98	27,460,000	5.100	3,890.17
Deutsche Bank Securities	11/17/98	11/18/98	44,424,000	5.100	6,293.40
Paribas Corporation	11/17/98	11/18/98	50,000,000	5.100	7,083.33
Nesbitt Burns Securities	11/18/98	11/19/98	11,848,000	4.800	1,579.73
Paribas Corporation	11/18/98	11/19/98	23,698,000	4.750	3,126.82
Nesbitt Burns Securities	11/18/98	11/19/98	26,253,000	4.800	3,500.40
Paribas Corporation	11/18/98	11/19/98	30,000,000	4.750	3,958.33

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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>
Nesbitt Burns Securities	11/18/98	11/19/98	\$ 44,430,000	4.800%	\$ 5,924.00
Paribas Corporation	11/19/98	11/20/98	11,138,000	4.580	1,417.00
Nesbitt Burns Securities	11/19/98	11/20/98	20,000,000	4.550	2,527.78
Paribas Corporation	11/19/98	11/20/98	23,636,000	4.580	3,007.02
Paribas Corporation	11/19/98	11/20/98	24,781,000	4.580	3,152.69
Nesbitt Burns Securities	11/19/98	11/20/98	44,403,000	4.550	5,612.05
Paribas Corporation	11/20/98	11/23/98	11,128,000	4.375	4,057.08
Nesbitt Burns Securities	11/20/98	11/23/98	12,000,000	4.350	4,350.00
Nesbitt Burns Securities	11/20/98	11/23/98	20,460,000	4.350	7,416.75
Paribas Corporation	11/20/98	11/23/98	23,487,000	4.375	8,562.97
Paribas Corporation	11/20/98	11/23/98	23,625,000	4.375	8,613.28

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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>
Nesbitt Burns Securities	11/20/98	11/23/98	\$ 23,809,000	4.350%	\$ 8,630.76
Nesbitt Burns Securities	11/23/98	11/24/98	11,120,000	4.600	1,420.89
Nesbitt Burns Securities	11/23/98	11/24/98	22,198,000	4.600	2,836.41
Paribas Corporation	11/23/98	11/24/98	23,620,000	4.580	3,004.99
Greenwich Capital Mkts	11/23/98	11/24/98	33,000,000	4.550	4,170.83
Prudential Securities	11/23/98	11/24/98	39,450,000 *	4.500	4,931.25
Nesbitt Burns Securities	11/23/98	11/24/98	44,146,000	4.600	5,640.88
Paribas Corporation	11/24/98	11/25/98	8,688,000	4.450	1,073.93
Paribas Corporation	11/24/98	11/25/98	11,119,000	4.450	1,374.43
Paribas Corporation	11/24/98	11/25/98	21,261,000	4.450	2,628.10
Paribas Corporation	11/24/98	11/25/98	23,620,000	4.450	2,919.69

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>
Nesbitt Burns Securities	11/24/98	11/25/98	\$ 24,421,000	4.430%	\$ 3,005.14
Nesbitt Burns Securities	11/24/98	11/25/98	25,579,000	4.430	3,147.64
Paribas Corporation	11/24/98	11/25/98	35,312,000	4.450	4,364.96
Paribas Corporation	11/25/98	11/30/98	7,772,000	4.700	5,073.39
Paribas Corporation	11/25/98	11/30/98	10,733,000	4.700	7,006.26
Paribas Corporation	11/25/98	11/30/98	12,920,000	4.700	8,433.89
Paribas Corporation	11/25/98	11/30/98	23,410,000	4.700	15,281.53
Warburg Dillon Read LLC	11/25/98	11/30/98	37,000,000	4.650	23,895.83
Nesbitt Burns Securities	11/25/98	Open	39,450,000 *	Variable **	30,245.00 ***
Paribas Corporation	11/25/98	11/30/98	43,913,000	4.700	28,665.43
Nesbitt Burns Securities	11/25/98	11/30/98	49,500,000 *	4.650	31,968.75

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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	11/30/98	12/01/98	\$ 2,633,000	5.300%	\$ 387.64
Deutsche Bank Securities	11/30/98	12/01/98	4,310,873	5.200	622.68
Paribas Corporation	11/30/98	12/01/98	10,735,000	5.300	1,580.43
Paribas Corporation	11/30/98	12/01/98	20,034,000	5.300	2,949.45
Paribas Corporation	11/30/98	12/01/98	23,414,000	5.300	3,447.06
Paribas Corporation	11/30/98	12/01/98	41,298,000	5.300	6,079.98
Nesbitt Burns Securities	11/30/98	Open	49,625,000 *	Variable **	7,236.98 ***
Deutsche Bank Securities	11/30/98	12/01/98	51,689,127	5.200	7,466.21

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

** This rate subject to change daily.

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

(Board - 2/25/99)

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

Reverse Repurchase (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>
Nesbitt Burns Securities	11/02/98	11/05/98	\$ 49,800,000	4.750%	\$ 19,505.00
Prudential Securities	11/23/98	11/24/98	39,450,000	4.000	4,383.33
Nesbitt Burns Securities	11/25/98	11/30/98	49,500,000	3.950	27,156.25
Nesbitt Burns Securities	11/25/98	Open	39,450,000	Variable *	28,710.83 **
Nesbitt Burns Securities	11/30/98	Open	49,625,000	Variable *	6,892.36 **

* This rate subject to change daily.

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

(Board - 2/25/99)

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 November 1, 1998 through November 30, 1998, 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.

(Board – 2/25/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period December 1, 1998 through December 31, 1998.

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>YTD</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.

(Board - 2/25/99)

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 December 1, 1998 through December 31, 1998, 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.

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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>
12/01/98	\$ 30,000,000	FNDN	--	01/04/99	99.52	5.080%	5.175%	\$ 29,856,066.66	Prudential Securities
12/02/98	226,000	USTB(117S)	--	05/13/99	98.05	4.340	4.488	221,586.22	Paribas Corporation
12/02/98	20,000,000	US T-BILL	--	12/15/98	99.83	4.760	4.834	19,965,622.22	Paribas Corporation
12/02/98	25,000,000	US T-BILL	--	12/15/98	99.83	4.760	4.834	24,957,027.78	Prudential Securities *
12/02/98	50,000,000	US T-BILL	--	12/15/98	99.83	4.760	4.834	49,914,055.55	Paribas Corporation
12/03/98	20,000,000	FMCDN	--	01/29/99	99.20	5.080	5.192	19,839,133.34	Merrill Lynch Gov Sec
12/03/98	20,000,000	FNMA	--	01/15/99	99.39	5.110	5.213	19,877,927.78	Dean Witter Reynolds
12/03/98	30,000,000	FMCDN	--	01/14/99	99.41	5.100	5.202	29,821,500.00	Merrill Lynch Gov Sec
12/04/98	15,000,000	US T-NOTE	4.625%	11/30/00	100.55	--	4.335	15,082,031.25	Nesbitt Burns Securities
12/04/98	25,000,000	US T-BILL	--	12/15/98	99.86	4.650	4.721	24,964,479.18	Paribas Corporation
12/07/98	10,000,000	US T-NOTE	4.250	11/15/03	99.53	--	4.356	9,953,125.00	Paribas Corporation

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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>
12/08/98	\$ 10,000,000	US T-NOTE	4.250%	11/15/03	99.38	--	4.392%	\$ 9,937,500.00	Prudential Securities
12/15/98	25,000,000	US T-BILL	--	01/21/99	99.55	4.425%	4.507	24,886,302.08	Paribas Corporation
12/15/98	25,000,000	US T-BILL	--	01/21/99	99.55	4.425	4.507	24,886,302.08	Paribas Corporation
12/15/98	50,000,000	US T-BILL	--	01/21/99	99.55	4.425	4.507	49,772,604.15	Paribas Corporation
12/16/98	10,000,000	US T-NOTE	4.250	11/15/03	99.50	--	4.363	9,950,000.00	Paribas Corporation
12/17/98	25,000,000	GECC CP	--	01/20/99	99.49	5.350	5.452	24,873,680.55	General Electric Capital
12/23/98	10,000,000	US T-NOTE	4.250	11/15/03	99.00	--	4.479	9,900,000.00	Prudential Securities
12/28/98	15,000,000	US T-NOTE	4.250	11/15/03	98.36	--	4.628	14,753,906.25	Nesbitt Burns Securities
12/29/98	<u>25,000,000</u>	GECC CP	--	01/08/99	99.83	6.020	6.114	<u>24,958,194.45</u>	General Electric Capital
	<u>\$440,226,000</u>							<u>\$438,371,044.54</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>BEY @Cost</u>	<u>Realized Total Return</u>	<u>Principal</u>	<u>Dealer</u>
12/02/98	\$ 40,000,000	US T-NOTE	4.250%	11/15/03	99.16	--	4.441%	17.190%	\$ 39,662,500.00	Prudential Securities
12/02/98	25,000,000	US T-BILL	--	12/24/98	99.74	4.240%	4.310	4.890	24,935,222.23	Prudential Securities *
12/03/98	25,000,000	FMCDN	--	12/23/98	99.74	4.700	4.778	5.470	24,934,722.23	Merrill Lynch Gov Sec
12/03/98	24,000,000	FHDN	--	12/11/98	99.90	4.700	4.770	5.230	23,974,933.34	Merrill Lynch Gov Sec
12/03/98	21,000,000	FMCDN	--	12/30/98	99.64	4.740	4.823	5.440	20,925,345.00	Prudential Securities
12/10/98	20,000,000	US T-NOTE	4.250	11/15/03	99.61	--	4.338	27.170	19,921,875.00	Prudential Securities
12/17/98	<u>10,000,000</u>	US T-NOTE	4.250	11/15/03	99.63	--	4.335	49.980	<u>9,962,500.00</u>	Paribas Corporation
	<u>\$165,000,000</u>								<u>\$164,317,097.80</u>	

BEY - Bond Equivalent Yield

* 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	12/01/98	12/02/98	\$ 6,409,000	4.890%	\$ 870.56
Paribas Corporation	12/01/98	12/02/98	7,956,000	4.890	1,080.69
Paribas Corporation	12/01/98	12/02/98	10,628,000	4.890	1,443.64
Paribas Corporation	12/01/98	12/02/98	12,577,000	4.890	1,708.38
Paribas Corporation	12/01/98	12/02/98	15,314,000	4.890	2,080.15
Lehman Brothers	12/01/98	12/02/98	17,355,000 *	4.900	2,362.21
Warburg Dillon Read LLC	12/01/98	12/02/98	22,000,000	4.850	2,963.89
Lehman Brothers	12/01/98	12/02/98	32,345,000 *	4.900	4,402.51
Paribas Corporation	12/01/98	12/02/98	43,777,000	4.890	5,946.38
Paribas Corporation	12/02/98	12/03/98	10,618,000	4.600	1,356.74
Paribas Corporation	12/02/98	12/03/98	18,632,000	4.600	2,380.76

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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	12/02/98	12/03/98	\$ 23,259,000	4.600%	\$ 2,971.98
Dresdner Kleinwort Benson	12/02/98	12/03/98	25,394,000	4.640	3,273.00
Nesbitt Burns Securities	12/02/98	12/03/98	29,925,000	4.600	3,823.75
Dresdner Kleinwort Benson	12/02/98	12/03/98	36,606,000	4.640	4,718.11
Paribas Corporation	12/02/98	12/03/98	43,755,000	4.600	5,590.92
Lehman Brothers	12/02/98	12/03/98	49,437,500 *	4.620	6,344.48
Nesbitt Burns Securities	12/03/98	12/04/98	10,615,000	4.600	1,356.36
Nesbitt Burns Securities	12/03/98	12/04/98	15,252,000	4.600	1,948.87
Paribas Corporation	12/03/98	12/04/98	17,035,000	4.650	2,200.35
Nesbitt Burns Securities	12/03/98	12/04/98	23,251,000	4.600	2,970.96
Warburg Dillon Read LLC	12/03/98	12/04/98	29,929,000	4.600	3,824.26

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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>
Nesbitt Burns Securities	12/03/98	12/04/98	\$ 43,653,000	4.600%	\$ 5,577.88
Paribas Corporation	12/03/98	12/04/98	44,965,000	4.650	5,807.98
Nesbitt Burns Securities	12/04/98	12/07/98	10,608,000	4.590	4,057.56
Nesbitt Burns Securities	12/04/98	12/07/98	15,122,000	4.590	5,784.17
Nesbitt Burns Securities	12/04/98	12/07/98	18,629,000	4.590	7,125.59
Nesbitt Burns Securities	12/04/98	12/07/98	23,248,000	4.590	8,892.36
Nesbitt Burns Securities	12/04/98	12/07/98	29,458,000	4.590	11,267.69
Greenwich Capital Mkts	12/04/98	12/07/98	47,000,000	4.600	18,016.67
Dresdner Kleinwort Benson	12/04/98	12/07/98	49,725,000 *	4.600	19,061.25
Paribas Corporation	12/07/98	12/08/98	7,180,000	4.680	933.40
Paribas Corporation	12/07/98	12/08/98	7,442,000	4.680	967.46

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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	12/07/98	12/08/98	\$ 8,317,000	4.680%	\$ 1,081.21
Paribas Corporation	12/07/98	12/08/98	9,623,000	4.680	1,250.99
Paribas Corporation	12/07/98	12/08/98	9,768,000	4.680	1,269.84
Paribas Corporation	12/07/98	12/08/98	9,966,000	4.680	1,295.58
Paribas Corporation	12/07/98	12/08/98	10,591,000	4.680	1,376.83
Paribas Corporation	12/07/98	12/08/98	14,267,000	4.680	1,854.71
Lehman Brothers	12/07/98	12/08/98	17,880,000	4.720	2,344.27
Paribas Corporation	12/07/98	12/08/98	18,178,000	4.680	2,363.14
Lehman Brothers	12/07/98	12/08/98	20,120,000	4.720	2,637.96
Paribas Corporation	12/08/98	12/09/98	10,524,000	4.680	1,368.12
Paribas Corporation	12/08/98	12/09/98	14,149,000	4.680	1,839.37

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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	12/08/98	12/09/98	\$ 18,149,000	4.680%	\$ 2,359.37
Paribas Corporation	12/08/98	12/09/98	22,858,000	4.680	2,971.54
Paribas Corporation	12/08/98	12/09/98	28,386,000	4.680	3,690.18
Warburg Dillon Read LLC	12/08/98	12/09/98	41,000,000	4.680	5,330.00
Paribas Corporation	12/09/98	12/10/98	8,870,000	4.670	1,150.64
Paribas Corporation	12/09/98	12/10/98	13,907,000	4.670	1,804.05
Paribas Corporation	12/09/98	12/10/98	18,122,000	4.670	2,350.83
Paribas Corporation	12/09/98	12/10/98	22,850,000	4.670	2,964.15
Paribas Corporation	12/09/98	12/10/98	28,257,000	4.670	3,665.56
Dresdner Kleinwort Benson	12/09/98	12/10/98	35,000,000	4.630	4,501.39
Paribas Corporation	12/10/98	12/11/98	8,863,000	4.680	1,152.19

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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	12/10/98	12/11/98	\$ 10,255,000	4.720%	\$ 1,344.54
Paribas Corporation	12/10/98	12/11/98	13,856,000	4.680	1,801.28
Paribas Corporation	12/10/98	12/11/98	18,046,000	4.680	2,345.98
Paribas Corporation	12/10/98	12/11/98	22,856,000	4.680	2,971.28
Paribas Corporation	12/10/98	12/11/98	28,204,000	4.680	3,666.52
Lehman Brothers	12/10/98	12/11/98	43,745,000	4.720	5,735.46
Paribas Corporation	12/11/98	12/14/98	8,860,000	4.830	3,566.15
Paribas Corporation	12/11/98	12/14/98	13,838,000	4.830	5,569.80
Paribas Corporation	12/11/98	12/14/98	18,045,000	4.830	7,263.11
Lehman Brothers	12/11/98	12/14/98	21,365,000	4.930	8,777.45
Paribas Corporation	12/11/98	12/14/98	22,854,000	4.830	9,198.74

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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	12/11/98	12/14/98	\$ 28,050,000	4.830%	\$ 11,290.13
Lehman Brothers	12/11/98	12/14/98	34,635,000	4.930	14,229.21
Paribas Corporation	12/14/98	12/15/98	8,864,000	5.050	1,243.42
Paribas Corporation	12/14/98	12/15/98	13,843,000	5.050	1,941.87
Paribas Corporation	12/14/98	12/15/98	18,052,000	5.050	2,532.29
Paribas Corporation	12/14/98	12/15/98	22,863,000	5.050	3,207.17
Lehman Brothers	12/14/98	12/15/98	23,300,000	5.220	3,378.50
Paribas Corporation	12/14/98	12/15/98	28,061,000	5.050	3,936.33
Lehman Brothers	12/14/98	12/15/98	30,700,000	5.220	4,451.50
Lehman Brothers	12/15/98	12/16/98	8,803,000	5.270	1,288.66
Lehman Brothers	12/15/98	12/16/98	12,694,000	5.270	1,858.26

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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	12/15/98	12/16/98	\$ 18,056,000	5.270%	\$ 2,643.20
Lehman Brothers	12/15/98	12/16/98	22,356,000	5.270	3,272.67
Lehman Brothers	12/15/98	12/16/98	22,479,000	5.270	3,290.68
Warburg Dillon Read LLC	12/15/98	12/16/98	28,040,000	5.200	4,050.22
Warburg Dillon Read LLC	12/15/98	12/16/98	51,960,000	5.200	7,505.33
Paribas Corporation	12/16/98	12/17/98	6,572,000	4.860	887.22
Paribas Corporation	12/16/98	12/17/98	8,029,000	4.860	1,083.92
Paribas Corporation	12/16/98	12/17/98	12,618,000	4.860	1,703.43
Paribas Corporation	12/16/98	12/17/98	13,692,000	4.860	1,848.42
Lehman Brothers	12/16/98	12/17/98	13,930,000	4.850	1,876.68
Paribas Corporation	12/16/98	12/17/98	18,011,000	4.860	2,431.49

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	12/16/98	12/17/98	\$ 22,314,000	4.860%	\$ 3,012.39
Lehman Brothers	12/16/98	12/17/98	26,275,000	4.850	3,539.83
Lehman Brothers	12/16/98	12/17/98	50,795,000	4.850	6,843.22
Dresdner Kleinwort Benson	12/17/98	12/22/98	1,837,500 *	4.750	1,209.69
Paribas Corporation	12/17/98	12/18/98	7,695,000	4.780	1,021.73
Paribas Corporation	12/17/98	12/18/98	12,539,000	4.780	1,664.90
Dresdner Kleinwort Benson	12/17/98	12/30/98	15,093,750 *	4.950	25,910.94
Paribas Corporation	12/17/98	12/18/98	17,982,000	4.780	2,387.61
Paribas Corporation	12/17/98	12/18/98	18,035,000	4.780	2,394.65
Paribas Corporation	12/17/98	12/18/98	22,303,000	4.780	2,961.34
Dresdner Kleinwort Benson	12/17/98	12/22/98	47,725,000 *	4.750	31,418.96

(Board - 2/25/99)

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>
Warburg Dillon Read LLC	12/17/98	12/18/98	\$ 50,000,000	4.850%	\$ 6,736.11
Warburg Dillon Read LLC	12/17/98	12/18/98	50,000,000	4.850	6,736.11
Lehman Brothers	12/18/98	12/21/98	7,025,000	4.680	2,739.75
Paribas Corporation	12/18/98	12/21/98	7,696,000	4.700	3,014.27
Paribas Corporation	12/18/98	12/21/98	12,541,000	4.700	4,911.89
Paribas Corporation	12/18/98	12/21/98	17,984,000	4.700	7,043.73
Paribas Corporation	12/18/98	12/21/98	18,036,000	4.700	7,064.10
Paribas Corporation	12/18/98	12/21/98	22,306,000	4.700	8,736.52
Lehman Brothers	12/18/98	12/21/98	47,975,000	4.680	18,710.25
Warburg Dillon Read LLC	12/18/98	12/21/98	50,000,000	4.700	19,583.33
Paribas Corporation	12/21/98	12/22/98	5,746,000	4.780	762.94

(Board - 2/25/99)

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	12/21/98	12/22/98	\$ 11,105,000	4.780%	\$ 1,474.50
Nesbitt Burns Securities	12/21/98	12/22/98	15,119,000	4.760	1,999.07
Paribas Corporation	12/21/98	12/22/98	16,959,000	4.780	2,251.78
Paribas Corporation	12/21/98	12/22/98	17,298,000	4.780	2,296.79
Paribas Corporation	12/21/98	12/22/98	22,314,000	4.780	2,962.80
Nesbitt Burns Securities	12/21/98	12/22/98	34,881,000	4.760	4,612.04
Lehman Brothers	12/21/98	12/22/98	39,000,000	4.830	5,232.50
Warburg Dillon Read LLC	12/22/98	12/23/98	5,725,000	4.760	756.97
Paribas Corporation	12/22/98	12/23/98	9,251,000	4.700	1,207.77
Warburg Dillon Read LLC	12/22/98	12/23/98	9,694,000	4.760	1,281.76
Warburg Dillon Read LLC	12/22/98	12/23/98	16,856,000	4.760	2,228.74

(Board - 2/25/99)

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>
Warburg Dillon Read LLC	12/22/98	12/23/98	\$ 17,154,000	4.760%	\$ 2,268.14
Warburg Dillon Read LLC	12/22/98	12/23/98	22,276,000	4.760	2,945.38
Dresdner Kleinwort Benson	12/22/98	12/23/98	50,000,000	4.730	6,569.44
Paribas Corporation	12/22/98	12/23/98	50,749,000	4.700	6,625.56
Paribas Corporation	12/23/98	12/24/98	5,726,000	4.650	739.61
Paribas Corporation	12/23/98	12/24/98	9,695,000	4.650	1,252.27
Dresdner Kleinwort Benson	12/23/98	12/24/98	16,000,000	4.670	2,075.56
Paribas Corporation	12/23/98	12/24/98	16,858,000	4.650	2,177.49
Paribas Corporation	12/23/98	12/24/98	17,157,000	4.650	2,216.11
Paribas Corporation	12/23/98	12/24/98	22,279,000	4.650	2,877.70
Lehman Brothers	12/23/98	12/24/98	28,485,000	4.670	3,695.14

(Board - 2/25/99)

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	12/23/98	12/24/98	\$ 61,515,000	4.670%	\$ 7,979.86
Paribas Corporation	12/24/98	12/28/98	5,723,000	4.680	2,975.96
Paribas Corporation	12/24/98	12/28/98	7,076,000	4.680	3,679.52
Lehman Brothers	12/24/98	12/28/98	7,550,000	4.680	3,926.00
Paribas Corporation	12/24/98	12/28/98	15,594,000	4.680	8,108.88
Paribas Corporation	12/24/98	12/28/98	16,986,000	4.680	8,832.72
Dresdner Kleinwort Benson	12/24/98	12/28/98	21,000,000	4.580	10,686.67
Paribas Corporation	12/24/98	12/28/98	21,391,000	4.680	11,123.32
Lehman Brothers	12/24/98	12/28/98	52,450,000	4.680	27,274.00
Paribas Corporation	12/28/98	12/29/98	5,715,000	4.900	777.88
Paribas Corporation	12/28/98	12/29/98	6,533,000	4.900	889.21

(Board - 2/25/99)

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	12/28/98	12/29/98	\$ 15,072,000	4.900%	\$ 2,051.47
Paribas Corporation	12/28/98	12/29/98	16,971,000	4.900	2,309.94
Paribas Corporation	12/28/98	12/29/98	21,378,000	4.900	2,909.78
Nesbitt Burns Securities	12/28/98	12/29/98	40,000,000	4.800	5,333.33
Paribas Corporation	12/29/98	12/30/98	4,558,000	4.950	626.73
Paribas Corporation	12/29/98	12/30/98	5,060,000	4.950	695.75
Paribas Corporation	12/29/98	12/30/98	14,487,000	4.950	1,991.96
Paribas Corporation	12/29/98	12/30/98	16,787,000	4.950	2,308.21
Paribas Corporation	12/29/98	12/30/98	21,181,000	4.950	2,912.39
Warburg Dillon Read LLC	12/29/98	12/30/98	38,000,000	4.920	5,193.33
Paribas Corporation	12/30/98	01/04/99	4,346,000	5.250	1,267.58 **

(Board - 2/25/99)

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	12/30/98	01/04/99	\$ 4,998,000	5.250%	\$ 1,457.75 **
Paribas Corporation	12/30/98	01/04/99	14,009,000	5.250	4,085.96 **
Paribas Corporation	12/30/98	01/04/99	16,484,000	5.250	4,807.83 **
Paribas Corporation	12/30/98	01/04/99	21,111,000	5.250	6,157.38 **
Warburg Dillon Read LLC	12/30/98	12/31/98	41,000,000	4.830	5,500.83
Warburg Dillon Read LLC	12/31/98	01/04/99	12,856,000	4.750	1,696.28 **
Warburg Dillon Read LLC	12/31/98	01/04/99	51,470,000	4.750	6,791.18 **

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

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

(Board - 2/25/99)

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

Reverse Repurchase (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	12/01/98	12/02/98	\$ 49,700,000	4.650%	\$ 6,419.58
Lehman Brothers	12/02/98	12/03/98	49,437,500	4.350	5,973.70
Dresdner Kleinwort Benson	12/04/98	12/07/98	49,725,000	4.200	17,403.75
Dresdner Kleinwort Benson	12/17/98	12/22/98	49,562,500	4.600	31,045.40
Dresdner Kleinwort Benson	12/17/98	12/30/98	15,093,750	3.900	21,906.90

(Board – 2/25/99)

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 December 1, 1998 and December 31, 1998 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 December 1, 1998 and December 31, 1998 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 - 2/25/99)

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 October 1, 1998 through December 31, 1998 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 4th Quarter 1998.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1998 to December 31, 1998.

PART I.

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
The Tyree Organization, Ltd. (JFK-885)	Repair or removal of underground storage tank systems via work order at John F. Kennedy International Airport	\$1,000,000	Publicly Bid
Halmar Builders of New York, Inc. (JFK-954.111)	Increase in extra work authorization for Taxiway 'U' Relocation and Bypass at John F. Kennedy International Airport	\$250,000	Existing Contract
Argenbright Incorporated	Compensation for start-up costs related to the replacement bus service at John F. Kennedy International Airport	\$200,000	Negotiated
Austin Helle Company, Inc. (EWR-100.545)	Immediate and scheduled repairs via work order related to structural integrity work at Newark International Airport	\$1,000,000	Publicly Bid
Advanced Remediation Technologies Corp. D/B/A ARTC Corporation	Removal and disposal of construction debris, contaminated and hazardous materials via work order at Newark International Airport	\$450,000	Publicly Bid
National Water Main Cleaning Company (LGA-124.056)	Cleaning of drainage system and subsequent inspection of pipe at LaGuardia Airport	\$358,200	Publicly Bid
Yonkers Contracting Company, Inc. (LGA-643)	Regrooving of Runways 4-22 and 13-31 at LaGuardia Airport	\$250,000	Select List

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Ciprietti-Tolisano Associates, Inc. (GWB-411)	Increase in extra work for conference room relocation and female officers' locker room facilities at the George Washington Bridge Administration Building	\$97,000	Existing Contract
Manteo Electric, Inc. (GWB-427)	Increase in extra work for Replacement of fire alarm system at the George Washington Bridge Administration Building and SEMAC shop	\$85,360	Existing Contract
Gibraltar Waterproofing & Restoration, Inc. (GWB-445)	Replacement of roofing system and repairs to the Helipad at the George Washington Bridge Administration Building.	\$238,139	Publicly Bid
E & B Industrial Cleaning Corp. (GWB-448)	Cleaning of drainage systems via work order at the George Washington Bridge	\$150,200	Publicly Bid
DeJana Industries, Inc.	Roadway sweeping and debris removal at the George Washington Bridge and Bus Station.	\$865,698	Publicly Bid
E & B Industrial Cleaning Corp. (AK-157)	Drainage system cleaning on a work order basis at the Staten Island Bridges	\$162,000	Publicly Bid
Gardner M. Bishop, Inc. and Joseph M. Sanzari, Inc. a Joint Venture (MFI-110)	Immediate repairs via work order to the exterior water supply systems at the George Washington, Bayonne and Goethals Bridges, and Outerbridge Crossing	\$500,000	Publicly Bid
Blandford Land Clearing Corp. (EP-384.026)	Demolition of Building No. 2250 at Elizabeth-Port Authority Marine Terminal	\$436,690	Publicly Bid

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
New York Institute of Finance/Prentice Hall (Lease No. WT-3366)	Reimbursement for construction costs in tenant's World Trade Center space performed on behalf of the Port Authority	\$150,000	Negotiated
Guy Carpenter Company, Inc. (Lease No. WT-8010)	Reimbursement for construction costs in tenant's World Trade Center space performed on behalf of the Port Authority	\$90,000	Negotiated
Trends Urban Renewal Associates, Ltd.	Payment to landlord for upgrade of the Central Automotive Shop's Oil/Water Separator System at the Port Authority Technical Center	\$168,135	Negotiated
Tri-State Employment Services, Inc.	Provide messenger and delivery services for the Port Authority Mail Center	\$660,000	Publicly Bid
West Group (Westlaw)	Renewal of Westlaw Legal Research Database Service	\$125,000	Sole Source

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period October 1, 1998 to December 31, 1998.

PART II.

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Golden Gate Switchgear P.O. #98-28	Rehabilitation of Transformer JA-3T-NYRB at the Holland Tunnel	\$83,000	Sole Source
Eagle Work Clothes, Inc.	Requirements Contract for Supply of Port Authority and PATH Uniforms	\$773,536	Publicly Advertised
Gales Industrial Hardware	Requirements Contract for Supply of Various Tools	\$704,690	Publicly Advertised
Cerberus Pyrotronics	Fire Alarm Devices for The World Trade Center Fire Alarm System Upgrade	\$250,000	Sole Source
Applied Tactical Systems, Inc.	Purchase of Bar Code Inventory Management System License, Training and Maintenance Services	\$202,000	Select List/Award to Highest Rated Proposer
The Atlantic Group P.O. #25317	Custom Trash Receptacles for La Guardia Airport Recycling Program	\$ 243,470	Select List
Three Generations Contracting P.O. #25703	Restoration of Stainless Steel @ WTC-Two Year Contract	\$ 307,390	Publicly Advertised
Villa Marin Chevrolet P.O. #25724	Six Passenger Suburbans for Central Automotive	\$ 331,221	Publicly Advertised
HEVAC Engineering P.O. #25797	Plate & Frame Heat Exchangers for WTC	\$ 255,580	Publicly Advertised
Megrant Properties Inc. P.o.# 25799	General Maintenance, Repair & Construction Service @ WTC-Two Year Contract	\$ 296,729	Publicly Advertised

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Allegro Sanitation Corp. P.O. #25870	Trash Removal, Recycling & Disposal Services @ Newark International Airport-Two Year Contract	\$ 317,653	Publicly Advertised
Carso, Inc. P.O. #25894	Weedkillers, Various-One Year Contract	\$ 112,739	Publicly Advertised
Parts Distributors Inc. P.O.# 25898	Aftermarket Automotive Parts & Assemblies-14 Month Contract	\$ 100,000	NYC Contract
JC Auto & Truck Parts P.O. #25917	Aftermarket Automotive Parts & Assemblies-One Year Contract	\$ 125,000	NJ State Contract
Commercial Marketing Associates P.O. #26005	Carpet Tiles For WTC Stockroom	\$ 96,248	GSA Pricing
CompInfo, Inc. P.O. # 26020	License, Implementation, Training & Maintenance Support Services For the Law Department Software System	\$ 267,833	GSA Pricing
Sun Microsystems, Inc. P.O. # 26042	Sun Ultra Enterprise 3500 Server with Unlimited SOLARIS License-Y2K Replacement for PRIMUS	\$ 86,908	NJ State Contract
G.K. Yedibalian, Inc. P.O. # 26104	Anchors, Bolts, Nuts, Screws & Washers, Various-Two Year Contract	\$ 436,534	NJ State Contract
Castlereagh, Inc. P.O. #26125	English, Spanish, French, German & Japanese Airport Guide Printing	\$ 86,507	Select List
Aero Snow Removal Corp. P.O. #26143	Rental of Two Dozers with 30 Foot Plows for JFK International Airport-6 Months	\$ 84,000	Publicly Advertised
Basin Haulage, Inc. P.O. #26172	Trash Compactor Service @ The Port Authority Bus Terminal-Two Year Contract	\$ 374,496	Publicly Advertised

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Hydro/Kirby Agri P.O. #26177	Shotted or Prilled Urea-1998-99 Winter Season For Aviation Department	\$ 192,500	Publicly Advertised
Medford Sand & Gravel Corp. P.O. #26179	Airport Runway/Taxiway Sand for Aviation Department-Two Year Five Month Contract	\$ 255,400	Publicly Advertised
BKM Resources, Inc. P.O. #26181	Sodium Formate or Sodium Acetate for Aviation Department-1998-99 Winter Season	\$ 208,522	Publicly Advertised
Katzin's Uniforms, Inc. P.O. #26188	Coveralls-Three Year Contract	\$ 150,015	Publicly Advertised
Euro-American Uniforms P.O. #26192	Ike Jackets-Three Year Contract	\$ 220,521	Publicly Advertised
Roberts Generator Co. P.O. #26360	Aftermarket Automotive Parts & Assemblies-One Year Contract	\$ 125,000	NJ State Contract
Outboard Marine Corp. P.O. #26362	Genuine Evinrude & Johnson Parts-Five Year Contract	\$ 100,000	GSA Pricing
Cisco Systems P.O. #26368	Ethernet Switch for Information Services Department	\$ 154,109	NY State Contract
Smith Klein Beech P.O. #26453	Toxicology Services for Office of Medical Services-Three Year Contract	\$ 102,945	Publicly Advertised
Atlantic Salt Co. P.O. #26479	Sodium Chloride (Rock Salt) for Staten Island Bridges-1998- 99 Winter Season	\$ 500,000	NJ State Contract
Cargill, Inc. P.O. #26480	Sodium Chloride (Rock Salt) for JFK International Airport & La Guardia Airport	\$ 500,000	NJ State Contract

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
International Salt Company LLC P.O. #26481	Sodium Chloride (Rock Salt) For New York Marine Terminal, Lincoln & Holland Tunnels, Newark International Airport, Port Newark, George Washington Bridge & Yonkers Industrial Park	\$ 500,000	NJ State Contract
Digital Equipment Corp. P.O. #26531	Annual Software Maintenance for Law Department Primus System-One Year Contract	\$ 149,043	NY State Contract
Paraco Gas P.O. #26604	Liquid Propane Fuel for JFK International Police Aircraft Fire Training-Five Month Contract	\$ 165,000	Publicly Advertised
Electro Battery Systems Inc. P.O. #26652	Automotive Type Batteries-One Year Contract	\$ 100,000	NJ State Contract
Specialty Systems, Inc. P.O. #26659	Oracle Server Enterprise Edition	\$ 227,370	NJ State Contract
Empire Equipment Sales Company Inc. P.O. #26663	Genuine Elgin Sweeper Parts- Three Year Contract	\$ 130,000	NYC Contract
Ericsson GE Mobile Communications P.O. #26683	Portable Radios for The Radio Shop	\$ 383,400	NJ State Contract
Railroad Construction Co. P.O. #26684	Emergency Railroad Call In Repair Contract for New Jersey Marine Terminals	\$ 287,630	Publicly Advertised
Batter City Car and Limousine P.O. #26702	Agreement for Employee Car Service as Primary Contractor- Three Year Contract	\$ 375,000	Publicly Advertised
Crown Limo & Car Service P.O. #26703	Agreement for Employee Car Service As Secondary Contractor-Three Year Contract	\$ 125,000	Publicly Advertised

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
United Rentals Aerial Equipment P.O. #26706	Scissor Lifts Rental for Central Automotive Division-Two Year Contract	\$ 150,000	Publicly Advertised
Richard Lucas Chevrolet P.O. #26709	Genuine General Motors Corporate Parts & Assemblies for New Jersey Automotive Repair Facilities-Three Year Contract	\$ 126,750	Publicly Advertised
Beyer Brothers GMC Corp. P.O. #26711	Genuine General Motors Corporate Parts & Assemblies for New York Automotive Repair Facilities-Three Year Contract	\$ 195,585	Publicly Advertised
Colorbank Digital Sources P.O. #26789	Excess Graphics Design Services-Two Year Contract	\$ 116,050	Publicly Advertised
Premier Party Servers, Inc. P.O. #26798	Temporary Staffing For Foodservice on an As-Need Basis-One Year Contract	\$ 206,975	Publicly Advertised
Transpo Industries, Inc. P.O. #26834	Crash Cushions and Impact Attenuator Parts, Various-Two Year Contract	\$ 496,598	NYC Contract
IBM Corporation P.O. #26842	Enterprise Console for Server For Information Services Department	\$ 99,900	NY State Contract
Brockport-Shaw Carpet, Inc. P.O. #26859	Carpet Tiles as Manufactured by Shaw Industries for Office Space Services Division	\$ 163,000	NY State Contract
Goodman Brothers Steel Drum Company P.O. #26833	Various Steel Drums For Solid & Liquid Waste-Two Year Contract	\$ 88,638	Publicly Advertised

(Board - 2/25/99)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, the following claims were previously settled, and reported closed during the period October 1, 1998 to December 31, 1998.

NAME	FACILITY	AMOUNT COLLECTED
AIRFREIGHT WAREHOUSE	John F. Kennedy International Airport	\$ 50,000.00
AIRPORT BOOKS SHOPS INC	LaGuardia Airport	60,303.45
CENTURY SHOPS F/K/A JERS	Newark International Airport	21,101.85
DALRYMPLE ROBERT	Holland Tunnel	8,147.88
KABBAJ KHATIMA	George Washington Bridge	3,845.97
TRANSTAR EXECUTIVE TRANS	John F. Kennedy International Airport	1,641.66
	TOTAL	\$ 145,040.81

(Board - 2/25/99)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY

NAME	FACILITY	AMOUNT PAID
AIELLO GABRIELLA	Holland Tunnel	\$ 50,000.00
BALKARAN RAYWATEE	John F. Kennedy International Airport	1,996.76
CLARK EDWARD	Lincoln Tunnel	627.00
FISCHETTO BARRI	Off Property	1,343.94
FISCHETTO BARRI/ALLSTATE	Off Property	6,338.88
FRANCK JEAN	Newark International Airport	799.98
GRITZ MARK	Bus Terminal	8,000.00
HOROWITZ ILENE/TRI-STATE	LaGuardia Airport	750.00
LAURETTA ANGELO	Newark International Airport	978.81
PERAZA JULIO	Lincoln Tunnel	975.00
PHILCO HACKING CORP	LaGuardia Airport	996.40
PORCELLI GAETANO	Off Property	607.33
TOMASI THERESA	LaGuardia Airport	1,683.38
WALIA JITINDER	John F. Kennedy International Airport	118.25
WONG SUSAN F	Bus Terminal	404.91
CASELL DANIEL	Off Property	37,500.00
FISCHETTO BARRI	Off Property	9,500.00
GALLEGO JAIME	George Washington Bridge	22,500.00
IGLESIA ROBERT A	Bayonne Bridge	35,000.00
DU TOIT CHARLOTTE	John F. Kennedy International Airport	248.15
RIVERA MARIA	John F. Kennedy International Airport	486.78
SELECTOR LEV	John F. Kennedy International Airport	92.01
BARTELUCCI DEAN	George Washington Bridge	500.00
BREAULT ROBERT	George Washington Bridge	162.38
CABOSE SYLVAN	George Washington Bridge	243.80
GASNICK GREG	George Washington Bridge	295.74

(Board - 2/25/99)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
LIMA JOSE	George Washington Bridge	\$ 187.62
MC SWEENEY KEVIN	George Washington Bridge	500.00
MOMPLAISIR EDWARD	George Washington Bridge	302.02
POLLACK JUDDSON	George Washington Bridge	299.23
RODRIGUEZ JOAQUIN	George Washington Bridge	243.56
SHERRY DERRICK	George Washington Bridge	894.79
MEHEGAN JOSEPH	Lincoln Tunnel	750.00
WILLIAMS HORACE	Goethals Bridge	400.00
GRILLO MARTIN L	World Trade Center	35,000.00
PINTO RICHARD & LAURA	Off Property	10,000.00
LAMARRE RIRATOU	World Trade Center	15,000.00
REID ROBERT J	Bus Terminal	500.00
RIOS SANDRA	John F. Kennedy International Airport	15,000.00
YOWELL DREW	Bus Terminal	40,000.00
AGNESS ESTME DAVID	John F. Kennedy International Airport	156.10
AGRAIT DAVID	John F. Kennedy International Airport	118.54
AJAMI MARIA	John F. Kennedy International Airport	118.54
ANDRETTA ROSE	John F. Kennedy International Airport	156.10
AQUINO ANDY	John F. Kennedy International Airport	118.54
ARCERY JOHN	John F. Kennedy International Airport	118.54
ARTINGER GREG	John F. Kennedy International Airport	118.54
BANGE GREG	John F. Kennedy International Airport	156.10
BARASH MARC	John F. Kennedy International Airport	156.10
BERNATO WARREN	John F. Kennedy International Airport	156.10
BIGBY SHETOCQUA	John F. Kennedy International Airport	156.10
BLANDEBURGO KATHY	John F. Kennedy International Airport	200.27
BRODERICK PATRICIA	John F. Kennedy International Airport	200.27

(Board - 2/25/99)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
BROWN JOANN	John F. Kennedy International Airport	\$ 156.10
BURGOS NITZA	John F. Kennedy International Airport	156.10
CABRA EUGENIA	John F. Kennedy International Airport	156.10
CAHILL LARRY	John F. Kennedy International Airport	156.10
CARAMORE GREG	John F. Kennedy International Airport	454.33
CARPITELLA JAMES	John F. Kennedy International Airport	118.54
CASELLA SERAFINO	John F. Kennedy International Airport	156.10
CASTANEDA JAIRO	John F. Kennedy International Airport	156.10
CERNEY ROBERT	John F. Kennedy International Airport	200.21
CHEN YU MEI	John F. Kennedy International Airport	156.10
CHENG LI-FU	John F. Kennedy International Airport	156.10
CHOI MYUNG	John F. Kennedy International Airport	118.54
CHOW HUN	John F. Kennedy International Airport	118.54
CHU DIANA	John F. Kennedy International Airport	156.10
CIRIGLIANO DOREEN	John F. Kennedy International Airport	200.27
CLARK DIANA	John F. Kennedy International Airport	200.27
CLARK HARVEY	John F. Kennedy International Airport	200.27
COLON WALTER	John F. Kennedy International Airport	200.27
CORNMAN FREDERICK	John F. Kennedy International Airport	156.10
CORTES ABIMAEI	John F. Kennedy International Airport	200.27
CORTORREAL ARLIS	John F. Kennedy International Airport	156.10
CRICHLLOW BEVERLY	John F. Kennedy International Airport	163.46
CRUZ RENEE	John F. Kennedy International Airport	118.54
DAVALOS MARLENE	John F. Kennedy International Airport	156.10
DEL POZZO MICHAEL	John F. Kennedy International Airport	118.54
DELGADO JOHN	John F. Kennedy International Airport	156.10
DIAZ GLORIA	John F. Kennedy International Airport	118.54
ECHEVARRIA ARTURO	John F. Kennedy International Airport	118.54

(Board - 2/25/99)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
FAN SAU-KUEN	John F. Kennedy International Airport	\$ 156.10
FINDLAY GEORGE	John F. Kennedy International Airport	200.27
FIORMATO MICHAEL	John F. Kennedy International Airport	156.10
GABRIEL LLOYD	John F. Kennedy International Airport	200.27
GARCIA GEORGE	John F. Kennedy International Airport	118.54
GIGLIELLO PHILIP	John F. Kennedy International Airport	200.27
GRAHAM YVONNE	John F. Kennedy International Airport	156.10
GUARINO STEVEN	John F. Kennedy International Airport	156.10
GUNTHER PAUL	John F. Kennedy International Airport	156.10
HEIDENFELDER KURT	John F. Kennedy International Airport	398.36
HINES LLOYD	John F. Kennedy International Airport	156.10
IARROBINO KAREN	John F. Kennedy International Airport	200.27
ISKHAKBAYEV ILYUSH	John F. Kennedy International Airport	306.35
JEN CHIU-LAN	John F. Kennedy International Airport	118.54
KENNEY MATTHEW	John F. Kennedy International Airport	200.27
KHALI ALI	John F. Kennedy International Airport	156.10
KOHOUT MONICA	John F. Kennedy International Airport	306.35
KROOSS KEVIN	John F. Kennedy International Airport	200.27
LAI FONG HUNG	John F. Kennedy International Airport	156.10
LEE DANNY	John F. Kennedy International Airport	200.27
LEGOFF ROBERT	John F. Kennedy International Airport	306.35
LEMOS NOHORA	John F. Kennedy International Airport	200.27
LEWIS BERNARD	John F. Kennedy International Airport	156.10
LOCKET NORA	John F. Kennedy International Airport	156.10
LONIGRU JOSEPH	John F. Kennedy International Airport	200.27
LOUIE KELLY	John F. Kennedy International Airport	156.10
LOVETT NANCY	John F. Kennedy International Airport	156.10
LUZURIDA AUDIE	John F. Kennedy International Airport	200.27

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
MA JANICE	John F. Kennedy International Airport	\$ 200.27
MADONIA ANTHONY	John F. Kennedy International Airport	200.27
MANNOOPARAMBIL JOYMAN	John F. Kennedy International Airport	200.27
MATOS ARMANDO	John F. Kennedy International Airport	200.27
MESSINEO RONALD	John F. Kennedy International Airport	306.35
MILLER ROBERT	John F. Kennedy International Airport	156.10
MOKHTAR MOHAMED	John F. Kennedy International Airport	118.54
MORA-O'ROURKE EVELYN	John F. Kennedy International Airport	118.54
MORALES HERIBERTO	John F. Kennedy International Airport	156.10
MORRIS ALAN	John F. Kennedy International Airport	156.10
MORRIS CARMELA	John F. Kennedy International Airport	200.27
PATEL VARSHA	John F. Kennedy International Airport	156.10
PERLMUTTER PATRICIA	John F. Kennedy International Airport	118.54
PIPITONE GASPARE	John F. Kennedy International Airport	306.35
REALES MANUEL	John F. Kennedy International Airport	118.54
RIVERA GUILLERMO	John F. Kennedy International Airport	200.27
ROSADO ADA	John F. Kennedy International Airport	200.27
ROUNDTREE RONALD	John F. Kennedy International Airport	200.27
RUIZ VICTOR	John F. Kennedy International Airport	118.54
RUSSO MICHAEL	John F. Kennedy International Airport	200.27
SAXON DENNIS	John F. Kennedy International Airport	156.10
SHAH VIJAY	John F. Kennedy International Airport	118.54
STEHN KEVIN	John F. Kennedy International Airport	156.10
STEPANIC EDWARD	John F. Kennedy International Airport	200.27
STROUD CHERRY	John F. Kennedy International Airport	118.54
TOMALA JOHN	John F. Kennedy International Airport	118.54
TRIESTE SALVATORE	John F. Kennedy International Airport	200.27
TRIFI RICHARD	John F. Kennedy International Airport	200.27

(Board - 2/25/99)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
TSAI PEIYING	John F. Kennedy International Airport	\$ 118.54
UMOWSKI FRANK	John F. Kennedy International Airport	156.10
USS ROBERT	John F. Kennedy International Airport	156.10
VAIA ANGELO	John F. Kennedy International Airport	200.27
VALENTIN VICTOR	John F. Kennedy International Airport	156.10
VELILLA JEFFREY	John F. Kennedy International Airport	118.54
VERAS ESCOLASTICA	John F. Kennedy International Airport	156.10
VERNACI NICK	John F. Kennedy International Airport	200.27
VICENTE GLADYS	John F. Kennedy International Airport	118.54
WAY SWEE	John F. Kennedy International Airport	400.53
WENG PETER	John F. Kennedy International Airport	200.27
WEST CALVIN	John F. Kennedy International Airport	118.54
WILLIAMS ANNE	John F. Kennedy International Airport	118.54
WILLIAMS DWIGHT	John F. Kennedy International Airport	200.27
WILLIS ANNIE	John F. Kennedy International Airport	200.27
YAM ANNA	John F. Kennedy International Airport	118.54
YORK YANNA	John F. Kennedy International Airport	200.27
ANDES PETER	LaGuardia Airport	346.33
ANDREWS KIRBY	LaGuardia Airport	1,270.83
ARENA DENISE	Newark International Airport	427.39
BALOCK LINDA	Bayonne Bridge	148.34
BETTERLY RONALD	John F. Kennedy International Airport	61.00
BIANCO JESSIE	Bayonne Bridge	135.31
BOB & GARY INC	Newark International Airport	610.00
BORNSTEIN DAVID H	George Washington Bridge	450.00
CLARK ALONZO	John F. Kennedy International Airport	178.61
COHEN BARRY	Newark International Airport	241.43
ESPOSITO MIKE	John F. Kennedy International Airport	405.93

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
FESTER WILLIAM	LaGuardia Airport	\$ 189.44
FIVE STAR GROUP/ZAGORIA	Newark International Airport	78.44
INITLI THOMAS A	Holland Tunnel	104.00
INLAW TONJA	LaGuardia Airport	704.02
KRAVITZ BARRY	Brooklyn Piers	108.00
LOMORIELLO ANTHONY	John F. Kennedy International Airport	1,133.38
LUGO EVELYN	John F. Kennedy International Airport	1,800.00
MARTINEZ MANUEL	John F. Kennedy International Airport	145.00
MAZZA VIRGINIA	Outerbridge Crossing	100.00
MAZZACCARO MAUREEN	Outerbridge Crossing	135.00
MILANO RALPH	LaGuardia Airport	421.66
NAFT INTERNAT'L	World Trade Center	708.89
NEWMAN PAUL	Lincoln Tunnel	175.00
NIMMO GREGG	George Washington Bridge	1,222.11
PIERCE HELEN	Bayonne Bridge	249.10
PRYSOR-JONES KI	John F. Kennedy International Airport	277.44
ROBERTS HENRY S	Bayonne Bridge	388.76
ROSSENBAUM MARK	LaGuardia Airport	64.95
ROSSOMANO PAT	Bus Terminal	39.95
SAUNDERS HOWARD	LaGuardia Airport	498.20
SIMKINS DAVID	George Washington Bridge	1,932.91
STANKEVICH AL	Lincoln Tunnel	834.00
THOMPSON GREGORY	George Washington Bridge	362.50
UPSON PETER	LaGuardia Airport	496.08
ZAPPULLA VINCENT	George Washington Bridge	1,436.57
DEL BELLO KARNE	World Trade Center	6,000.00
BADALAMENTI LISA	World Trade Center	17,500.00
GRANDA FREDDY	LaGuardia Airport	35,000.00

(Board - 2/25/99)

I. TORT CLAIMS AGAINST THE PORT AUTHORITY (cont)

NAME	FACILITY	AMOUNT PAID
VANDROSS ANDREA	Bus Terminal	\$ 175.00
ASCHER ANDREA	World Trade Center	20,000.00
CANALES YOLANDA	LaGuardia Airport	10,000.00
SERRANO MIREYA	John F. Kennedy International Airport	21,000.00
WILLIAMS CARMEN	Bus Terminal	4,000.00
WESCOTT BRUCE	Newark International Airport	100.65
	TOTAL	\$ 452,760.25

INSURANCE TRANSACTIONS - JANUARY 1, 1998 THROUGH DECEMBER 31, 1998**RECOMMENDATION:** None. For information only.**REPORT:** The Executive Director reports that the following insurance transactions have taken place during the period January 1, 1998 through December 31, 1998 pursuant to Article XII, Paragraph (n) of the By-Laws:

POLICY/ COVERAGE	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS
Police Professional Liability Insurance	\$4M per occurrence \$4M aggregate limit of liability per year; deductible - \$10,000 per occurrence	01/05/98 to 01/05/99	\$89,000	General Star National Insurance Co.
Business Automobile Insurance	\$1M combined single limit per occurrence; \$1M uninsured and underinsured motorists; \$10,000 medical payments; maximum personal injury coverage SIR - None	03/01/98 to 03/01/99	\$22,468	General Accident Insurance Company of New York
TransitCenter's Satellite Office - Commercial Insurance Package includes: Commercial General Liability Insurance	\$2 million aggregate SIR - None	05/01/98 to 05/01/99	\$416 Combined Premium for Commercial General Liability, Automobile Liability, and Personal Property Coverages listed below.	General Accident Insurance Company
Automobile Liability Insurance	\$1 million combined single limit SIR - None	05/01/98 to 05/01/99		
Personal Property Insurance	\$10,000 SIR - \$250	05/01/98 to 05/01/99		
Workers' Compensation Insurance	Statutory	05/01/98 to 05/01/99		
Workers' Compensation Coverage for the Public Affairs Office Washington, D.C.	Statutory SIR - None	05/07/98 to 05/07/99	\$2,358	Travelers Casualty & Surety Company

POLICY/ COVERAGE	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS
Excess Boiler and Machinery Insurance; Scheduled Property including WTC Motors and Inspection Services	\$1,600,000 each accident \$500,000 deductible	07/01/98 to 07/01/99	\$40,000	Chubb Group of Insurance Companies
Teterboro Airport - Property Damage Insurance	\$20.5M (aggregate) SIR - None	04/01/98 to 04/01/01	Paid by Johnson Control World Services	Protection Mutual Insurance Co.
Teterboro Airport - Boiler & Machinery Insurance	\$1M per loss SIR - None	04/01/98 to 04/01/01	Paid by Johnson Control World Services	"
Teterboro Airport - Airport Liability Insurance	\$25M per occurrence SIR - None	01/16/98 to 01/16/99	Paid by Johnson Control World Services	Lloyd's of London
Tokyo Trade Development Office - Owners', Landlords' and Tenants' Liability Insurance	100 million ¥ (approximately \$811,425) SIR - None	10/21/98 to 10/21/99	\$122	CIGNA Accident and Fire Insurance Company Ltd.
Tokyo Trade Development Office - Fire Legal Liability Insurance	30 million ¥ (approximately \$243,427) SIR - None	10/21/98 to 10/21/99	Included in the Owner's, Landlord's and Tenant's Liability Insurance Premium	"
Tokyo Trade Development Office - Movables All Risk Insurance including Earthquake (Office Contents)	10 million ¥ (approximately \$81,143) SIR - None	10/21/98 to 10/21/99	\$344	"
Tokyo Trade Development Office - Excess Workers' Compensation Insurance	10 million ¥ (approximately \$81,143) SIR - None	10/21/98 to 10/21/99	\$239	"
Tokyo Trade Development Office - Employers' Liability Insurance	100 million ¥ (approximately \$811,425) SIR - None	10/21/98 to 10/21/99	Included in the Excess Workers' Compensation Premium	"

POLICY/ COVERAGE	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS
London Overseas Development Office – Commercial Combined Policy Form includes:				
Public Liability Insurance including Fire Legal Liability Insurance	1 million £ (approximately \$1,670,800) SIR – 100 £ (approximately \$167)	12/07/98 to 12/06/99	Approximately \$1,734 Combined Premium for Public Liability, Employer's Liability, Contents, Fire and Business Interruption	General Accident Fire and Life Assurance Corporation
Employer's Liability Insurance	10 million £ (approximately \$16,708,000) SIR – None	12/07/98 to 12/06/99		
Contents Insurance including Electronic Equipment	55,786 £ (approximately \$93,207) SIR – 250 £ (approximately \$418)	12/07/98 to 12/06/99		
Business Interruption	51,982 £ (approximately \$86,852) SIR – 250 £ (approximately \$418)	12/07/98 to 12/06/99		

Ten year lease agreement executed between the Port Authority and NYS Department of Taxation and Finance. Port Authority is responsible for procuring insurance for the tenant.

POLICY/ COVERAGE	LIMITS SIR/DEDUCTIBLE	TERM	AUTHORIZED ANNUAL PREMIUM	CARRIERS
NYS Department of Taxation & Finance – Commercial General Liability Insurance	\$1 million per occurrence/ \$2 million aggregate	12/08/98 to 12/08/99	\$38,693 (Combined Premium for Commercial General Liability and Umbrella Liability) - Reimbursed through lease agreement.	Commercial General Union Insurance Company
Umbrella Liability Insurance	\$6 million per occurrence	12/08/98 to 12/08/99		

RENEWAL NOTES

- Premium proposals were competitively solicited for Police Professional Liability Insurance from brokers, Meeker Sharkey & MacBean, E.G. Bowman Co., Inc., an MBE and Massey Insurance Agency, an MBE/WBE. Massey Insurance Agency secured a proposal from General Star National Insurance Company, which provided the appropriate coverage at the most cost effective premium. General Star National Insurance Company provides coverage, which applies to security operations at the airports, with a limit of \$4 million each occurrence and in the aggregate, excess of a \$10,000 deductible each claim, reduced from \$25,000, with a maximum annual deductible limit of \$40,000, for a one-year period commencing January 5, 1998. General Star's premium proposal of \$89,000 reflects a 25% reduction from the expiring premium with policy terms and conditions remaining unchanged. Premiums for the Police Professional Liability Insurance are fully reimbursable from the airlines.
- Risk Financing staff arranged for the renewal purchase of Automobile Liability Insurance for a one-year term effective March 1, 1998, with General Accident Insurance Company of New York through incumbent broker Rivera and Kaplan, Inc., an MBE. General Accident's renewal premium of \$22,468 includes a return premium credit on the expiring policy of \$103 due to policy amendments and reflects a 13% reduction from the expiring premium of \$25,706. This placement was competitively marketed in 1997. The coverage provides appropriate financial protection to the Port Authority, as insured, for the use of Port Authority vehicles by designated executive staff.
- The Commercial Insurance package covering the activities of the TransitCenter's Satellite Office located in Stamford, Connecticut was renewed for a one-year term effective May 1, 1998 with General Accident Insurance Company through the incumbent broker AON Group, Inc. at an annual premium of \$416.00, unchanged from the previous renewal.

TransitCenter, an office within TB&T, has been awarded a federally funded grant to establish a satellite office in Stamford, Connecticut, to market and sell Transitchek to employers in the state. The original two year grant has been extended for one year. In addition, we arranged for the renewal purchase of workers' compensation insurance covering the temporary sales representative.

- In connection with the Office of the Washington Representative located in the District of Columbia, staff arranged for the renewal purchase of workers' compensation insurance effective May 7, 1998. This coverage was placed with Travelers Casualty & Surety Company for a one-year term through the incumbent broker E.G. Bowman Co., Inc., an MBE/WBE, at an estimated annual premium of \$2,358. Since premiums are established by statute in the District of Columbia, there is no rate advantage to the Port Authority in soliciting competitive premium quotations.

- Staff successfully arranged for the renewal purchase of Excess Boiler and Machinery Insurance for a one-year term effective July 1, 1998, with Chubb Group of Insurance Companies through incumbent broker Massey Insurance Agency, an MBE/WBE, at an annual premium of \$40,000. This placement was competitively marketed in 1997. In addition to insurance coverage, the policy will enable the Port Authority and its tenants to continue to obtain on-site inspection and loss prevention services.
- At Teterboro Airport, liability insurance in the amount of \$25 million per occurrence with no deductible was renewed for a one-year term effective January 16, 1998. In addition, the required Property Damage and Boiler and Machinery coverage was renewed for a three-year term effective April 1, 1998. These renewals were accomplished and paid for by Johnson Control World Services Inc., the operator of the airport.
- The local managers of the Business Development offices renewed their respective insurance coverages. These overseas coverages are arranged by the managers of the London and Tokyo offices in order to provide local defense and response in the event of a loss. Insurance premiums for the Tokyo Business Development Office have increased as the result of the new computer equipment scheduled to be installed.
- Pursuant to a lease agreement executed between the Port Authority and the New York State Department of Taxation and Finance, which took effect on December 8, 1998, the Port Authority is responsible for procuring the insurance for the tenant. Staff requested Massey Insurance Agency, an MBE/WBE to solicit proposals from the insurance market. Massey secured a proposal from Commercial General Union Insurance Company which provided the appropriate coverage at the most cost-effective premium. The cost of insurance \$38,693 is fully reimbursable from the tenant in the form of additional monthly rental.

Whereupon, the meeting was adjourned.

Secretary

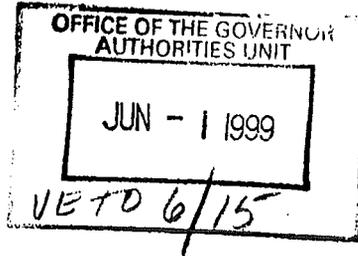
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C.1 THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, May 27, 1999



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MINUTES of the Annual Meeting of The Port Authority of New York and New Jersey held Thursday, May 27, 1999, 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

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Kayla M. Bergeron, Director, Media Relations
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 Carolyn A. Bowers, Director, Corporate Communications
 John D. Brill, Director, Audit
 Gregory G. Burnham, Chief Technology Officer
 Ernesto L. Butcher, Chief Operating Officer
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Gautam Chakrabarty, Manager, Technical Services, Tunnels, Bridges & Terminals
 Joanne Crowley, Deputy Director, Tunnels, Bridges & Terminals
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 Michael S. Glassner, Executive Assistant to the Chairman
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Stephen Marinko, Attorney, Law
 Charles F. McClafferty, Chief Financial Officer
 Allen M. Morrison, Supervisor, Media Relations, Office of Corporate Communications
 Cherrie L. Nanninga, Acting Deputy Chief Financial Officer/Director, Real Estate
 Kenneth P. Philmus, Director, Tunnels, Bridges & Terminals
 Alan L. Reiss, Director, World Trade
 Michael J. Rienzi, Director, Office of Procurement
 Paul D. Segalini, Director, Human Resources
 Ronald H. Shiftan, Deputy Executive Director
 Douglas L. Smith, Acting Director, Budget
 Gerald B. Stoughton, Acting Manager, Corporate Financial Planning, Budget
 Joseph A. Tobia, Manager, Corporate Budget and Reporting, Budget
 Robert E. Van Etten, Inspector General
 Christopher O. Ward, Chief of Corporate Planning and External Affairs
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Margaret R. Zoch, Comptroller

Guest

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

NEW YORK

Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

The public meeting was called to order by Chairman Eisenberg at 3:30 p.m. and ended at 3:55 p.m. The Board met in executive session prior to the public meeting; Commissioner Martini was present only for executive session. The Board also met in executive session on March 25, 1999 and April 22, 1999.

Action on Minutes

The Secretary submitted for approval Minutes of action taken at the Board's meeting of February 25, 1999. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meetings on April 29, 1999 and May 27, 1999, which included discussion of internal audit 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.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in executive session at its meeting on May 27, 1999, which included discussion of contract matters and matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed in executive session at its meeting on May 27, 1999, 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 May 27, 1999, which included a discussion of project authorization for the deployment of an intelligent transportation system at the Lincoln and Holland Tunnels, and a project cooperation agreement with the United States Army Corps of Engineers for the deepening of the Arthur Kill Channel to 41/40 feet. Following its public session, the Committee met in executive session to discuss contract matters. This report is 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, for information, on matters discussed in executive session at its meeting on May 27, 1999, which included discussion of contract and lease 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 Nominating Committee

During the course of the meeting, the Nominating Committee submitted its report, and the report was received and is included with these minutes.

Chairman Eisenberg welcomed the new Commissioners of the Port Authority who have joined the Board since February 25, 1999; Honorable Michael J. Chasanoff, Honorable Anthony J. Sartor and Honorable James Weinstein. The Chairman expressed the Board's pleasure in having Commissioners Chasanoff, Sartor and Weinstein participate in the work of the Board.

AUDIT COMMITTEE ANNUAL REPORT

Commissioner Donovan submitted the following report:

In accordance with the Port Authority by-laws, the Chair of the Audit Committee reports periodically on the activities of the Audit Committee.

Since the last report, the Audit Committee has met nine times. Our Committee meetings are regularly attended by the Chief Financial Officer, General Counsel, the Chief Technology Officer, the Director of Audit, the Treasurer, the Comptroller and the Inspector General.

Representatives of Deloitte & Touche LLP, the Port Authority's independent auditors, have attended three of our meetings. At those meetings, we held executive sessions with only the outside auditors present, which is consistent with our policy that the outside accountants and members of the Audit Committee have direct and unrestricted access to each other.

The Audit Committee keeps informed of relevant matters through quarterly reports prepared by the Director of Audit, the Treasurer and the Inspector General. In addition to these reports, Charles McClafferty, the Chief Financial Officer, and John Brill, the Director of Audit, have kept me informed of special situations, audits and investigations, as appropriate. Robert Van Etten has done the same as Inspector General.

Each quarter the Committee discusses the detailed reports of completed audits prepared by the Audit Department. The Audit Department conducts its audits in accordance with an Annual Plan submitted to the Audit Committee. The Annual Audit Plan is based on a schedule of specific audits established after performing a risk assessment, taking into consideration the potential for financial loss, major changes in operations or programs, and the dates and results of previous audits. The Audit Plan includes the input of Port Authority senior management and our independent accountants, and is reviewed with the Committee.

The Committee also discusses the quarterly report of the Inspector General with respect to investigations undertaken by that Office. The major function of the Inspector General's Office is to investigate situations or allegations of improper, unethical or illegal activities involving individuals within the Port Authority and persons with whom the Port Authority has a business relationship.

On a quarterly basis, the Audit Committee reviews the status of Port Authority accounts receivable and discusses the quarterly reports prepared by the Treasurer, Bruce Bohlen. The Committee monitors staff efforts to collect revenues due to

the Authority, and also discusses problem accounts and reviews the trends in receivable collections.

The Audit Committee has also, during the past year, requested staff presentations on key areas of business risk. For example, we are monitoring the Agency's Year 2000 plans for ensuring that all critical computer systems are replaced or remediated and tested. Staff has made regular, periodic presentations on the Agency's Year 2000 Plan to the Committee. Further, in response to Committee inquiries, Deloitte and Touche has told us that they have reviewed the Port Authority's approach to resolving Y2K issues and have made certain recommendations which were reflected in the Agency's Plan. Deloitte and Touche believe that the approach is reasonable. Deloitte & Touche has not advised us of any additional steps they believe should be undertaken.

Our Committee continued its practice of reviewing, in detail, the Authority's audited financial statements prior to their release. We are concerned not only with the control systems which assure the accuracy and completeness of the statements, but also with the presentation, the format, and, in the context of full and fair disclosure, the substance and language of the footnotes.

In the opinion of our independent accountants, the 1998 financial statements present fairly, in all material respects, the combined financial position of the Port Authority and the combined results of its operations in conformity with generally accepted accounting principles. We were pleased to hear that the Government Finance Officers Association recognized the Port Authority's 1997 Comprehensive Annual Financial Report with its Certificate of Excellence in Financial Reporting, an award that the Port Authority has received for each of the past fourteen years. This is a remarkable achievement for staff of the Comptroller's Department, which is headed by Margaret Zoch, Comptroller.

Finally, as the Chair of the Audit Committee, I review the expense reports of the Executive Director and, if any, members of the Board.

This annual report to the Board provides the Audit Committee with the opportunity to acknowledge the dedication and professionalism of our staff. The Committee recognizes the strengths, talent and commitment of our financial professionals, all of whom make an important contribution to the Authority and also to the Region.

The Audit Committee believes that reasonable controls and procedures are in place, and that there is a reasonable basis for this Board to have a high level of confidence in the professional and ethical conduct of our personnel.

ELECTION OF OFFICERS

Chairman Eisenberg announced that in accordance with the provisions of the By-Laws, the election of officers was in order.

Commissioner Schweitzer, as Chair of the Nominating Committee, submitted the following report:

"On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article XIa. of the By-Laws, the Committee, by unanimous action, submits the nomination for election to the offices of Chairman and Vice-Chairman of The Port Authority of New York and New Jersey of Commissioners Lewis M. Eisenberg and Charles A. Gargano, respectively. By unanimous action, the Committee also submits the nomination of Robert E. Boyle as Executive Director of the Port Authority and of Jeffrey S. Green as General Counsel of the Port Authority. By unanimous action, the Committee also submits the nominations of Daniel D. Bergstein as Secretary, Charles F. McClafferty as Director of Finance, Margaret R. Zoch as Comptroller, Bruce D. Bohlen as Treasurer and John D. Brill as Director of the Audit Department."

Pursuant to the foregoing report, Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor, the following were unanimously elected as officers of the Port Authority: Commissioner Lewis M. Eisenberg as Chairman, Commissioner Charles A. Gargano as Vice-Chairman, Robert E. Boyle as Executive Director, Jeffrey S. Green as General Counsel, Daniel D. Bergstein as Secretary, Charles F. McClafferty as Director of Finance, Margaret R. Zoch as Comptroller, Bruce D. Bohlen as Treasurer and John D. Brill as Director of the Audit Department.

1999 BUDGET

The 1999 Budget for The Port Authority of New York and New Jersey, including the anticipated expenditures of subsidiary corporations, provides for capital and operating expenditures necessary to fulfill the agency's mission and achieve its goals and objectives through authorized programs.

The Commissioners have established that the Port Authority's mission is to identify and meet the critical transportation needs of the bistate region's businesses, residents and visitors by providing the highest quality, most efficient transportation and port commerce facilities and services that move people and goods within the region, provide access to the rest of the nation and to the world, and strengthen the economic competitiveness of the New York-New Jersey metropolitan region.

This mission is supported by goals and objectives that include: improving service quality, implementing new technologies, maintaining and enhancing infrastructure, improving management and delivery of capital programs, increasing agency cost-effectiveness, enhancing safety and security, promoting entrepreneurial initiatives, pursuing improvements in regional mobility, and advancing regional economic competitiveness.

The Budget serves as a financial planning tool which outlines estimated expenditures for fulfilling these objectives through programs already authorized or to be considered.

The 1999 Budget totals \$3,571 million. It consists of \$1,677 million for operating expenses, \$1,338 million for gross capital expenditures, \$472 million for debt service charged to operations, and \$84 million for other expenditures.

The 1999 Budget reflects continued implementation of customer service improvements affecting the Port Authority's airport, tunnel, bridge, terminal, rail, Port Commerce and World Trade facilities.

The 1999 Budget capital expenditures are devoted primarily to projects related to the Port Authority's Aviation, Interstate Transportation, PATH, Port Commerce and World Trade facilities. These expenditures will renew and maintain existing Port Authority facilities, enhance the capability of Port Authority assets to achieve overall operational performance levels, and provide a platform for expanding capacity in the future. Significant projects include improvements to runways and taxiways, landside access and terminals at the airports, dredging and port development projects for the port facilities, an initial new railcar purchase and various infrastructure improvements on PATH and electrical and security improvements at The World Trade Center.

The Executive Director would be authorized to take action with respect to professional, technical, or advisory services; contracts for maintenance and services, construction, commodities (materials, equipment, and supplies) purchases; the purchase of insurance; the settlement of employee and patron claims; and other actions, including personnel benefit, classification, range and procedural adjustments, as provided in the 1999 Budget.

The benefit, classification, range and procedural adjustments provided for in the Budget include those previously authorized for employees represented by unions. As contemplated in the 1999

Budget, and in light of developments affecting subordinate employee groups and recent salary and wage trends, salary ranges and adjustments for staff not represented for purposes of collective negotiations or bargaining include, effective December 27, 1998, and consistent with the Compensation Resolution, a 2.5 percent salary range increase with an additional 1.0 percent of payroll for administration of the 1999 Pay for Performance program for non-represented staff. And, in view of volatility in the benefit and insurance industry, continuing changes in provider offerings or financing methods may occur; consistent with prior delegations, the Executive Director would implement or approve such changes as he finds necessary or appropriate from time to time.

A provision of \$500,000 is also included to reimburse the States of New York and New Jersey for expenses incurred by both States, including staff costs, in reviewing the Port Authority's annual Budget and any amendments thereto.

Circumstances arose during the year 1998 that were not foreseeable or determinable when the 1998 Budget was prepared. The circumstances affecting the 1998 Budget and the resulting net changes are set forth below. Together with all other expenditures for the Port Authority and its subsidiary corporations for the year 1998, 1998 expenditures amount to \$132 million less than the total expenditures set forth in the 1998 Budget.

In connection with the effectuation of portions of the Port Authority's capital program from time to time and consistent with the 1999 Budget and capital program projections, it is desirable to establish a maximum amount for 1999 in connection with the Executive Director's authority to apply moneys in the Consolidated Bond Reserve Fund to the Capital Fund, subject to statutory, contractual, and other commitments and financial policies of the Port Authority, of up to \$350 million (after reimbursements for temporary applications) in addition to other capital funds carried into 1999 and the proceeds of Port Authority obligations to be issued.

The Executive Director's authority, pending final adoption and approval of the annual Budget, to make operating expenditures and undertake contractual commitments for continuing operations and professional services as contained in the financial plan presented to the Commissioners would also be confirmed.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor; none against:

RESOLVED, that the 1999 Budget of The Port Authority of New York and New Jersey, as set forth below, be and the same hereby is approved and adopted, including authority for the Executive Director to (a) take action, in accordance with appropriate procedures, with respect to professional, technical, or advisory services as appropriate; contracts for maintenance and services, construction, and commodity purchases; purchase of insurance; settlement of claims; and other actions, including personnel benefit, classification, range, and procedural adjustments; and (b) pending final adoption of the annual Budget, make operating expenditures and undertake contractual commitments for continuing operations and services:

THE PORT AUTHORITY OF NEW YORK & NEW JERSEY
(Including Subsidiary Corporations)

(92)

1999 BUDGET

(In Thousands)

Item	Total Expenditures	Personal Services	Materials & Services
Audit Department	\$8,937	\$6,936	\$2,001
Aviation Department	472,633	93,770	378,863
Budget Department	4,274	2,759	1,515
Chief of Administration and Operation Services	386	266	120
Chief Financial Officer	4,108	664	3,444
Chief Operating Officer	620	275	345
Chief of Planning & External Affairs	787	586	201
Chief of Staff	1,391	1,011	380
Chief Technology Officer	779	655	124
Comptroller's Department	37,188	15,189	21,999
Corporate Communications	17,879	10,620	7,259
Economic Development Department	72,398	2,676	69,722
Engineering Department	189,524	61,438	128,086
Construction Contracts	412,676	-	412,676
Executive Offices	929	831	98
Ferry Transportation Services	1,848	753	1,095
TransitCenter	4,836	606	4,230
Government and Community Relations	2,725	1,540	1,185
Human Resources Department	15,979	5,883	10,096
Medical Services	3,898	2,095	1,803
Information Services Department	14,632	16,381	(1,749)
Inspector General	2,422	1,369	1,053
Law Department	22,061	15,075	6,986
Office of Business and Job Opportunity	3,466	1,743	1,723
Office of the Secretary	2,391	1,065	1,326
Operation Services Department	38,529	22,574	15,955
Facility Construction Support	25,121	17,535	7,586
PATH	143,066	106,551	36,515
Policy and Planning	5,321	2,975	2,346
Port Commerce Department	94,137	19,007	75,130
Priority Capital Projects	17,544	485	17,059
Procurement	15,239	7,303	7,936
Public Safety Department	196,749	169,447	27,302
Real Estate Department	55,797	5,659	50,138
Treasury Department	90,490	4,477	86,013
Tunnels, Bridges & Terminals Department	140,605	89,928	50,677
TRANSCOM	1,405	1,064	341
World Trade Department	148,223	14,525	133,698
Other			
Airport Access Program	476,184	8,657	467,527
Amounts in Connection with Operating Asset Financings	36,792	-	36,792
Bad Debts	2,500	-	2,500
Debt Service	472,323	-	472,323
Bistate Dredging Program	24,110	-	24,110
Insurance	81,732	-	81,732
Municipal Rents and Amounts In Lieu of Taxes	103,850	-	103,850
Regional Development Facility (Bank I)	3,988	-	3,988
Regional Economic Development Program (Bank III)	8,462	-	8,462
Special Project Bond Debt Service	97,348	-	97,348
Operating Reductions	(7,000)	(3,600)	(3,400)
Total Port Authority Budget	\$3,571,282	\$710,773	\$2,860,509

* Net after charges to other departments.

RESOLVED, that revisions to the Budget for the year 1998 be and the same hereby are approved:

**THE PORT AUTHORITY OF NY & NJ
Including Subsidiary Corporations
1998 BUDGET AND 1998 ACTUAL
(Thousands of Dollars)**

	<u>1998 BUDGET</u>	<u>1998 ACTUAL</u>	<u>CHANGE</u>
Capital Expenditures	\$1,067,694	\$ 869,159	(\$ 198,535)
Operating Expenses	1,576,653	1,640,186	63,533
Debt Service Charged to Operations	424,025	434,259	10,234
Deferred Expenses and Expenditures Supported by Non-operating Revenues	<u>65,948</u>	<u>58,684</u>	<u>(7,264)</u>
Total Port Authority Budget	<u>\$ 3,134,320</u>	<u>\$ 3,002,288</u>	<u>(\$ 132,032)</u>

; and it is further

RESOLVED, that, based upon a requisition of the Governor of the State of New York or the Governor of the State of New Jersey, or the duly authorized designee of each, the Port Authority shall pay to the State of New York or the State of New Jersey, or both, upon receipt of an appropriate expenditure plan from said State, an amount not in excess of \$250,000 to each said State to reimburse said State or States for expenses incurred by said State or States, including staff costs, in reviewing the annual Budget of the Port Authority and any amendments thereto; and it is further

RESOLVED, that the provision by the Executive Director of portions of the Port Authority's capital program from time to time, consistent with the 1999 Budget and capital program projections (including the continuing application of the Capital Fund on a temporary basis, subject to reimbursements), by application of moneys in the Consolidated Bond Reserve Fund, including investment earnings attributable to the General Reserve Fund not required for the maintenance of that

Fund, to the Capital Fund for capital expenditures for the year 1999 in connection with the Port Authority's facilities shall not, subject to statutory, contractual, and other commitments and financial policies of the Port Authority, exceed \$350 million (after any such reimbursements and in addition to other capital funds carried into 1999 and the proceeds of obligations to be issued).

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - REHABILITATION OF
RUNWAY 4L-22R - PROJECT AUTHORIZATION AND AWARD OF
CONTRACT JFK-847**

Runway 4L-22R (Runway) is one of John F. Kennedy International Airport's primary departure runways, accounting for approximately 25 percent of departing air traffic in recent years. The Runway was last rehabilitated in 1986. Recent surface condition evaluations have revealed extensive pavement cracking, which, if left untreated, will result in further pavement deterioration requiring major reconstruction. This project, which would correct such condition, extend the Runway's useful life and otherwise improve the Runway, includes the following work: rehabilitation (asphalt overlay) of Runway pavement; installation of touch down zone lights at the approach end of 4L; drainage modifications; and, Runway upgrades associated with New Large Aircraft operations, including relocating the Runway edge lights, extending the erosion pavement and modifying the taxiway intersection fillets. Costs associated with this project are 100 percent recoverable via the Flight Fee Formula and funding under the Federal Aviation Administration's Federal Airport Improvement Program.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor; none against:

RESOLVED, that a project for the rehabilitation of Runway 4L-22R at John F. Kennedy International Airport at a total estimated project cost of \$23.3 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 is hereby 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 without further authorization of Contract JFK-847, "Rehabilitation of Runway 4L-22R," at a total estimated contract price of \$20 million, to the lowest bidder 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 other 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 as may be necessary to effectuate the project; and it is further

(Board - 5/27/99)

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

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - CENTRAL TAXIHOLD
EXPANSION - PROJECT AUTHORIZATION AND AWARD OF CONTRACT
JFK-981.937**

Opened in 1994, the Central Taxihold (CTH) at John F. Kennedy International Airport has dramatically improved taxicab service at each of the JFK's unit terminals and has reduced vehicle traffic in the Central Terminal Area. However, despite the implementation of an overflow lot and queuing procedures, the capacity of the CTH has routinely been exceeded during the evening rush hours, resulting in queuing lines into the CTH and congestion on all immediate roadways which has adversely affected operations in Cargo Area "C". The expansion of the CTH would relieve traffic congestion in the area and reduce delays in taxicab service to each of the unit terminals.

This project for the expansion of the CTH would include the demolition of Building 199 (former Carey Maintenance Garage), the construction of a new Dispatchers' Building, the relocation of entrance/exit plazas, the expansion of the Amenities Building and paving and restriping. It is anticipated that this project would be completed by April 30, 2000. The work would be staged to minimize impacts on the operations of the existing CTH and adjacent roadways and cargo terminals. The cost of this project is partially recoverable from the Flight Fee Formula, and the project is eligible for Airport Federal Aid Funding.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor; none against:

RESOLVED, that a project for the expansion of the existing Central Taxihold at John F. Kennedy International Airport at a total estimated project cost of \$4.3 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 without further authorization of Contract JFK-981.937 for the expansion of the Central Taxihold, including the demolition of Building 199, construction of a new Dispatchers' Building, the relocation of entrance/exit plazas, the expansion of the Amenities Building, and paving and restriping, at a total estimated contract price of \$2.6 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 same requirements, or negotiate with one or more 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 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.

JOHN F. KENNEDY INTERNATIONAL AIRPORT - DO&CO RESTAURANTS & CATERING AG - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into an approximately ten-year lease with DO&CO Restaurants & Catering AG covering approximately 32,400 square feet of catering facilities and office area in Building No. 183 and approximately three acres of related outside area at Building 183 at John F. Kennedy International Airport.

The lease would provide a right for the Port Authority to terminate the lease at any time on thirty days' notice without cause, in which event the Port Authority would be obligated to reimburse the lessee its straight-line unamortized capital investment for initial construction costs (inclusive of the costs of any asbestos abatement, removal and disposition but exclusive of the costs of trade fixtures and personal property) up to \$5,000,000. The lessee will be required to make a minimum initial capital investment in and at the premises (exclusive of the cost items identified above) of at least \$3,500,000 which, when considered, would yield an effective rental similar to comparable facilities at the airport.

The rent obligation will be a fixed amount of approximately \$259,000 per year which is subject to annual adjustments, and an amount equal to eight percent of gross receipts generated by airport-related activities. The gross receipts related to the lessee's non-aviation, off-airport catering activities will not be subject to a percentage fee but such non-aviation, off-airport catering activities will be limited to gross receipts that in all events will not exceed twenty-five percent of the lessee's total gross receipts under the lease. The rent commencement date for the fixed-rent obligation shall be the earlier of (1) the 90th day following the date of the lease, (2) the date the lessee's initial construction work is substantially completed, and (3) the date the premises or any portion thereof is occupied by the lessee for a use permitted by the lease. The rent commencement date for the percentage rent obligation will be the date the premises or any portion thereof is occupied by the lessee for a use permitted by the lease.

The lessee will be responsible for any environmental remediation above the baseline condition of the premises, including without limitation removal and disposition of debris and materials resulting from construction at the premises, as well as abatement, removal and disposition of asbestos, if any, arising out of the lessee's construction, and will be responsible for all maintenance, operation and insurance on the premises.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 DO&CO Restaurants & Catering AG substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement to be subject to the approval of the General Counsel or his authorized representative.

NEWARK INTERNATIONAL 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 (ANB-029) and Agreement for the Operation of Air Traffic Control Tower (ANB-064) 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 Newark International Airport and for the demolition of the existing control tower.

The FAA occupies and operates the existing Control Tower that was built by the Port Authority and commissioned on January 18, 1960. The steady growth of EWR has created the need for a modern air traffic control facility to replace the existing tower and to allow for the incorporation of state-of-the-art equipment, remedy sight-line obstructions to aeronautical operational areas, and promote efficiency of operations. Therefore, the FAA has proposed the construction of a new Control Tower on approximately 1.83 acres of land adjacent to the Marriott Hotel. License Agreement ANB-029 will grant the FAA permission to use and occupy that land at EWR 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 to demolish the current Control Tower, subject to the availability of funds. Currently, however, the FAA has no funds allocated for the demolition, and unless the existing Control Tower is a sufficient obstruction, it is anticipated FAA funds may not be available for its demolition.

The License Agreement will have a 30-year term and allow the FAA or the Port Authority to terminate the Agreement without cause with 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 calculated on a straight-line basis over a 20-year period if the new tower is not to be demolished or, if the tower is to be demolished, an amount equal to the cost of demolition multiplied by a fraction, the numerator being the number of years left in the term and the denominator being the term of 20 years. It is estimated that the FAA's investment in the new Control Tower will be \$30 million.

The FAA will be responsible for the construction of access roadways between the Control Tower site and existing airport roadways. The Port Authority will be responsible for the maintenance of these access roadways.

The Agreement for Operation of the Air Traffic Control Tower (ANB-064) 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 Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 Newark International Airport and for the demolition of the existing control tower, 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.

NEWARK INTERNATIONAL AIRPORT - NORTH AREA DRAINAGE/TAXIWAY Z RECONSTRUCTION - PROJECT AUTHORIZATION AND AUTHORITY TO AWARD CONTRACT EWR 154.129

The existing drainage system in the North Area of Newark International Airport (Airport) dates from the original construction of the Army Air Corps base (circa 1941) and was not designed to accommodate the present runoff volume. In addition to carrying storm water from the north end of the Airport, a portion of the drainage system also carries combined sewer overflow from the City of Newark Adams District, an area of over one square mile. This overflow passes through the Airport drainage system into Adams Ditch, and then into the Airport Peripheral Ditch. Deficiencies in the drainage network in the North Area are exacerbated by a high water table, which could eventually lead to premature failure of the aeronautical pavement. Accordingly, certain improvements to the existing main trunk drainage system, including the construction of new gravity trunk drains, are required.

The reconstruction of approximately 2,000 feet of Taxiway Z, also in the North Area, would increase the separation between Taxiway Z and Runway 11-29 from the current 350 feet to 400 feet, resulting in increased aircraft maneuverability and additional space for navigational aids.

This project would be managed in two phases. Phase I, which would be performed under Contract EWR 154.129, would include the construction of a 2,900-foot underground drainage culvert on Brewster Road west of D Street; modifications to Peddie Ditch; and, the reconstruction of Brewster Road between D Street and Peddie Ditch. Phase II would include the installation of a 1,700-foot drainage trunk replacement between Taxiway S and the existing culvert at Taxiway U; the reconstruction of approximately 1,400 feet of Brewster Road in the vicinity of Building 70 including the installation of a new 60-inch drain; and aeronautical work consisting of the reconstruction of approximately 2,000 feet of Taxiway Z west of Taxiway S between Taxiways S and U. Elements of this project would require permits from the New Jersey Department of Environmental Protection. Mitigation measures would be required to comply with Wetlands and Stream Encroachment Regulations. If contaminated soil is encountered and disturbed in the Peddie Ditch, the removal and disposal of hazardous materials may also be required. Funds to cover the cost of any such mitigation and removal and disposal are included in the project cost. To the extent work under this project may affect drainage from the City of Newark Adams District, plans and specifications for such work would be reviewed with appropriate representatives of the City of Newark. It is anticipated that the project would commence by May 1999 and be completed by October 2002. Project costs would be fully recoverable through the Airport Services and Flight Fee Formula components of the Airport Master Lease. It is expected that the Phase II Taxiway Z and associated trunk drain work will be eligible for Federal Aviation Administration funds under the Airport Improvement Program.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor; none against:

RESOLVED, that a project to improve the main trunk drainage system, and to reconstruct approximately 2,000 feet of Taxiway Z west of Taxiway S between Taxiways S and U, in the North Area of Newark International Airport at a total estimated project cost of \$ 67.3 million including payments to contractors, allowances for extra work (if necessary) and net cost work, administrative, engineering, and financial expenses and a project cost 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 purchase and construction contracts and agreements 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 without further authorization of Port Authority Contract EWR 154.129, "North Area Drainage Phase I," at a total estimated contract price of \$19.4 million, to the lowest bidder 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 other 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 as may be necessary to effectuate the project; and it is further

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

ALL AIRPORTS - AIRCRAFT NOISE ABATEMENT PROGRAM - 1999 SCHOOL SOUNDPROOFING PROGRAM

The Port Authority School Soundproofing Program has been in existence since 1983, when the Federal Aviation Administration (FAA) began its program. This authorization will bring the total number of individual schools in the Port Authority's program to 61 (38 in New York and 23 in New Jersey). To date, soundproofing has been completed at 32 schools within the sixty-five decibels day/night average (65 DNL) noise contour. The communities most affected by aircraft noise (in Queens, the Bronx, Newark and Elizabeth) have recognized the positive results of this program. The program significantly reduces perceived noise levels within the instructional areas of the schools.

Including the amount requested in this authorization, approximately \$105 million has been allocated since 1983 for this program. Approximately \$84 million of this amount was provided through federal Airport Improvement Program (AIP) grants while an estimated \$21 million was provided by the Port Authority.

Based on FAA guidelines, the primary eligibility criteria for school soundproofing under AIP is based on schools being located within the 65 DNL contour of the most current airport noise exposure map. Based on this criteria, this authorization will provide funds for the soundproofing of:

- o PS 25-Bronx, NY, Phase I, estimated at \$1.5 million;
- o PS 146Q-Queens, NY, Phase III, estimated at \$1.6 million;
- o PS 195-Queens, NY, Phase II, estimated at \$1.0 million;
- o St. Anselms School-Bronx, NY, Phase I, estimated at \$1.5 million; and
- o Memorial School-South Hackensack, NJ, Phase I, estimated at \$1.4 million.

Also, based on FAA guidelines, there are alternative eligibility noise criteria for schools outside the 65 DNL noise contour using actual measurements of aircraft noise within the school. Based on this criteria, this authorization will also provide funds for soundproofing:

- o St. Stephen's School-Kearny, NJ, Phase I, estimated at \$2.0 million.

The agreements with each school will stipulate that the project is based upon the expectation that federal grant funds and Port Authority funds will be available. In the event the Port Authority fails to obtain sufficient federal funds to complete all of the proposed soundproofing, it may terminate the agreement entirely before construction starts or agree to complete only a Port Authority-defined portion of work for which Port Authority and federal funds are made available.

Although the Port Authority provides the funds to soundproof a school, the responsible school entity assumes all liabilities in connection with the work, retains the consultant and contractor, and assumes responsibility for the supervision and completion of construction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor; none against:

RESOLVED, that the 1999 School Soundproofing Program, consisting of six schools in the proximity of Port Authority airports, at a total estimated expenditure of \$9 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into agreements with the responsible school entities to provide funds to reduce the impact of noise levels within these schools; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

LINCOLN TUNNEL AND HOLLAND TUNNEL - INTELLIGENT TRANSPORTATION SYSTEMS - PROJECT AUTHORIZATION AND AWARD OF CONTRACTS MFB-204.008, MFB-204.008M AND MFB-204.009

The Intelligent Transportation System (ITS) is a collection of technologies aimed at improving the efficiency of traffic management at vehicular facilities. Deployment of ITS technologies at the Lincoln and Holland Tunnels will provide significant improvements in customer service through congestion management and delay reduction, faster detection, verification and response to incidents and enhanced real-time information to Port Authority customers. Anticipated completion dates are December 2001 for the Holland Tunnel and December 2002 for the Lincoln Tunnel.

The Lincoln and Holland Tunnel ITS project will include the following elements: an automatic incident detection subsystem; installation of over 100 new and replacement variable/changeable message signs; replacement and upgrade of over 150 closed-circuit television cameras with new color cameras; installation of a road weather information system to detect significant weather conditions; replacement of hundreds of non-standard and faded fixed message guidance and regulatory signs, such work to be performed on an expedited basis under a separate contract; installation of a dial-in highway advisory telephone system allowing motorists to obtain real-time travel information; and, installation of a central computer system to provide integrated traffic management from a single workstation. The project will also include modifications to the existing Communications Desks at both Tunnels.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor; none against:

RESOLVED, that a project for the development and implementation of the Intelligent Transportation System at the Lincoln and Holland Tunnels at a total estimated project cost of \$64.7 million including payments to contractors, allowances for extra work (if necessary) and net cost work, engineering, administration, 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) solicit proposals for Contract MFB-204.008 to design, furnish and install the Intelligent Transportation System at the Lincoln and Holland Tunnels at a total estimated contract price of \$39 million combined with Contract MFB-204.008M for four-year maintenance of such Systems at a total estimated contract price of \$1.7 million, and to award such contracts without further authorization to the proposer whose proposal is rated highest based on cost, quality, and such other criteria as are established prior to solicitation of proposals, and to order extra work (if necessary) up to six percent of the contract price of Contract MFB-204.008 and up to six percent

of the annual maintenance price of Contract MFB-204.008M in each contract year, and net cost work in connection with each contract, including supplemental agreements thereto, or to reject all proposals and solicit new proposals on revised or the same requirements as he deems in the best interest of the Port Authority; 2) take action with respect to purchase and construction contracts and agreements 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 MFB-204.009 for fixed message sign replacement at a total estimated contract price of \$2.5 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 bidders or others contractors and to order extra work (if necessary) up to six percent of the contract price of Contract MFB-204.009; 3) 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, 4) negotiate and enter into such other agreements and acquire such property interests and permits as may be necessary to effectuate the project; and it is further

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

ESSEX COUNTY RESOURCE RECOVERY FACILITY - AGREEMENT WITH ESSEX COUNTY UTILITIES AUTHORITY

It was recommended that the Board authorize the Executive Director to enter into an agreement with (i) The Essex County Utilities Authority (ECUA) to provide for the guaranteed delivery of waste to The Essex County Resource Recovery Facility (ECRRF) and (ii) the ECUA and the County of Essex (collectively Essex) for the settlement of the Port Authority's damage claims arising out of the Port Authority's original agreement with the County of Essex.

Last year, a New Jersey state court decision ended the authority of Essex to mandate local municipalities to deliver waste to the ECRRF. The court has not decided the Port Authority's counterclaim filed in the case, which seeks monetary damages to satisfy Essex's financial obligations to the Port Authority as provided in the Port Authority's original agreement with the County of Essex.

In order to ensure that waste generated within Essex County will continue to be delivered to the ECRRF and to resolve the litigation concerning Essex's prior financial obligations to the Port Authority, staff has been engaged in discussions with the ECUA and the sides have now reached agreement. The agreement provides for guaranteed delivery of a minimum of 350,000 tons per year at a starting price of \$52.50 per ton, beginning on January 1, 2000 and escalating annually by a CPI-based index throughout the following ten years. In order to ensure that delivery of the waste is consistent with the court decision, the ECUA will enter into agreements with the various Essex County municipalities, under which they will voluntarily deliver their waste to the ECRRF. In addition, the agreement requires the ECUA to pay to the Port Authority an aggregate total of \$26 million in settlement of the Port Authority's damage claims. The agreement also releases all other claims between the parties, except for third-party claims covered by the indemnification provisions in the original agreement with Essex. The Port Authority will receive lump-sum payments totaling \$16.2 million on or about January 1, 2000. The remainder of the total settlement amount would be paid over an 18-year period. The net present value of the settlement is approximately \$22 million.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 (i) The Essex County Utilities Authority to provide for the guaranteed delivery of waste to The Essex County Resource Recovery Facility and (ii) The Essex County Utilities Authority and the County of Essex for the settlement of the Port Authority's damage claims arising out of the Port Authority's original agreement with the County of Essex, all 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.

PROJECT COOPERATION AGREEMENT - ARTHUR KILL CHANNEL 41/40-FOOT DEEPENING PROJECT - INCREASE IN AUTHORIZATION

Staff recommended that the Board authorize an amendment to the prior authorization of April 30, 1998 granting authority for the Executive Director to enter into a Project Cooperation Agreement (PCA) with the United States Government for the deepening to 41/40 feet and selective widening of the Arthur Kill Channel to pay 35 percent of the fully-funded project cost which has been revised from an estimated cost of \$253.5 million, plus interest, to an estimated cost of \$288.2 million; increase payment of the estimated local share from \$88.7 million to \$100.9 million; and increase payment for costs associated with utility relocations from \$8.5 million to an estimated \$9.7 million.

The purpose of the PCA is to enable final design and construction of a 41/40-foot deep federal channel in the Arthur Kill to allow modern deep-draft containerships safe access to the Howland Hook Marine Terminal, as well as tanker access to petroleum facilities located along the Arthur Kill.

At the time of the Board authorization in April 1998, the United States Army Corps of Engineers (Corps) advised the Port Authority that the estimated cost of the project was \$253.5 million, plus interest. The Corps included this estimate in the first draft of the PCA. In November 1998, the Corps advised the Port Authority for the first time that its engineering regulations now require the Corps to incorporate into the PCA fully funded project estimates, which are total project costs estimated at the mid-term of the project, including the cost of inflation. The fully funded estimate provided by the Corps for the project is \$288.2 million, of which \$100.9 million would be required to be provided by the local sponsor.

The local sponsor is responsible for ensuring that associated berth improvements and utility relocation work are performed, as well as providing lands, easements, rights-of-way and dredged material disposal areas. Berth dredging and deepening projects related to Port Authority facilities are part of the container terminal redevelopment plan and have been included in the proposed 1999-2003 Capital Plan. Future Board authorizations may be sought for the Port Authority to perform portions of this work as detailed designs and cost estimates are developed.

The Corps estimates that 420,000 cubic yards of rock, 840,000 cubic yards of clean non-rock material and 2.1 million cubic yards of material not suitable for ocean disposal will be dredged. Disposal will occur in permitted aquatic and upland sites.

Although the 1996 Water Resources Development Act (WRDA) authorized \$83 million for the deepening of the Arthur Kill, the current estimated fully funded cost of \$288.2 million, plus \$9.7 million for utility relocations, exceeds that authorization.

The Port Authority is proceeding with this increase in authorization for the Arthur Kill 41/40-foot deepening project in anticipation of Congressional approval under the 1999 WRDA. On March 26, 1999, the States of New York and New Jersey and the Port Authority submitted joint testimony to the Congressional Appropriations Committee requesting

that \$2 million be appropriated in the federal Fiscal Year (FY) 2000 (10/99) budget to commence the deepening. Congress is expected to ratify both the \$2 million appropriations request to advance the project in FY 2000 and increase the current \$83 million funding cap.

If funds are not appropriated, the Port Authority and/or both States may have to consider providing additional funding, subject to reimbursement by Congress, to cover the federal share of the work in order for construction to commence in FY 2000 (which begins in October 1999).

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor; none against:

RESOLVED, that the Board hereby authorizes an amendment to its authorization of April 30, 1998 relative to a Project Cooperation Agreement (PCA) for the Arthur Kill 41/40-Foot Deepening Project; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to:

1) enter into a PCA with the United States Government to construct a 41/40-foot deep channel with selective widening in the Arthur Kill Channel at an estimated cost of \$288.2 million and to sign associated agreements, contracts and documents to fulfill the Port Authority's responsibilities under the PCA;

2) pay the United States Government, in order to fund the non-Federal Sponsor's Share, the local share of such construction costs, currently estimated at \$100.9 million, plus an estimated \$9.7 million for utility relocation; and

3) provide an interest bearing escrow, letter of credit or other funding assurance as required under federal law to fulfill this funding obligation; and it is further

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

BROOKLYN-PORT AUTHORITY MARINE TERMINAL - BUILDING 185 - BRYAN DOESIT, INC. - LEASE BP-297

It was recommended that the Board authorize the Executive Director to enter into an agreement with Bryan Doesit, Inc. (BDI) to provide for the letting of Building No. 185 (the Building) and related open area at the Brooklyn-Port Authority Marine Terminal for a term commencing on April 1, 1999 and expiring on March 31, 2009. The basic rental for the first year of the letting will be at the rate of \$258,248, which will escalate each year thereafter commencing on April 1, 2000 at the rate of 2 percent compounded annually. BDI will have the right to install an office in the Building utilizing an estimated 4,000 square feet. If BDI exercises this right, the total rentable area for the purpose of establishing rental will be reduced by the estimated 4,000 square feet (for a rental reduction of \$1,333.34 per month) for the period from April 1, 1999 through the earlier of May 31, 1999 or the date the office installation is completed.

The Port Authority will have a one-time right to terminate the letting effective March 31, 2004, if the premises are needed for other purposes. The Port Authority will also have the right to terminate the letting, without cause, on 30 days' notice. The 30-day termination right will be deleted from the agreement by supplemental agreement after the finalization of Board authorization. If the Port Authority exercises either of these termination rights, it will pay BDI for the unamortized cost of the office installation, up to an initial total cost of \$50,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 Bryan Doesit, 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.

**PORT NEWARK - MARINE TRANSPORT, INC. - LEASE LPN-241, SUPPLEMENT
NO. 2 - LEASE EXTENSION**

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to lease LPN-241 with Marine Transport, Inc., pursuant to which the term of letting would be extended through June 30, 2007 at Building 150 and the related open area, including area for an office trailer, at Port Newark. The lease will be further amended by eliminating the mutual 30-day right to terminate without cause with respect to the open and office trailer areas, but the mutual right to terminate on 30-days notice without cause will remain with respect to the leased space at Building 150.

The annual rental rate for the open area, the leased space at Building 150 and the trailer area, will all be subject to periodic escalation commencing July 1, 1999.

Pursuant to the foregoing report the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 lease LPN-241 with Marine Transport, Inc., substantially in accordance with the terms and conditions outlined to the Board; the form of said agreement shall be subject to the approval of General Counsel or his authorized representative.

**PORT NEWARK - CONTINENTAL GYPSUM COMPANY - LEASE LPN-213,
SUPPLEMENT NO. 2 - LEASE AMENDMENT**

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement to lease LPN-213 with Continental Gypsum Company (CGC), pursuant to which CGC will lease approximately 26,000 additional square feet of warehouse space and related open area in and around Building 268 and, in addition, approximately 7,245 square feet of additional open area between Buildings 268 and 267, at Port Newark. The additional space is to be used in connection with CGC's existing wholesale wallboard manufacturing and distribution operations at Port Newark.

The commencement date under the agreement with respect to such additional area will be July 1, 1999. The annual rental rates for the warehouse and open area, and any applicable abatement rates, will be subject to the same escalation provisions as the existing leasehold space.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 lease LPN-213 with Continental Gypsum Company at Port Newark, substantially in accordance with the terms and conditions outlined to the Board; the form of said agreement shall be subject to the approval of General Counsel or his authorized representative.

PORT AUTHORITY BUS TERMINAL - PABS 96, INC. D/B/A BROADWAY SNEAKERS - LEASE SUPPLEMENT

It was recommended that the Board authorize the Executive Director to enter into an agreement (the Supplement) amending the Port Authority's existing lease (the Lease) with PABS 96, Inc. d/b/a Broadway Sneakers (Broadway Sneakers) covering the construction and operation of a retail sporting goods shop in approximately 2,695 square feet of retail space on the Main Concourse level of the North Wing of the Port Authority Bus Terminal, and the letting of 1,827 square feet of storage space on the Second Floor of the North Wing for a term of approximately ten years, at a graduated basic rental for the premises at an annual rate ranging from approximately \$170,000 to approximately \$237,000 during the term of the letting, to restructure Broadway Sneakers' rental obligations under the Lease, substantially in accordance with the terms and conditions outlined to the Board.

At its meeting in May 1996, the Board authorized the Port Authority to enter into the Lease with Broadway Sneakers. Soon after Broadway Sneakers commenced public operations under the Lease, in October 1997, its business was impacted as a result of scaffolding erected in March 1998 in connection with the construction of outdoor spectacular signs at the Port Authority Bus Terminal. The resultant lack of visibility and accessibility to the premises have caused a drastic reduction in sales, as evidenced by sales reports submitted by Broadway Sneakers in support of their request for relief.

The Supplement would amend the Lease to provide that for the period from April 1, 1998 through December 31, 1999, in lieu of the basic rental provided for in the Lease, Broadway Sneakers would pay a percentage rental equivalent to ten percent of the gross receipts arising from its operation in the premises during such period. It is estimated that the amendment would result in a monthly rent reduction of approximately \$10,000 during the period.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 PABS 96, Inc. d/b/a Broadway Sneakers at the Port Authority Bus Terminal, 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.

ENLARGEMENT OF FOREIGN-TRADE ZONE NO. 49 THROUGH THE ESTABLISHMENT OF A SUBZONE TO INCLUDE THE CLARIANT CORPORATION LOCATED IN SOMERVILLE AND SOMERSET, NEW JERSEY

The Port Authority, as grantee of Foreign-Trade Zone No. 49, has been requested by Clariant Corporation (Clariant) to submit an application to the Foreign-Trade Zone Board of the United States Department of Commerce for the establishment of a subzone at the Clariant facility and warehouse in Somerville and Somerset, New Jersey. With subzone status, Clariant, a manufacturer of speciality chemicals for the electronics industry, will be able to import raw materials at lower duty rates than it now pays, enabling it to maintain its competitive position in the world marketplace. If the subzone is not established, foreign competitors which are now able to import finished specialty chemical products at a lower duty rate than Clariant currently pays on the raw material it imports will continue to enjoy a competitive advantage over Clariant.

Clariant Corporation will enter into an agreement with the Port Authority which will provide for a payment to the Port Authority of an annual fee and appropriate assurance that the subzone will be operated without unusual cost, expense or risk of loss to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 Clariant Corporation (Clariant) facility and warehouse in Somerville and Somerset, New Jersey and to execute appropriate agreements with Clariant; the form of the agreements and documents involved in this application shall be subject to the approval of General Counsel or his authorized representative.

ENLARGEMENT OF FOREIGN-TRADE ZONE NO. 49 THROUGH THE ESTABLISHMENT OF A SUBZONE TO INCLUDE FIRMENICH, INC. LOCATED IN NEWARK AND PLAINSBORO, NEW JERSEY

The Port Authority, as grantee of Foreign-Trade Zone No. 49, has been requested by Firmenich, Inc. (Firmenich) to submit an application to the Foreign Trade Zone Board of the United States Department of Commerce for the establishment of a subzone at its facilities in Newark and Plainsboro, New Jersey. With subzone status, Firmenich, a manufacturer of flavor and fragrance products, will be able to compete more effectively with foreign manufacturers who are able to import finished products at duty rates lower than the duty on raw materials used by Firmenich to manufacture products in the United States. It is expected that subzone status will enhance the company's ability to sell to overseas customers, which will help it to retain and expand the local workforce.

Firmenich will enter into an agreement with the Port Authority which will provide for a payment to the Port Authority of an annual fee and appropriate assurance that the subzone will be operated without unusual cost, expense or risk of loss to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 submit 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 Firmenich, Inc. (Firmenich) facilities in Newark and Plainsboro, New Jersey and to execute appropriate agreements with Firmenich in connection therewith; the form of the agreements and documents involved in this application shall be subject to the approval of General Counsel or his authorized representative.

ENLARGEMENT OF FOREIGN TRADE ZONE NO. 49 THROUGH THE ESTABLISHMENT OF A SUBZONE TO INCLUDE SHISEIDO AMERICA, INC. LOCATED IN OAKLAND, NEW JERSEY

The Port Authority, as grantee of Foreign-Trade Zone No. 49, has been requested by Shiseido America, Inc. (Shiseido) to submit an application to the Foreign-Trade Zone Board of the United States Department of Commerce for the establishment of a subzone at the Shiseido facility in Oakland, New Jersey. With subzone status, Shiseido, a manufacturer and distributor of cosmetics, perfume and skin care products, will realize savings through duty deferral, the avoidance of duty on exported products and a streamlined distribution system. If subzone status is not established, Shiseido will be at a competitive disadvantage, and may have to relocate, with a resultant loss of jobs in the region.

Shiseido America, Inc. will enter into an agreement with the Port Authority which will provide for a payment to the Port Authority of an annual fee and appropriate assurance that the subzone will be operated without unusual cost, expense or risk of loss to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Donovan, Eisenberg, Kalikow, Mack, Philibosian, Sartor, Schweitzer, 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 Shiseido America, Inc. (Shiseido) facility in Oakland, New Jersey and to execute appropriate agreements with Shiseido in connection therewith; the form of the agreements and documents involved in this application shall be subject to the approval of General Counsel or his authorized representative.

TRIBUTE TO COMMISSIONER JOHN J. HALEY, JR.

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 John J. Haley, Jr.:

WHEREAS, since his appointment by New Jersey Governor Christine Todd Whitman in 1997, the Honorable John J. Haley, Jr. has served with distinction as a member of the Board of Commissioners; and

WHEREAS, Commissioner Haley has well and diligently served as a member of the Committee on Construction and the Committee on Capital Programs/Port Planning; and

WHEREAS, having served for two years as a member of the agency's senior executive staff prior to his appointment to the Board, John Haley brought vast transportation expertise to his work on both the Committees and the Board as a whole;

NOW, THEREFORE, it is

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their heartfelt appreciation for John Haley's 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 Commissioner John J. Haley, Jr. as a memento from his fellow Commissioners.

TRIBUTE TO COMMISSIONER ROBERT C. JANISZEWSKI

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 Robert C. Janiszewski:

WHEREAS, since his appointment by New Jersey Governor James J. Florio in 1992, the Honorable Robert C. Janiszewski has served with distinction as a member of the Board of Commissioners; and

WHEREAS, Commissioner Janiszewski has well and diligently worked on a number of standing committees of the Board, including his service as a member and the Chair of the Committee on Capital Programs/Construction, as a member and Vice-Chair of the Committee on Port Planning, as a member of the Committee on Capital Programs/Port Planning, and as the Chair of the Committee on Construction; and

WHEREAS, through his distinguished chairmanship of the Committee on Construction, Commissioner Janiszewski was instrumental in furthering the agency's Minority/Women's Business Enterprise goals, initiatives, and programs; and

WHEREAS, during his seven years on the Board, Commissioner Janiszewski has given generously of his time and effort in an endeavor to enhance the economic strength and transportation infrastructure of the Port District and the people it serves;

NOW, THEREFORE, it is

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their heartfelt appreciation for Robert C. Janiszewski's years of 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 Commissioner Robert C. Janiszewski as a memento from his fellow Commissioners.

TRIBUTE TO COMMISSIONER AUBREY C. LEWIS

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 Aubrey C. Lewis:

WHEREAS, since his appointment by New Jersey Governor Christine Todd Whitman in 1997, the Honorable Aubrey C. Lewis has served with distinction as a member of the Board of Commissioners; and

WHEREAS, Commissioner Lewis has well and diligently worked on a number of standing committees of the Board, including his service as a member of the Committees on Finance and Operations and the Audit Committee; and

WHEREAS, always mindful of the responsibilities which accompany membership on the Board, Commissioner Lewis never lost sight of the impact of his decisions on the lives of the citizens of the Port District;

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 Aubrey C. Lewis for his two years of dedicated 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 Commissioner Aubrey C. Lewis as a memento from his fellow Commissioners.

TRIBUTE TO COMMISSIONER GEORGE D. O'NEILL

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 George D. O'Neill:

WHEREAS, since his appointment by New York Governor Mario M. Cuomo in 1991, the Honorable George D. O'Neill has served with distinction as a member of the Board of Commissioners; and

WHEREAS, Commissioner O'Neill has well and diligently worked on a number of standing and ad hoc committees of the Board, including his service as a member, Vice-Chair and Chair of the Committee on Finance and Chair of the Committee on Capital Programs/Port Planning. He was a member and the Vice-Chair of the Committee on Capital Programs/Construction, a member and Chair of the Committee on Art, a member and Vice-Chair of the Audit Committee and a member of the Committee on Construction; and

WHEREAS, Commissioner O'Neill brought to his work on the Board the benefit of his expertise in the worlds of business and finance, as well as his many years of experience as a trustee on numerous public boards and foundations; and

WHEREAS, during his eight years on the Board, Commissioner O'Neill never failed to give generously of his time and effort as he strove to strengthen the economic viability of the Port District and to further the mobility of the region as a whole;

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 George D. O'Neill for his eight years of dedicated 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 Commissioner George D. O'Neill as a memento from his fellow Commissioners.

TRIBUTE TO RAYMOND P. MANNION

The following resolution was unanimously adopted expressing the appreciation of the Board of Commissioners to Raymond P. Mannion:

WHEREAS, in the thirty-one years he has been with the Port Authority, Ray Mannion has served with great distinction in a wide range of positions associated with the agency's financial and economic development functions; and

WHEREAS, from his earliest assignment of integrating the PATH financial operation into the Port Authority to his appointment as the agency's Comptroller to his most recent role as Senior Advisor to the Executive Director, Ray Mannion has shown a personal commitment to his work that is virtually unparalleled; and

WHEREAS, throughout his career, Ray Mannion's exemplary performance has often brought honor and recognition to the agency. During his tenure in the Industrial Development Department, his lease administration work with other agencies and municipalities was of such an outstanding caliber that he was invited to serve on the Board of Directors of the New York City Financial Services Corporation;

Now, therefore be it

RESOLVED, that the Commissioners of The Port Authority of New York & New Jersey do hereby express their appreciation to Raymond P. Mannion for his thirty-one years of dedicated service to the agency and the region it serves; and it is

RESOLVED, that the Commissioners do hereby direct that this resolution be suitably engraved and presented to Raymond P. Mannion as a token of their gratitude.

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 January 1, 1999 to January 31, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK792	MODIFICATION OF TAXIWAY "Y"	650,000 (A)	590,977 (A, N)
	TURNOFF (METRIC)	1,014,975 (B)	1,014,975 (B)
	JOHN F KENNEDY INT'L AIRPORT	50,000 (C)	7,818 (C)
	HALMAR BUILDERS OF NEW YORK, INC.	100,000 (D)	17,000 (D)
		101,497 (H)	23,567 (H)
	1,916,472	1,654,337	
JFK831	AOA GUARD POSTS A1 AND A2	104,280 (A)	104,280 (A)
	IMPROVEMENTS	68,325 (B)	68,325 (B)
	JOHN F KENNEDY INT'L AIRPORT	30,356 (D)	30,356 (D)
	EGO SPIRITS INC.	14,644 (L)	16,347 (L)
		6,644 (M)	6,644 (M)
	6,833 (H)	6,790 (H)	
	231,082	232,742	
LGA110 105	CENTRAL TERMINAL BUILDING -	17,219,000 (A)	17,219,000 (A)
	CENTER SECTION MODERNIZATION	800,000 (C)	800,000 (C)
	PROJECT	1,722,000 (D)	1,436,193 (D)
	LAGUARDIA AIRPORT	113,582 (I)	113,582 (I)
	LEON D DEMATTEIS CONSTRUCTION	500,000 (E)	500,000 (E)
	CORPORATION	82,759 (F)	82,759 (F)
	50,000 (G)	35,062 (G)	
	20,487,341	20,186,596	
LGA220 047A	RUNWAY DECK WEARING SURFACE	492,970 (B)	359,019 (B)
	TEST CONTRACT	25,000 (D)	25,000 (D)
	LAGUARDIA AIRPORT	250,000 (J)	247,809 (J)
	TULLY CONSTRUCTION CO., INC.	188,454 (K)	188,454 (K)
	956,424	820,282	
LGA980 410	CENTRAL TERMINAL BUILDING	224,820 (A)	224,820 (A)
	CURBSIDE PUBLIC ADDRESS SYSTEM	13,490 (D)	-0- (D)
	LAGUARDIA AIRPORT		
	TWIN TOWERS ENTERPRISES, INC.	238,310	224,820
LT234 076	GRATING AT NEW YORK RIVER	123,540 (A)	123,540 (A)
	BUILDING	6,000 (D)	640 (D)
	LINCOLN TUNNEL		
	SPEARIN, PRESTON AND BURROWS, INC.	129,540	124,180

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
LT384A	REPAIRS TO HOBOKEN TUNNEL	470,000 (A)	470,000 (A)
	LINCOLN TUNNEL	262,320 (B)	157,379 (B)
	CONASCO INC/UNITED STATES FIRE	35,000 (C)	20,572 (C)
	INSURANCE CO.	74,000 (D)	59,683 (D)
		15,000 (I)	15,000 (I)
		856,320	722,634
LT441	ADMINISTRATION BUILDING	49,000 (A)	49,000 (A)
	REHABILITATION OF EAST RETAINING	9,900 (B)	9,900 (B)
	WALL	3,534 (D)	-0- (D)
	LINCOLN TUNNEL	990 (H)	990 (H)
	COLUMBIA CONTRACTING COMPANY INC	660 (P)	660 (P)
		64,084	60,550
HT369	VENTILATION BUILDINGS EVASE STACK	268,000 (A)	60,007 (A, O)
	CLADDING STABILIZATION	35,000 (C)	-0- (C)
	HOLLAND TUNNEL	22,000 (D)	-0- (D)
	CLOVER CONSTRUCTION CONSULTANTS INC.	325,000	60,007
MFP198A	CAPPING OF DREDGED MATERIALS	10,000,000 (B)	8,324,722 (B)
	VIA WORK ORDER	1,100,000 (C)	-0- (C)
	MULTI-FACILITY PORTS	500,000 (D)	289,763 (D)
	GREAT LAKES DREDGE & DOCK COMPANY	11,600,000	8,614,485
WTC591 01	ELECTRICAL/HVAC UPGRADE PROGRAM	14,423,000 (A)	14,400,700 (A, Q)
	RIVER WATERLINES SYSTEMS	750,000 (C)	1,339,184 (C)
	EXTERIOR TO THE WORLD TRADE CENTER	1,443,000 (D)	1,099,971 (D)
	WORLD TRADE CENTER		
	JOHN P PICCONE, INC.	16,616,000	16,839,855

- (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) Memorandum of Justification dated 01/22/96, increasing net cost work in the amount of \$500,000.
(F) Memorandum of Authorization dated 11/07/96, authorizing Supplemental Agreement No. 1 which includes an increase in the amount of \$82,759 for lump sum work.
(G) Memorandum of Authorization dated 11/07/96, authorizing Supplement Agreement No. 1 which includes an increase in the amount of \$50,000 for net cost work.

- (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) Memorandum of Authorization dated 08/05/97, authorizing Supplemental Agreement No.1 which provides for an increase in the amount of \$250,000 for classified work.
- (K) Memorandum of Authorization dated 03/18/98, authorizing Supplemental Agreement No. 2 which provides for an increase in the amount of \$188,454 for lump sum work.
- (L) Memorandum of Justification dated 12/24/97, increasing net cost work in the amount of \$14,644.
- (M) Memorandum of Justification dated 12/24/97, increasing extra work in the amount of \$6,644.00.
- (N) The difference between "Total Authorized" and "Total Payments" represents a deduction from compensation in the amount of \$59,023 for deficiencies in asphalt pavement density.
- (O) The difference between "Total Authorized" and "Total Payments" represents the fact that the contract was terminated prior to the completion of the work.
- (P) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (H).
- (Q) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the total amount of \$22,300 for changes in the scope of the work.

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 February 1, 1999 to February 28, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK 854	ROOF INSULATION FOR BLDG. 14 JOHN F. KENNEDY INT'L AIRPORT PROTON CONSTRUCTION CORP.	250,000 (C) 250,000	220,232 (C) 220,232
LGA 616	CENTRAL TERMINAL BUILDING CONCOURSES "A" & "B" REROOFING LAGUARDIA AIRPORT GT & JT CONSTRUCTION CORP.	459,000 (A) 120,000 (C) 37,000 (D) 7,885 (I) 45,000 (K) 668,885	459,000 (A) 65,346 (C) 37,000 (D) 7,885 (I) 31,787 (K) 601,018
LGA950 502	MARINE AIR TERMINAL PHASE 1 RENOVATION LAGUARDIA AIRPORT KAFKA CONSTRUCTION, INC.	535,000 (A) 43,000 (D) 20,000 (L) 598,000	535,000 (A) 43,000 (D) 10,930 (L) 588,930
EWR154 100	TERMINAL B MODIFICATIONS TO GATE 58 NEWARK INT'L AIRPORT TONI HARRIS ENTERPRISES, INC.	159,578 (A) 10,000 (D) 169,578	159,578 (A) 4,582 (D) 164,160
EWR510 008	SIGNAGE IMPROVEMENT PROGRAM NEWARK INT'L AIRPORT DAIDONE ELECTRIC INC.	2,250,000 (A) 225,000 (D) 87,400 (E) 2,562,400	2,250,000 (A) 194,507 (D) 87,400 (E) 2,531,907
EWR997 523	TERMINAL B-B2 CONNECTOR ART INSTALLATION NEWARK INT'L AIRPORT FUSSELL DEVELOPMENT CORP.	48,000 (A) 3,667 (C) 3,000 (D) 54,667	48,000 (A) 3,667 (C) -0- (D) 51,667

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
LT 414	INSTALLATION OF CATWALK CAR	253,000 (A)	253,000 (A)
	BATTERY CHARGING SYSTEM	21,000 (D)	1,500 (D)
	LINCOLN TUNNEL SAINT VINCENT ELECTRIC & CONSTRUCTION, INC.	274,000	254,500
LT 423	REHABILITATION OF 39TH STREET	78,000 (A)	78,000 (A)
	FAN ROOM NEW YORK APPROACH	5,894 (C)	5,894 (C)
	LINCOLN TUNNEL SAINT VINCENT ELECTRIC & CONSTRUCTION, INC.	6,500 (D) 90,394	6,500 (D) 90,394
LT 427	DYER PLAZA LIGHT TOWERS	270,000 (A)	270,000 (A)
	REPLACEMENT	20,000 (C)	4,420 (C)
	LINCOLN TUNNEL SAINT VINCENT ELECTRIC & CONSTRUCTION, INC.	22,000 (D) 312,000	21,500 (D) 295,920
LT 456	ROADWAY SURFACE RETEXTURING	77,500 (A)	77,500 (A)
	AND BUILD UP REMOVAL	4,700 (D)	-0- (D)
	LINCOLN TUNNEL HUMBLE EQUIPMENT CO., INC.	82,200	77,500
HWD544 007	PIER A REHABILITATION	362,973 (A)	362,973 (A)
	HOBOKEN SOUTH WATERFRONT	536,940 (B)	536,940 (B)
	DEVELOPMENT	40,000 (C)	233,264 (C)
	JOHN J SKALLEY, INC.	36,000 (D)	18,295 (D)
		16,898 (I)	16,898 (I)
		53,694 (H)	53,665 (H)
	1,046,505	1,222,035	
MFP 209	PORT AUTHORITY MARINE TERMINAL	1,981,705 (B)	1,965,272 (B)
	PAVEMENT, RAILROAD AND WATER	250,000 (C)	711,574 (C)
	SYSTEM REHABILITATION VIA WORK ORDER PORT NEWARK AND ELIZABETH MT HOPE ROCK PRODUCTS, INC.	100,000 (D) 2,331,705	-0- (D) 2,676,846
WTC 197	INSTALLATION OF EMERGENCY RIVER	105,400 (A)	91,607 (A, J)
	WATER PUMPS	10,000 (D)	10,000 (D)
	WORLD TRADE CENTER	152,500 (F)	152,500 (F)
	SAINT VINCENT ELECTRIC & CONSTRUCTION, INC.	70,000 (G) 337,900	36,516 (G) 290,623

- (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) Memorandum of Authorization dated 03/18/97, authorizing Supplemental Agreement No. 1 in the amount of \$87,400.
- (F) Letter Agreement dated 09/15/97 provides for an increase in lump sum work for \$152,500.
- (G) Memorandum of Justification dated 10/29/98, increasing extra work in the amount of \$70,000.
- (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) The difference between "Total Authorized" and Total Payments" represents a credit change order in the amount of \$13,793 for changes in the scope of the work.
- (K) Memorandum of Authorization dated 01/07/98, increasing extra work in the amount \$45,000.
- (L) Memorandum of Authorization dated 09/03/96, increasing extra work in the amount of \$20,000.

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 March 1, 1999 to March 31, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK215 590	ASBESTOS REMOVAL VIA WORK ORDER JOHN F KENNEDY INT'L AIRPORT ASBESTOS CONTAINMENT SERVICES INC.	2,000,000 (C) 1,000,000 (N) 3,000,000	2,000,000 (C) 600,343 (N) 2,600,343
LGA545A	HANGAR NO.11 REROOFING LAGUARDIA AIRPORT G&M ROOFING SERVICE INC.	136,700 (A) 20,000 (C) 11,000 (D) 167,700	136,700 (A) -0- (C) 1,095 (D) 137,795
LGA598	PUMP STATION NUMBER 6 SWITCHGEAR LAGUARDIA AIRPORT EATON ELECTRIC INC.	793,000 (A) 48,000 (D) 27,000 (L) 868,000	793,000 (A) 48,000 (D) 19,139 (L) 860,139
LGA614	REMOVAL OF ABANDONED UNDERGROUND STORAGE TANKS ADJACENT TO THE APPROACH OF RUNWAY 4-22 LAGUARDIA AIRPORT K.G. INDUSTRIES INC.	75,535 (A) 23,000 (C) 4,500 (D) 103,035	75,535 (A) 64,250 (C) 4,250 (D) 144,035
LGA620	PARKING LOTS 4&6 DRAINAGE IMPROVEMENTS LAGUARDIA AIRPORT OVAN CONSTRUCTION CO., INC.	143,086 (A) 15,000 (C) 8,500 (D) 166,586	143,086 (A) 14,500 (C) 8,400 (D) 165,986
EWR996 206	FAA CONTROL TOWER FOUNDATION PILING-CATHODIC PROTECTION SYSTEM UPGRADE NEWARK INT'L AIRPORT UNIVERSAL TECHNICAL RESOURCES SERVICE INC.	123,832 (A) 8,000 (D) 131,832	123,832 (A) 7,190 (D) 131,022
GWB414	NEW JERSEY ADMINISTRATION BUILDING REPLACEMENT OF ROLL UP DOORS GEORGE WASHINGTON BRIDGE TONI HARRIS ENTERPRISES INC	145,000 (A) 9,000 (D) 6,000 (G) 1,500 (J) 161,500	145,000 (A) 9,000 (D) 6,000 (G) 1,407 (J) 161,407

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
AKG216	DEMOLITION AND REMOVAL OF SALT HOPPER GEOTHALS BRIDGE W. KELLY EQUIPMENT INC.	50,995 (A) 3,060 (D) 54,055	50,995 (A) 1,000 (D) 51,995
AK143	MAINTENANCE PAVEMENT REPAIRS VIA WORK ORDER BAYONNE BRIDGE, GOETHALS BRIDGE, OUTERBRIDGE CROSSING P.T. STONE INC	560,700 (B) 80,000 (C) 45,000 (D) 685,700	288,287 (B) 266,784 (C) 30,229 (D) 585,300
AK151	ACCESS ROADWAYS BENEATH BRIDGE ROADWAYS AND GOETHALS BRIDGE ADMINISTRATION BUILDING PARKING LOT PAVEMENT STATEN ISLAND BRIDGES W. KELLY EQUIPMENT INC.	76,089 (A) 188,175 (B) 25,000 (C) 15,900 (D) 305,164	74,786 (A,M) 171,493 (B) 35,965 (C) 1,375 (D) 283,619
AKB152	REPLACEMENT OF 480 VOLT FEEDER SYSTEM WITH 277/480 VOLT GROUNDED FEEDER SYSTEM BAYONNE BRIDGE J.G. SALAS & SONS INC	577,300 (A) 25,000 (C) 34,638 (D) 636,938	577,300 (A) 48,253 (C) 32,746 (D) 658,299
HT357	REPAIRS AND REPAINTING OF SIGN BRIDGES-NEW YORK APPROACH HOLLAND TUNNEL ROSBUTH MATHIS PAINTING CO.	207,500 (A) 25,000 (C) 17,000 (D) 203,000 (E) 24,960 (F) 477,460	207,500 (A) 13,635 (C) 17,000 (D) 9,015 (E,K) 18,100 (F) 265,250
LT392	ADMINISTRATION AND VENT BUILDINGS REPLACEMENT OF FIRE STANDPIPE PUMPS AND CONTROLS LINCOLN TUNNEL WARD MECHANICAL CORP.	183,000 (A) 15,000 (D) 198,000	183,000 (A) 7,680 (D) 190,680
LT421	BULK STORAGE SHED INSTALLATION OF FIRE PROTECTION SYSTEM LINCOLN TUNNEL DAN MCCARRON & SON	56,700 (A) 4,550 (D) 61,250	56,700 (A) -0- (D) 56,700

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
PN239	IMPROVEMENTS TO CORBIN STREET	440,398 (A)	440,398 (A)
	FROM PORT STREET TO MARSH	468,835 (B)	468,835 (B)
	STREET AND BETWEEN MARSH AND	150,000 (C)	190,517 (C)
	TYLER STREETS	55,000 (D)	15,868 (D)
	PORT NEWARK	46,884 (H)	46,884 (H)
	TARHEEL ENTERPRISES INC.	-0- (O)	36,835 (O)
		1,161,117	1,199,337

- (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) Memorandum of Justification dated 08/27/96, authorizing Supplemental Agreement No. 1 which includes an increase in the amount of \$203,000 for lump sum work.
- (F) Memorandum of Justification dated 08/27/96, authorizing Supplemental Agreement No. 1 which includes an increase in the amount of \$24,960 for extra work.
- (G) Memorandum of Authorization dated 05/22/98, increasing extra work in the amount of \$6,000.
- (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) Memorandum of Authorization dated 02/01/99, increasing extra work in the amount of \$1,500.
- (K) The difference between "Total Authorized" and Total Payments" represents a credit change order in the amount of \$193,985 for the deletion of part of the work.
- (L) Memorandum of Justification dated 06/09/98, increasing extra work in the amount of \$27,000.
- (M) The difference between "Total Authorized" and "Total Payments" represents a deduction from compensation in the amount of \$1,303 for deficiencies in asphalt pavement density as provided for in the contract.
- (N) Memorandum of Justification dated 10/18/95, increasing net cost work in the amount of \$1,000,000.
- (O) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (H).

(Board – 5/27/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period January 1, 1999 through January 31, 1999.

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>YTD</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.

(Board - 5/27/99)

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>
01/05/99	\$ 30,000,000	FMCDN	--	02/12/99	99.49	4.800%	4.891%	\$ 29,847,999.99	Lehman Brothers
01/07/99	40,000,000	US T-BILL	--	01/21/99	99.82	4.580	4.652	39,928,755.56	Paribas Corporation
01/08/99	25,000,000	GECC CP	--	02/08/99	99.59	4.810	4.897	24,896,451.40	General Electric Capital
01/11/99	10,000,000	US T-NOTE	4.250%	11/15/03	98.09	--	4.693	9,809,375.00	Dresdner Kleinwort Benson
01/11/99	15,000,000	US T-NOTE	4.625	12/31/00	99.86	--	4.700	14,978,906.25	Prudential Securities
01/14/99	15,000,000	US T-NOTE	4.625	12/31/00	100.12	--	4.561	15,017,578.13	Prudential Securities
01/14/99	15,000,000	US T-NOTE	4.250	11/15/03	98.77	--	4.534	14,816,015.63	Nesbitt Burns Securities
01/19/99	25,000,000	FMCDN	--	02/08/99	99.74	4.740	4.819	24,934,166.68	First Chicago Capital Mkt
01/19/99	25,000,000	FMCDN	--	02/09/99	99.72	4.740	4.819	24,930,875.00	C.S. First Boston
01/20/99	25,000,000	GECC CP	--	02/17/99	99.63	4.820	4.905	24,906,277.78	General Electric Capital
01/21/99	15,000,000	US T-NOTE	4.250	11/15/03	98.25	--	4.659	14,737,500.00	Prudential Securities

(Board - 5/27/99)

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>
01/26/99	\$ 15,000,000	US T-NOTE	4.250%	11/15/03	98.73	--	4.545%	\$ 14,810,156.25	Morgan Stanley & Co
01/28/99	15,000,000	US T-NOTE	4.250	11/15/03	98.57	--	4.584	14,785,546.88	Prudential Securities
01/29/99	15,000,000	US T-BILL	--	07/29/99	97.84	4.295%	4.451	14,676,085.41	Paribas Corporation
01/29/99	20,000,000	FMCDN	--	03/10/99	99.48	4.720	4.811	19,895,111.12	Paribas Corporation
01/29/99	<u>50,000,000</u>	US T-BILL	--	05/20/99	98.66	4.360	4.481	<u>49,327,833.35</u>	Morgan Stanley & Co
	<u>\$355,000,000</u>							<u>\$352,298,634.40</u>	

BEY - Bond Equivalent Yield

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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>
01/14/99	\$15,000,000	US T-NOTE	4.250%	11/15/03	98.98	--	\$14,847,656.25	Nesbitt Burns Securities
01/14/99	15,000,000	US T-NOTE	4.625	12/31/00	100.30	--	15,044,531.25	Prudential Securities
01/14/99	15,000,000	US T-NOTE	4.250	11/15/03	98.81	--	14,821,875.00	Prudential Securities
01/20/99	15,000,000	US T-NOTE	4.250	11/15/03	98.35	--	14,752,734.38	Prudential Securities
01/27/99	<u>15,000,000</u>	US T-NOTE	4.250	11/15/03	98.60	--	<u>14,790,234.38</u>	Prudential Securities
	<u>\$75,000,000</u>						<u>\$74,257,031.26</u>	

BEY - Bond Equivalent Yield

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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>
Nesbitt Burns Securities	01/04/99	01/05/99	\$ 3,307,000	4.900%	\$ 450.12
Nesbitt Burns Securities	01/04/99	01/05/99	4,960,000	4.900	675.11
Greenwich Capital Mkts	01/04/99	01/05/99	8,000,000	4.950	1,100.00
Nesbitt Burns Securities	01/04/99	01/05/99	12,590,000	4.900	1,713.64
Dresdner Kleinwort Benson	01/04/99	01/05/99	15,075,000 *	5.000	2,093.75
Nesbitt Burns Securities	01/04/99	01/05/99	16,457,000	4.900	2,239.98
Nesbitt Burns Securities	01/04/99	01/05/99	21,114,000	4.900	2,873.85
Greenwich Capital Mkts	01/04/99	01/05/99	35,000,000	4.950	4,812.50
Greenwich Capital Mkts	01/04/99	01/05/99	37,000,000	4.950	5,087.50
Paribas Corporation	01/05/99	01/06/99	2,793,000	4.780	370.85
Paribas Corporation	01/05/99	01/06/99	4,914,000	4.780	652.47

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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>
Warburg Dillon Read LLC	01/05/99	01/06/99	\$ 8,000,000	4.750%	\$ 1,055.56
Paribas Corporation	01/05/99	01/06/99	12,362,000	4.780	1,641.40
Paribas Corporation	01/05/99	01/06/99	15,950,000	4.780	2,117.81
Warburg Dillon Read LLC	01/05/99	01/06/99	17,000,000	4.750	2,243.06
Paribas Corporation	01/05/99	01/06/99	21,080,000	4.780	2,798.96
Dresdner Kleinwort Benson	01/05/99	01/07/99	30,262,500 *	4.550	7,901.88
Dresdner Kleinwort Benson	01/05/99	01/07/99	30,262,500 *	4.550	7,901.88
Warburg Dillon Read LLC	01/05/99	01/06/99	35,000,000	4.750	4,618.06
Paribas Corporation	01/06/99	01/07/99	2,793,000	4.560	353.78
Nesbitt Burns Securities	01/06/99	01/07/99	3,810,000	4.500	476.25
Paribas Corporation	01/06/99	01/07/99	4,914,000	4.560	622.44

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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>
Nesbitt Burns Securities	01/06/99	01/07/99	\$ 8,000,000	4.500%	\$ 1,000.00
Nesbitt Burns Securities	01/06/99	01/07/99	8,190,000	4.500	1,023.75
Paribas Corporation	01/06/99	01/07/99	12,364,000	4.560	1,566.11
Dresdner Kleinwort Benson	01/06/99	01/08/99	15,056,250 *	4.500	3,784.97
Paribas Corporation	01/06/99	01/07/99	15,952,000	4.560	2,020.59
Paribas Corporation	01/06/99	01/07/99	21,083,000	4.560	2,670.51
Nesbitt Burns Securities	01/06/99	01/07/99	35,000,000	4.500	4,375.00
Greenwich Capital Mkts	01/06/99	01/07/99	44,100,000 *	4.550	5,573.75
Paribas Corporation	01/07/99	01/08/99	2,794,000	4.480	347.70
Paribas Corporation	01/07/99	01/08/99	4,915,000	4.480	611.64
Warburg Dillon Read LLC	01/07/99	01/08/99	8,000,000	4.500	1,000.00

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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>
Paribas Corporation	01/07/99	01/08/99	\$ 12,365,000	4.480%	\$ 1,538.76
Warburg Dillon Read LLC	01/07/99	01/08/99	13,000,000	4.500	1,625.00
Paribas Corporation	01/07/99	01/08/99	15,954,000	4.480	1,985.39
Paribas Corporation	01/07/99	01/08/99	21,086,000	4.480	2,624.04
Dresdner Kleinwort Benson	01/07/99	01/08/99	24,812,500 *	4.500	3,101.56
Warburg Dillon Read LLC	01/07/99	01/08/99	35,000,000	4.500	4,375.00
Lehman Brothers	01/08/99	01/11/99	2,000,000	4.520	753.33
Nesbitt Burns Securities	01/08/99	01/11/99	2,794,000	4.480	1,043.09
Nesbitt Burns Securities	01/08/99	01/11/99	4,916,000	4.480	1,835.31
Lehman Brothers	01/08/99	01/11/99	8,000,000	4.520	3,013.33
Nesbitt Burns Securities	01/08/99	01/11/99	12,367,000	4.480	4,617.01

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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>
Nesbitt Burns Securities	01/08/99	01/11/99	\$ 15,956,000	4.480%	\$ 5,956.91
Nesbitt Burns Securities	01/08/99	01/11/99	21,089,000	4.480	7,873.23
Lehman Brothers	01/08/99	01/11/99	35,000,000	4.520	13,183.33
Lehman Brothers	01/08/99	01/12/99	49,437,500 *	4.940	25,322.99
Dresdner Kleinwort Benson	01/11/99	01/22/99	2,500,000 *	4.450	3,638.89
Paribas Corporation	01/11/99	01/12/99	2,795,000	4.875	378.49
Paribas Corporation	01/11/99	01/12/99	4,917,000	4.875	665.84
Zions First National Bank	01/11/99	01/12/99	7,000,000	4.950	962.50
Zions First National Bank	01/11/99	01/12/99	8,000,000	4.950	1,100.00
Paribas Corporation	01/11/99	01/12/99	12,371,000	4.875	1,675.24
Paribas Corporation	01/11/99	01/12/99	15,962,000	4.875	2,161.52

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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	01/11/99	01/12/99	\$ 21,096,000	4.875%	\$ 2,856.75
Dresdner Kleinwort Benson	01/11/99	01/22/99	47,000,000 *	4.450	68,411.11
Paribas Corporation	01/12/99	01/13/99	2,794,000	4.880	378.74
Lehman Brothers	01/12/99	01/13/99	4,000,000	4.900	544.44
Paribas Corporation	01/12/99	01/13/99	4,917,000	4.880	666.53
Lehman Brothers	01/12/99	01/13/99	11,000,000	4.900	1,497.22
Lehman Brothers	01/12/99	01/13/99	11,000,000	4.900	1,497.22
Paribas Corporation	01/12/99	01/13/99	11,420,000	4.880	1,548.04
Lehman Brothers	01/12/99	01/13/99	15,000,000 *	4.910	2,045.83
Paribas Corporation	01/12/99	01/13/99	15,961,000	4.880	2,163.60
Paribas Corporation	01/12/99	01/13/99	21,049,000	4.880	2,853.31

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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	01/12/99	01/15/99	\$ 34,475,000 *	4.630%	\$ 13,885.76
Paribas Corporation	01/13/99	01/14/99	2,794,000	4.960	384.95
Paribas Corporation	01/13/99	01/14/99	4,917,000	4.960	677.45
Warburg Dillon Read LLC	01/13/99	01/14/99	7,000,000	4.800	933.33
Warburg Dillon Read LLC	01/13/99	01/14/99	11,000,000	4.800	1,466.67
Warburg Dillon Read LLC	01/13/99	01/14/99	11,000,000	4.800	1,466.67
Paribas Corporation	01/13/99	01/14/99	12,343,000	4.960	1,700.59
Paribas Corporation	01/13/99	01/14/99	15,959,000	4.960	2,198.80
Paribas Corporation	01/13/99	01/14/99	21,102,000	4.960	2,907.39
Paribas Corporation	01/13/99	01/14/99	39,560,000 *	4.950	5,439.50
Paribas Corporation	01/14/99	01/15/99	2,795,000	4.650	361.02

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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>
Warburg Dillon Read LLC	01/14/99	01/15/99	\$ 3,388,000	4.650%	\$ 437.62
Paribas Corporation	01/14/99	01/15/99	4,918,000	4.650	635.24
Warburg Dillon Read LLC	01/14/99	01/15/99	10,000,000	4.650	1,291.67
Warburg Dillon Read LLC	01/14/99	01/15/99	11,000,000	4.650	1,420.83
Paribas Corporation	01/14/99	01/15/99	12,345,000	4.650	1,594.56
Paribas Corporation	01/14/99	01/15/99	15,961,000	4.650	2,061.63
Paribas Corporation	01/14/99	01/15/99	21,105,000	4.650	2,726.06
Nesbitt Burns Securities	01/14/99	01/15/99	30,000,000	4.650	3,875.00
Warburg Dillon Read LLC	01/14/99	01/15/99	50,612,000	4.650	6,537.38
Paribas Corporation	01/15/99	01/19/99	2,794,000	4.760	1,477.72
Paribas Corporation	01/15/99	01/19/99	4,919,000	4.760	2,601.60

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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	01/15/99	01/19/99	\$ 10,000,000	4.730%	\$ 5,255.56
Lehman Brothers	01/15/99	01/19/99	11,000,000	4.730	5,781.11
Paribas Corporation	01/15/99	01/19/99	12,347,000	4.760	6,530.19
Paribas Corporation	01/15/99	01/19/99	15,948,000	4.760	8,434.72
Paribas Corporation	01/15/99	01/19/99	21,108,000	4.760	11,163.79
Lehman Brothers	01/15/99	01/19/99	39,000,000	4.730	20,496.67
Nesbitt Burns Securities	01/15/99	01/19/99	50,000,000	4.730	26,277.78
Paribas Corporation	01/19/99	01/20/99	2,760,000	4.700	360.33
Paribas Corporation	01/19/99	01/20/99	4,919,000	4.700	642.20
Lehman Brothers	01/19/99	01/20/99	10,000,000	4.700	1,305.56
Lehman Brothers	01/19/99	01/20/99	11,000,000	4.700	1,436.11

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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	01/19/99	01/20/99	\$ 12,351,000	4.700%	\$ 1,612.49
Dresdner Kleinwort Benson	01/19/99	01/20/99	15,093,750 *	4.700	1,970.57
Paribas Corporation	01/19/99	01/20/99	15,956,000	4.700	2,083.14
Paribas Corporation	01/19/99	01/20/99	21,119,000	4.700	2,757.20
Lehman Brothers	01/19/99	01/20/99	45,000,000	4.700	5,875.00
Paribas Corporation	01/20/99	01/21/99	2,733,000	4.530	343.90
Paribas Corporation	01/20/99	01/21/99	4,759,000	4.530	598.84
Warburg Dillon Read LLC	01/20/99	01/21/99	11,000,000	4.500	1,375.00
Warburg Dillon Read LLC	01/20/99	01/21/99	11,000,000	4.500	1,375.00
Paribas Corporation	01/20/99	01/21/99	11,779,000	4.530	1,482.19
Warburg Dillon Read LLC	01/20/99	01/21/99	11,795,000	4.500	1,474.38

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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>
Dresdner Kleinwort Benson	01/20/99	01/25/99	\$ 15,037,500 *	4.450%	\$ 9,314.90
Paribas Corporation	01/20/99	01/21/99	15,957,000	4.530	2,007.92
Paribas Corporation	01/20/99	01/21/99	21,121,000	4.530	2,657.73
Warburg Dillon Read LLC	01/20/99	01/21/99	52,205,000	4.500	6,525.63
Paribas Corporation	01/21/99	01/22/99	2,729,000	4.480	339.61
Paribas Corporation	01/21/99	01/22/99	4,760,000	4.480	592.36
Warburg Dillon Read LLC	01/21/99	01/22/99	6,015,000	4.460	745.19
Lehman Brothers	01/21/99	01/22/99	11,000,000	4.420	1,350.56
Lehman Brothers	01/21/99	01/22/99	11,000,000	4.420	1,350.56
Salomon Smith Barney Inc.	01/21/99	01/22/99	13,000,000	4.480	1,617.78
Paribas Corporation	01/21/99	01/22/99	16,312,000	4.480	2,029.94

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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>
Lehman Brothers	01/21/99	01/22/99	\$ 20,625,000	4.420%	\$ 2,532.29
Paribas Corporation	01/21/99	01/22/99	23,407,000	4.480	2,912.87
Paribas Corporation	01/21/99	01/22/99	24,163,000	4.480	3,006.95
Paribas Corporation	01/21/99	01/22/99	26,118,000	4.480	3,250.24
Salomon Smith Barney Inc.	01/21/99	01/22/99	36,777,000	4.480	4,576.69
Warburg Dillon Read LLC	01/21/99	01/22/99	43,124,000	4.460	5,342.58
Warburg Dillon Read LLC	01/21/99	01/22/99	49,938,000	4.460	6,186.76
Salomon Smith Barney Inc.	01/21/99	01/22/99	50,000,000	4.480	6,222.22
Lehman Brothers	01/21/99	01/22/99	51,375,000	4.420	6,307.71
Dresdner Kleinwort Benson	01/22/99	01/25/99	1,085,000 *	4.450	402.35
Paribas Corporation	01/22/99	01/25/99	2,729,000	4.480	1,018.83

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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>
Salomon Smith Barney Inc.	01/22/99	01/25/99	\$ 3,510,000	4.450%	\$ 1,301.63
Paribas Corporation	01/22/99	01/25/99	4,760,000	4.480	1,777.07
Warburg Dillon Read LLC	01/22/99	01/25/99	11,000,000	4.450	4,079.17
Warburg Dillon Read LLC	01/22/99	01/25/99	11,000,000	4.450	4,079.17
First Chicago Capital Mkt	01/22/99	01/25/99	13,000,000	4.460	4,831.67
Warburg Dillon Read LLC	01/22/99	01/25/99	15,672,000	4.450	5,811.70
Dresdner Kleinwort Benson	01/22/99	01/27/99	19,900,000 *	4.750	12,603.33
Salomon Smith Barney Inc.	01/22/99	01/25/99	25,000,000	4.450	9,270.83
Paribas Corporation	01/22/99	01/25/99	25,400,000	4.480	9,482.67
Salomon Smith Barney Inc.	01/22/99	01/25/99	27,621,000	4.450	10,242.79
Paribas Corporation	01/22/99	01/25/99	30,560,000	4.480	11,409.07

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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>
First Chicago Capital Mkt	01/22/99	01/25/99	\$ 35,293,000	4.460%	\$ 13,117.23
Paribas Corporation	01/22/99	01/25/99	36,000,000	4.480	13,440.00
Salomon Smith Barney Inc.	01/22/99	01/25/99	43,000,000	4.450	15,945.83
Dresdner Kleinwort Benson	01/22/99	01/25/99	48,665,000 *	4.450	18,046.60
Lehman Brothers	01/22/99	01/27/99	49,562,500 *	4.820	31,609.86
Lehman Brothers	01/22/99	01/26/99	49,875,000 *	4.700	25,173.02
First Chicago Capital Mkt	01/22/99	01/25/99	51,495,000	4.460	19,138.98
Warburg Dillon Read LLC	01/22/99	01/25/99	52,328,000	4.450	19,404.97
Paribas Corporation	01/25/99	01/26/99	2,697,000	4.680	350.61
Greenwich Capital Mkts	01/25/99	01/26/99	3,816,000	4.680	496.08
Paribas Corporation	01/25/99	01/26/99	4,533,000	4.680	589.29

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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>
Warburg Dillon Read LLC	01/25/99	01/26/99	\$ 11,000,000	4.680%	\$ 1,430.00
Warburg Dillon Read LLC	01/25/99	01/26/99	11,000,000	4.680	1,430.00
Paribas Corporation	01/25/99	01/26/99	19,878,000	4.680	2,584.14
Paribas Corporation	01/25/99	01/26/99	21,150,000	4.680	2,749.50
Warburg Dillon Read LLC	01/25/99	01/26/99	23,530,000	4.680	3,058.90
Salomon Smith Barney Inc.	01/25/99	01/26/99	25,981,000	4.680	3,377.53
Salomon Smith Barney Inc.	01/25/99	01/26/99	30,000,000	4.680	3,900.00
Greenwich Capital Mkts	01/25/99	01/26/99	44,000,000	4.680	5,720.00
Salomon Smith Barney Inc.	01/25/99	01/26/99	44,000,000	4.680	5,720.00
Paribas Corporation	01/25/99	01/26/99	45,115,000	4.680	5,864.95
Warburg Dillon Read LLC	01/25/99	01/26/99	51,470,000	4.680	6,691.10

(Board - 5/27/99)

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	01/25/99	01/26/99	\$ 51,875,000	4.680%	\$ 6,743.75
Paribas Corporation	01/26/99	01/27/99	2,683,000	4.830	359.97
Paribas Corporation	01/26/99	01/27/99	4,534,000	4.830	608.31
Nesbitt Burns Securities	01/26/99	01/27/99	8,088,000	4.800	1,078.40
Deutsche Bank Securities	01/26/99	01/27/99	11,000,000	4.780	1,460.56
Deutsche Bank Securities	01/26/99	01/27/99	11,000,000	4.780	1,460.56
Nesbitt Burns Securities	01/26/99	01/27/99	27,007,000	4.800	3,600.93
Deutsche Bank Securities	01/26/99	01/27/99	28,000,000	4.780	3,717.78
Nesbitt Burns Securities	01/26/99	01/27/99	28,678,000	4.800	3,823.73
Paribas Corporation	01/26/99	01/27/99	34,275,000	4.830	4,598.56
Nesbitt Burns Securities	01/26/99	01/27/99	35,912,000	4.800	4,788.27

(Board - 5/27/99)

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	01/26/99	01/27/99	\$ 44,000,000	4.800%	\$ 5,866.67
Lehman Brothers	01/26/99	01/28/99	49,500,000 *	4.800	13,227.50
Deutsche Bank Securities	01/26/99	01/27/99	50,000,000	4.780	6,638.89
Paribas Corporation	01/26/99	01/27/99	51,770,000	4.830	6,945.81
Greenwich Capital Mkts	01/26/99	01/27/99	55,904,000	4.800	7,453.87
Dresdner Kleinwort Benson	01/27/99	Variable	1,195,000 *	Variable **	937.74
Paribas Corporation	01/27/99	01/28/99	1,620,000	4.750	213.75
Nesbitt Burns Securities	01/27/99	02/01/99	2,591,000	4.750	1,709.34
Nesbitt Burns Securities	01/27/99	02/01/99	4,516,000	4.750	2,979.31
Warburg Dillon Read LLC	01/27/99	02/01/99	5,448,000	4.750	3,594.17
Salomon Smith Barney Inc.	01/27/99	02/01/99	6,283,000	4.750	4,145.03

(Board - 5/27/99)

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>
Nesbitt Burns Securities	01/27/99	02/01/99	\$ 8,897,000	4.750%	\$ 5,869.55
Warburg Dillon Read LLC	01/27/99	02/01/99	11,000,000	4.750	7,256.94
Warburg Dillon Read LLC	01/27/99	02/01/99	11,000,000	4.750	7,256.94
Warburg Dillon Read LLC	01/27/99	02/01/99	22,000,000	4.750	14,513.89
Nesbitt Burns Securities	01/27/99	02/01/99	25,245,000	4.750	16,654.69
Nesbitt Burns Securities	01/27/99	02/01/99	25,735,000	4.750	16,977.95
Nesbitt Burns Securities	01/27/99	02/01/99	25,827,000	4.750	17,038.65
Dresdner Kleinwort Benson	01/27/99	Open	34,825,000 *	Variable **	27,327.95
Salomon Smith Barney Inc.	01/27/99	02/01/99	44,000,000	4.750	29,027.78
Dresdner Kleinwort Benson	01/27/99	Open	48,680,000 *	Variable **	38,200.28
Paribas Corporation	01/27/99	01/28/99	49,190,000	4.750	6,490.35

(Board - 5/27/99)

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	01/27/99	01/28/99	\$ 49,190,000	4.750%	\$ 6,490.35
Salomon Smith Barney Inc.	01/27/99	02/01/99	49,628,000	4.750	32,740.69
Warburg Dillon Read LLC	01/27/99	02/01/99	50,245,000	4.750	33,147.74
Paribas Corporation	01/28/99	01/29/99	29,292,000	4.680	3,807.96
First Chicago Capital Mkt	01/28/99	01/29/99	30,000,000	4.680	3,900.00
First Chicago Capital Mkt	01/28/99	01/29/99	50,000,000	4.680	6,500.00
Paribas Corporation	01/28/99	01/29/99	50,708,000	4.680	6,592.04
Dresdner Kleinwort Benson	01/29/99	02/01/99	15,112,000 *	4.700	5,918.87
Paribas Corporation	01/29/99	02/01/99	23,480,000	4.720	9,235.47
Paribas Corporation	01/29/99	02/01/99	25,000,000	4.650	9,687.50

(Board - 5/27/99)

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	01/29/99	02/01/99	\$ 50,520,000	4.720%	\$ 19,871.20

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

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

(Board - 5/27/99)

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

Reverse Repurchase (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>
Dresdner Kleinwort Benson	01/04/99	01/05/99	\$ 15,075,000	4.000%	\$ 1,675.00
Dresdner Kleinwort Benson	01/05/99	01/07/99	30,262,500	4.350	7,355.47
Dresdner Kleinwort Benson	01/05/99	01/07/99	30,262,500	4.350	7,355.47
Greenwich Capital Mkts	01/06/99	01/07/99	44,100,000	4.300	5,267.50
Dresdner Kleinwort Benson	01/06/99	01/08/99	15,056,250	2.000	2,383.91
Dresdner Kleinwort Benson	01/07/99	01/08/99	24,812,500	3.900	2,688.02
Lehman Brothers	01/08/99	01/12/99	49,437,500	4.690	22,919.77
Dresdner Kleinwort Benson	01/11/99	01/22/99	49,500,000	4.150	68,681.25
Lehman Brothers	01/12/99	01/13/99	15,000,000	2.410	1,004.17
Lehman Brothers	01/12/99	01/15/99	34,475,000	4.050	12,324.81
Paribas Corporation	01/13/99	01/14/99	39,560,000	4.000	4,395.56

(Board - 5/27/99)

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

Reverse Repurchase (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>
Dresdner Kleinwort Benson	01/19/99	01/20/99	\$ 15,093,750	4.100%	\$ 1,719.01
Dresdner Kleinwort Benson	01/20/99	01/25/99	15,037,500	4.250	7,769.38
Lehman Brothers	01/22/99	01/26/99	49,875,000	4.450	23,787.60
Lehman Brothers	01/22/99	01/27/99	49,562,500	4.570	29,888.94
Dresdner Kleinwort Benson	01/22/99	01/25/99	49,750,000	4.150	17,205.21
Dresdner Kleinwort Benson	01/22/99	01/27/99	19,900,000	3.250	7,904.72
Lehman Brothers	01/26/99	01/28/99	49,500,000	4.550	12,540.00
Dresdner Kleinwort Benson	01/27/99	Open	34,825,000	Variable*	22,104.20 **
Dresdner Kleinwort Benson	01/27/99	Open	49,875,000	Variable*	37,059.90 **
Dresdner Kleinwort Benson	01/29/99	02/01/99	15,112,000	4.000	5,037.33

* This rate subject to change daily.

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

(Board - 5/27/99)

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 January 1, 1999 through January 31, 1999, 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.

(Board - 5/27/99)

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 January 1, 1999 and January 31, 1999 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 January 1, 1999 and January 31, 1999 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 – 5/27/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period February 1, 1999 through February 28, 1999.

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>YTD</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.

(Board - 5/27/99)

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>
02/01/99	\$ 5,000,000	US T-NOTE	4.250%	11/15/03	98.44	--	4.616%	\$ 4,921,875.00	Morgan Stanley & Co
02/01/99	10,000,000	US T-NOTE	4.250	11/15/03	98.42	--	4.620	9,842,187.50	Dresdner Kleinwort Benson
02/04/99	10,000,000	US T-BILL	--	02/03/00	95.59	4.360%	4.572	9,559,155.56	Morgan Stanley & Co
02/04/99	25,000,000	US T-BILL	--	12/09/99	96.28	4.345	4.534	24,070,652.78	Paribas Corporation
02/04/99	25,000,000	US T-BILL	--	11/12/99	96.58	4.380	4.562	24,145,291.67	Paribas Corporation
02/04/99	25,000,000	US T-BILL	--	10/14/99	96.94	4.370	4.542	24,235,250.00	Prudential Securities *
02/04/99	50,000,000	US T-BILL	--	08/05/99	97.78	4.385	4.547	48,891,569.45	Dresdner Kleinwort Benson *
02/05/99	15,000,000	US T-NOTE	4.625	11/30/00	99.64	--	4.830	14,946,093.75	Morgan Stanley & Co
02/05/99	25,000,000	US T-NOTE	4.500	01/31/01	99.56	--	4.733	24,890,625.00	Nesbitt Burns Securities
02/08/99	25,000,000	FMCDN	--	03/15/99	99.54	4.720	4.808	24,885,277.78	Lehman Brothers
02/08/99	25,000,000	GECC CP	--	03/03/99	99.69	4.810	4.892	24,923,173.60	General Electric Capital

(Board - 5/27/99)

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>
02/09/99	\$ 25,000,000	FMCDN	--	03/05/99	99.68	4.730%	4.811%	\$ 24,921,166.67	First Chicago Capital Mkt
02/12/99	30,000,000	FHDN	--	03/12/99	99.63	4.740	4.824	29,889,399.99	Lehman Brothers
02/17/99	25,000,000	GECC CP	--	03/23/99	99.54	4.820	4.909	24,886,194.45	General Electric Capital
02/17/99	40,000,000	US T-BILL	--	02/03/00	95.59	4.520	4.740	38,237,200.00	Prudential Securities
02/18/99	40,000,000	US T-BILL	--	06/03/99	98.71	4.410	4.530	39,485,500.00	Prudential Securities *
02/25/99	<u>25,000,000</u>	US T-BILL	--	08/26/99	97.74	4.480	4.647	<u>24,433,777.78</u>	Prudential Securities
	<u>\$425,000,000</u>							<u>\$417,164,390.98</u>	

BEY - Bond Equivalent Yield

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

(Board - 5/27/99)

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>
02/01/99	\$ 10,000,000	US T-NOTE	4.250%	11/15/03	98.53	--	\$ 9,852,343.75	Dresdner Kleinwort Benson
02/01/99	5,000,000	US T-NOTE	4.250	11/15/03	98.53	--	4,926,953.13	Morgan Stanley & Co
02/04/99	50,000,000	US T-BILL	--	02/18/99	99.84	4.050%	49,921,250.00	Dresdner Kleinwort Benson *
02/04/99	25,000,000	US T-BILL	--	02/25/99	99.77	3.900	24,943,125.00	Prudential Securities *
02/18/99	<u>40,000,000</u>	US T-BILL	--	03/18/99	99.67	4.200	<u>39,869,333.33</u>	Prudential Securities *
	<u>\$130,000,000</u>						<u>\$129,513,005.21</u>	

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

(Board - 5/27/99)

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	02/01/99	02/02/99	\$ 4,481,000	4.750%	\$ 591.24
Warburg Dillon Read LLC	02/01/99	02/02/99	5,447,000	4.730	715.68
Nesbitt Burns Securities	02/01/99	02/02/99	6,538,000	4.750	862.65
Greenwich Capital Mkts	02/01/99	02/02/99	11,000,000	4.750	1,451.39
Greenwich Capital Mkts	02/01/99	02/02/99	11,000,000	4.750	1,451.39
Dresdner Kleinwort Benson	02/01/99	02/03/99	15,112,500 *	4.600	3,916.66
Nesbitt Burns Securities	02/01/99	02/02/99	15,643,000	4.750	2,064.01
Greenwich Capital Mkts	02/01/99	02/02/99	22,250,000	4.750	2,935.76
Paribas Corporation	02/01/99	02/02/99	34,098,000	4.750	4,499.04
Nesbitt Burns Securities	02/01/99	02/02/99	37,462,000	4.750	4,942.90
Nesbitt Burns Securities	02/01/99	02/02/99	39,971,000	4.750	5,273.95

(Board - 5/27/99)

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>
Warburg Dillon Read LLC	02/01/99	02/02/99	\$ 44,000,000	4.730%	\$ 5,781.11
Greenwich Capital Mkts	02/01/99	02/02/99	48,750,000	4.750	6,432.29
Paribas Corporation	02/01/99	02/02/99	48,949,000	4.750	6,458.55
Warburg Dillon Read LLC	02/01/99	02/02/99	50,245,000	4.730	6,601.63
Warburg Dillon Read LLC	02/02/99	02/03/99	2,958,000	4.620	379.61
Zions First National Bank	02/02/99	02/03/99	3,000,000	4.620	385.00
Paribas Corporation	02/02/99	02/03/99	4,286,000	4.620	550.04
Zions First National Bank	02/02/99	02/03/99	11,000,000	4.620	1,411.67
Zions First National Bank	02/02/99	02/03/99	11,000,000	4.620	1,411.67
First Chicago Capital Mkt	02/02/99	02/03/99	23,975,000	4.620	3,076.79
First Chicago Capital Mkt	02/02/99	02/03/99	31,722,000	4.620	4,070.99

(Board - 5/27/99)

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	02/02/99	02/03/99	\$ 33,165,000	4.620%	\$ 4,256.18
Nesbitt Burns Securities	02/02/99	02/03/99	33,643,000	4.580	4,280.14
Warburg Dillon Read LLC	02/02/99	02/03/99	44,000,000	4.620	5,646.67
First Chicago Capital Mkt	02/02/99	02/03/99	44,000,000	4.620	5,646.67
Nesbitt Burns Securities	02/02/99	02/03/99	46,357,000	4.580	5,897.64
Lehman Brothers	02/02/99	02/16/99	49,500,000 *	4.590	88,976.25
Paribas Corporation	02/02/99	02/03/99	49,867,000	4.620	6,399.60
Warburg Dillon Read LLC	02/02/99	02/03/99	52,512,000	4.620	6,739.04
Paribas Corporation	02/03/99	02/04/99	4,279,000	4.510	536.06
Warburg Dillon Read LLC	02/03/99	02/04/99	5,841,000	4.510	731.75
First Chicago Capital Mkt	02/03/99	02/04/99	11,000,000	4.500	1,375.00

(Board - 5/27/99)

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>
First Chicago Capital Mkt	02/03/99	02/04/99	\$ 11,000,000	4.500%	\$ 1,375.00
Nesbitt Burns Securities	02/03/99	02/04/99	18,150,000	4.520	2,278.83
Greenwich Capital Mkts	02/03/99	02/04/99	19,125,000	4.500	2,390.63
First Chicago Capital Mkt	02/03/99	02/04/99	20,000,000	4.500	2,500.00
Paribas Corporation	02/03/99	02/04/99	32,253,000	4.510	4,040.58
Nesbitt Burns Securities	02/03/99	02/04/99	37,295,000	4.520	4,682.59
Warburg Dillon Read LLC	02/03/99	02/04/99	44,000,000	4.510	5,512.22
Nesbitt Burns Securities	02/03/99	02/04/99	44,000,000	4.520	5,524.44
Lehman Brothers	02/03/99	02/04/99	49,437,500 *	4.540	6,234.62
Warburg Dillon Read LLC	02/03/99	02/04/99	50,122,000	4.510	6,279.17
Paribas Corporation	02/03/99	02/04/99	50,736,000	4.510	6,356.09

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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>
Greenwich Capital Mkts	02/03/99	02/04/99	\$ 50,875,000	4.500%	\$ 6,359.38
Lehman Brothers	02/04/99	02/10/99	32,500 *	4.690	25.13
Paribas Corporation	02/04/99	02/05/99	4,274,000	4.530	537.81
Nesbitt Burns Securities	02/04/99	02/05/99	10,856,000	4.530	1,366.05
Greenwich Capital Mkts	02/04/99	02/05/99	11,000,000	4.550	1,390.28
Greenwich Capital Mkts	02/04/99	02/05/99	11,000,000	4.550	1,390.28
Nesbitt Burns Securities	02/04/99	02/05/99	17,679,000	4.530	2,224.61
Greenwich Capital Mkts	02/04/99	02/05/99	17,750,000	4.550	2,243.40
Paribas Corporation	02/04/99	02/05/99	25,469,000	4.530	3,204.85
Nesbitt Burns Securities	02/04/99	02/05/99	27,028,000	4.530	3,401.02
Paribas Corporation	02/04/99	02/05/99	29,840,000	4.530	3,754.87

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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>
Warburg Dillon Read LLC	02/04/99	02/05/99	\$ 33,122,000	4.520%	\$ 4,158.65
Paribas Corporation	02/04/99	02/05/99	40,000,000	4.530	5,033.33
Nesbitt Burns Securities	02/04/99	02/05/99	44,000,000	4.530	5,536.67
Dresdner Kleinwort Benson	02/04/99	02/17/99	44,550,000 *	4.850	74,559.38
Warburg Dillon Read LLC	02/04/99	02/05/99	49,877,000	4.520	6,262.33
Lehman Brothers	02/04/99	02/10/99	49,905,000 *	4.690	38,593.20
Greenwich Capital Mkts	02/04/99	02/05/99	50,250,000	4.550	6,351.04
Paribas Corporation	02/05/99	02/08/99	4,275,000	4.600	1,638.75
Nesbitt Burns Securities	02/05/99	02/08/99	9,198,000	4.600	3,525.90
Warburg Dillon Read LLC	02/05/99	02/08/99	11,000,000	4.600	4,216.67
Warburg Dillon Read LLC	02/05/99	02/08/99	11,000,000	4.600	4,216.67

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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	02/05/99	02/08/99	\$ 11,261,000	4.600%	\$ 4,316.72
Nesbitt Burns Securities	02/05/99	02/19/99	14,681,250 *	4.650	26,520.05
Warburg Dillon Read LLC	02/05/99	02/08/99	22,000,000	4.600	8,433.33
Salomon Smith Barney Inc.	02/05/99	02/08/99	40,000,000	4.600	15,333.33
Paribas Corporation	02/05/99	02/08/99	40,000,000	4.600	15,333.33
Salomon Smith Barney Inc.	02/05/99	02/08/99	43,010,000	4.600	16,487.17
Warburg Dillon Read LLC	02/05/99	02/08/99	44,000,000	4.600	16,866.67
Paribas Corporation	02/05/99	02/08/99	44,053,000	4.600	16,886.98
Nesbitt Burns Securities	02/05/99	02/08/99	46,372,000	4.600	17,775.93
Warburg Dillon Read LLC	02/08/99	02/09/99	5,469,000	4.750	721.60
Deutsche Bank Securities	02/08/99	02/09/99	11,000,000	4.750	1,451.39

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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>
Deutsche Bank Securities	02/08/99	02/09/99	\$ 11,000,000	4.750%	\$ 1,451.39
Deutsche Bank Securities	02/08/99	02/09/99	12,000,000	4.750	1,583.33
Paribas Corporation	02/08/99	02/09/99	26,588,000	4.790	3,537.68
Paribas Corporation	02/08/99	02/09/99	28,747,000	4.790	3,824.95
Nesbitt Burns Securities	02/08/99	02/09/99	37,586,000	4.750	4,959.26
Warburg Dillon Read LLC	02/08/99	02/09/99	44,000,000	4.750	5,805.56
Paribas Corporation	02/08/99	02/09/99	44,000,000	4.790	5,854.44
Nesbitt Burns Securities	02/08/99	02/09/99	45,456,000	4.750	5,997.67
Warburg Dillon Read LLC	02/08/99	02/09/99	50,122,000	4.750	6,613.32
Paribas Corporation	02/09/99	02/10/99	4,017,000	4.670	521.09
First Chicago Capital Mkt	02/09/99	02/10/99	11,000,000	4.670	1,426.94

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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>
First Chicago Capital Mkt	02/09/99	02/10/99	\$ 11,000,000	4.670%	\$ 1,426.94
Dresdner Kleinwort Benson	02/09/99	02/10/99	15,018,750 *	4.650	1,939.92
First Chicago Capital Mkt	02/09/99	02/10/99	20,000,000	4.670	2,594.44
Nesbitt Burns Securities	02/09/99	02/10/99	34,143,000	4.680	4,438.59
Paribas Corporation	02/09/99	02/10/99	44,000,000	4.670	5,707.78
Warburg Dillon Read LLC	02/09/99	02/10/99	44,000,000	4.670	5,707.78
Nesbitt Burns Securities	02/09/99	02/10/99	48,910,000	4.680	6,358.30
Paribas Corporation	02/09/99	02/10/99	51,581,000	4.670	6,691.20
Warburg Dillon Read LLC	02/09/99	02/10/99	55,342,000	4.670	7,179.09
Paribas Corporation	02/10/99	02/11/99	3,531,000	4.670	458.05
Warburg Dillon Read LLC	02/10/99	02/11/99	11,000,000	4.670	1,426.94

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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>
Warburg Dillon Read LLC	02/10/99	02/11/99	\$ 11,000,000	4.670%	\$ 1,426.94
First Chicago Capital Mkt	02/10/99	02/11/99	25,818,000	4.670	3,349.17
Warburg Dillon Read LLC	02/10/99	02/11/99	28,000,000	4.670	3,632.22
First Chicago Capital Mkt	02/10/99	02/11/99	29,225,000	4.670	3,791.13
Nesbitt Burns Securities	02/10/99	02/11/99	38,875,000	4.680	5,053.75
Nesbitt Burns Securities	02/10/99	02/11/99	41,824,000	4.680	5,437.12
Paribas Corporation	02/10/99	02/11/99	44,000,000	4.670	5,707.78
First Chicago Capital Mkt	02/10/99	02/11/99	44,000,000	4.670	5,707.78
Greenwich Capital Mkts	02/10/99	02/16/99	49,625,000 *	4.700	38,872.92
Lehman Brothers	02/10/99	02/17/99	49,687,500 *	4.880	44,953.39
Paribas Corporation	02/10/99	02/11/99	51,980,000	4.670	6,742.96

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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>
Salomon Smith Barney Inc.	02/11/99	02/12/99	\$ 1,576,999 *	4.650%	\$ 203.70
Warburg Dillon Read LLC	02/11/99	02/12/99	5,309,000	4.620	681.32
Paribas Corporation	02/11/99	02/12/99	5,648,000	4.610	723.26
First Chicago Capital Mkt	02/11/99	02/12/99	11,000,000	4.630	1,414.72
First Chicago Capital Mkt	02/11/99	02/12/99	11,000,000	4.630	1,414.72
First Chicago Capital Mkt	02/11/99	02/12/99	23,000,000	4.630	2,958.06
Zions First National Bank	02/11/99	02/12/99	32,159,000	4.620	4,127.07
Warburg Dillon Read LLC	02/11/99	02/12/99	44,000,000	4.620	5,646.67
Paribas Corporation	02/11/99	02/12/99	44,000,000	4.610	5,634.44
Salomon Smith Barney Inc.	02/11/99	02/12/99	48,079,251 *	4.650	6,210.24
Zions First National Bank	02/11/99	02/12/99	48,486,000	4.620	6,222.37

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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	02/11/99	02/12/99	\$ 49,384,000	4.610%	\$ 6,323.90
Greenwich Capital Mkts	02/11/99	02/12/99	50,000,000	4.650	6,458.33
Warburg Dillon Read LLC	02/11/99	02/12/99	50,183,000	4.620	6,440.15
Paribas Corporation	02/12/99	02/16/99	3,895,000	4.580	1,982.12
Zions First National Bank	02/12/99	02/16/99	4,405,000	4.560	2,231.87
Salomon Smith Barney Inc.	02/12/99	02/16/99	11,000,000	4.580	5,597.78
Salomon Smith Barney Inc.	02/12/99	02/16/99	11,000,000	4.580	5,597.78
Salomon Smith Barney Inc.	02/12/99	02/16/99	24,000,000	4.580	12,213.33
Nesbitt Burns Securities	02/12/99	02/16/99	38,779,000	4.580	19,734.20
Nesbitt Burns Securities	02/12/99	02/16/99	41,866,000	4.580	21,305.14
Zions First National Bank	02/12/99	02/16/99	44,000,000	4.560	22,293.33

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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	02/12/99	02/16/99	\$ 44,000,000	4.580%	\$ 22,391.11
Deutsche Bank Securities	02/12/99	02/16/99	50,000,000	4.570	25,388.89
Zions First National Bank	02/12/99	02/16/99	50,627,000	4.560	25,651.01
Paribas Corporation	02/12/99	02/16/99	51,597,000	4.580	26,257.14
Paribas Corporation	02/16/99	02/17/99	3,226,000	4.880	437.30
Warburg Dillon Read LLC	02/16/99	02/17/99	11,000,000	4.860	1,485.00
Warburg Dillon Read LLC	02/16/99	02/17/99	11,000,000	4.860	1,485.00
Deutsche Bank Securities	02/16/99	02/17/99	19,000,000	4.860	2,565.00
Dresdner Kleinwort Benson	02/16/99	02/18/99	20,100,000 *	4.650	5,304.17
Warburg Dillon Read LLC	02/16/99	02/17/99	22,000,000	4.860	2,970.00
Deutsche Bank Securities	02/16/99	02/17/99	30,696,000	4.860	4,143.96

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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	02/16/99	02/17/99	\$ 44,000,000	4.880%	\$ 5,964.44
Zions First National Bank	02/16/99	02/17/99	46,004,000	4.840	6,184.98
Lehman Brothers	02/16/99	02/17/99	49,875,000 *	4.900	6,788.54
Deutsche Bank Securities	02/16/99	02/17/99	50,000,000	4.860	6,750.00
Zions First National Bank	02/16/99	02/17/99	50,996,000	4.840	6,856.13
Paribas Corporation	02/16/99	02/17/99	51,840,000	4.880	7,027.20
Warburg Dillon Read LLC	02/16/99	02/17/99	55,527,000	4.860	7,496.15
Warburg Dillon Read LLC	02/17/99	02/18/99	4,141,000	4.650	534.88
Paribas Corporation	02/17/99	02/18/99	5,624,000	4.670	729.56
Salomon Smith Barney Inc.	02/17/99	02/23/99	10,050,000 *	4.700	7,705.00
First Chicago Capital Mkt	02/17/99	02/18/99	11,000,000	4.650	1,420.83

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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>
First Chicago Capital Mkt	02/17/99	02/18/99	\$ 11,000,000	4.650%	\$ 1,420.83
Warburg Dillon Read LLC	02/17/99	02/18/99	17,000,000	4.650	2,195.83
First Chicago Capital Mkt	02/17/99	02/18/99	26,091,000	4.650	3,370.09
Warburg Dillon Read LLC	02/17/99	02/18/99	28,745,000	4.650	3,712.90
First Chicago Capital Mkt	02/17/99	02/18/99	33,909,000	4.650	4,379.91
Greenwich Capital Mkts	02/17/99	02/18/99	44,000,000	4.650	5,683.33
Dresdner Kleinwort Benson	02/17/99	02/22/99	44,718,750 *	4.550	28,446.09
Paribas Corporation	02/17/99	02/18/99	45,000,000	4.670	5,837.50
Paribas Corporation	02/17/99	02/18/99	48,739,000	4.670	6,322.53
Warburg Dillon Read LLC	02/17/99	02/18/99	49,509,000	4.650	6,394.91
Lehman Brothers	02/17/99	02/19/99	49,625,000 *	4.660	12,874.93

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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>
Lehman Brothers	02/17/99	02/18/99	\$ 49,900,000 *	4.680%	\$ 6,487.00
Greenwich Capital Mkts	02/17/99	02/18/99	55,307,000	4.650	7,143.82
Paribas Corporation	02/18/99	02/19/99	3,503,000	4.660	453.44
Nesbitt Burns Securities	02/18/99	02/19/99	4,124,000	4.660	533.83
Zions First National Bank	02/18/99	02/19/99	4,206,000	4.660	544.44
Warburg Dillon Read LLC	02/18/99	02/19/99	11,000,000	4.650	1,420.83
Warburg Dillon Read LLC	02/18/99	02/19/99	11,000,000	4.650	1,420.83
Dresdner Kleinwort Benson	02/18/99	02/23/99	20,112,500 *	4.680	12,810.55
Nesbitt Burns Securities	02/18/99	02/19/99	21,771,000	4.660	2,818.14
Nesbitt Burns Securities	02/18/99	02/19/99	26,477,000	4.660	3,427.30
Warburg Dillon Read LLC	02/18/99	02/19/99	26,591,000	4.650	3,434.67

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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>
Nesbitt Burns Securities	02/18/99	02/19/99	\$ 30,007,000	4.660%	\$ 3,884.24
Paribas Corporation	02/18/99	02/19/99	44,000,000	4.660	5,695.56
Zions First National Bank	02/18/99	02/19/99	45,000,000	4.660	5,825.00
Greenwich Capital Mkts	02/18/99	02/22/99	47,825,000 *	4.550	24,311.04
Lehman Brothers	02/18/99	03/01/99	49,900,000 *	4.750	71,232.25
Zions First National Bank	02/18/99	02/19/99	50,138,000	4.660	6,490.09
Warburg Dillon Read LLC	02/18/99	02/19/99	51,409,000	4.650	6,640.33
Paribas Corporation	02/18/99	02/19/99	51,783,000	4.660	6,703.02
Nesbitt Burns Securities	02/19/99	02/22/99	3,678,000	4.550	1,394.58
Nesbitt Burns Securities	02/19/99	02/22/99	6,907,000	4.550	2,618.90
First Chicago Capital Mkt	02/19/99	02/22/99	8,778,000	4.590	3,357.59

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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>
First Chicago Capital Mkt	02/19/99	02/22/99	\$ 11,000,000	4.590%	\$ 4,207.50
First Chicago Capital Mkt	02/19/99	02/22/99	11,000,000	4.590	4,207.50
Paribas Corporation	02/19/99	02/22/99	23,388,000	4.580	8,926.42
First Chicago Capital Mkt	02/19/99	02/22/99	29,222,000	4.590	11,177.42
Paribas Corporation	02/19/99	02/22/99	30,649,000	4.580	11,697.70
Nesbitt Burns Securities	02/19/99	02/22/99	33,836,000	4.550	12,829.48
Nesbitt Burns Securities	02/19/99	02/22/99	35,215,000	4.550	13,352.35
Warburg Dillon Read LLC	02/19/99	02/22/99	44,000,000	4.560	16,720.00
Paribas Corporation	02/19/99	02/22/99	45,000,000	4.580	17,175.00
Lehman Brothers	02/19/99	02/22/99	50,000,000	4.600	19,166.67
Warburg Dillon Read LLC	02/19/99	02/22/99	55,058,000	4.560	20,922.04

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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>
Warburg Dillon Read LLC	02/22/99	02/23/99	\$ 2,368,000	4.700%	\$ 309.16
Dresdner Kleinwort Benson	02/22/99	03/01/99	2,375,000 *	4.750	2,174.11
Paribas Corporation	02/22/99	02/23/99	3,164,000	4.690	412.20
Warburg Dillon Read LLC	02/22/99	02/23/99	11,000,000	4.700	1,436.11
Warburg Dillon Read LLC	02/22/99	02/23/99	11,000,000	4.700	1,436.11
Nesbitt Burns Securities	02/22/99	02/23/99	12,614,000	4.700	1,646.83
Nesbitt Burns Securities	02/22/99	02/23/99	20,550,000	4.700	2,682.92
Paribas Corporation	02/22/99	02/23/99	23,312,000	4.690	3,037.04
Nesbitt Burns Securities	02/22/99	02/23/99	23,450,000	4.700	3,061.53
Zions First National Bank	02/22/99	02/23/99	24,000,000	4.700	3,133.33
Zions First National Bank	02/22/99	02/23/99	25,515,000	4.700	3,331.13

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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	02/22/99	02/23/99	\$ 30,443,000	4.690%	\$ 3,966.05
Nesbitt Burns Securities	02/22/99	02/23/99	42,449,000	4.700	5,541.95
Paribas Corporation	02/22/99	02/23/99	43,000,000	4.690	5,601.94
Dresdner Kleinwort Benson	02/22/99	03/01/99	47,250,000 *	4.750	43,253.44
Warburg Dillon Read LLC	02/22/99	02/23/99	49,632,000	4.700	6,479.73
Zions First National Bank	02/22/99	02/23/99	49,994,000	4.700	6,526.99
First Chicago Capital Mkt	02/23/99	02/24/99	5,602,000	4.630	720.48
Warburg Dillon Read LLC	02/23/99	02/24/99	11,000,000	4.600	1,405.56
Warburg Dillon Read LLC	02/23/99	02/24/99	11,000,000	4.600	1,405.56
Warburg Dillon Read LLC	02/23/99	02/24/99	13,775,000	4.600	1,760.14
Nesbitt Burns Securities	02/23/99	02/24/99	14,829,000	4.630	1,907.17

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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	02/23/99	02/24/99	\$ 24,000,000	4.650%	\$ 3,100.00
Dresdner Kleinwort Benson	02/23/99	Open	24,531,250 *	Variable **	22,606.23 ***
Dresdner Kleinwort Benson	02/23/99	02/26/99	24,887,500 *	4.650	9,695.76
Paribas Corporation	02/23/99	02/24/99	25,414,000	4.650	3,282.64
Nesbitt Burns Securities	02/23/99	02/24/99	38,827,000	4.630	4,993.58
Greenwich Capital Mkts	02/23/99	Open	41,151,000 *	Variable **	38,007.52 ***
First Chicago Capital Mkt	02/23/99	02/24/99	44,000,000	4.630	5,658.89
Nesbitt Burns Securities	02/23/99	02/24/99	46,000,000	4.630	5,916.11
First Chicago Capital Mkt	02/23/99	02/24/99	49,465,000	4.630	6,361.75
Paribas Corporation	02/23/99	02/24/99	49,982,000	4.650	6,456.01
Warburg Dillon Read LLC	02/23/99	02/24/99	51,225,000	4.600	6,545.42

(Board - 5/27/99)

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	02/24/99	02/25/99	\$ 2,230,000	4.690%	\$ 290.52
Nesbitt Burns Securities	02/24/99	02/25/99	2,788,000	4.740	367.09
Zions First National Bank	02/24/99	02/25/99	5,691,000	4.730	747.73
Nesbitt Burns Securities	02/24/99	02/25/99	10,274,000	4.740	1,352.74
Paribas Corporation	02/24/99	02/25/99	11,000,000	4.690	1,433.06
Paribas Corporation	02/24/99	02/25/99	11,000,000	4.690	1,433.06
Paribas Corporation	02/24/99	02/25/99	11,320,000	4.690	1,474.74
First Chicago Capital Mkt	02/24/99	02/25/99	25,000,000	4.730	3,284.72
First Chicago Capital Mkt	02/24/99	02/25/99	26,888,000	4.730	3,532.78
Nesbitt Burns Securities	02/24/99	02/25/99	43,212,000	4.740	5,689.58
Nesbitt Burns Securities	02/24/99	02/25/99	43,350,000	4.740	5,707.75

(Board - 5/27/99)

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	02/24/99	02/25/99	\$ 44,000,000	4.730%	\$ 5,781.11
First Chicago Capital Mkt	02/24/99	02/25/99	48,112,000	4.730	6,321.38
Zions First National Bank	02/24/99	02/25/99	49,378,000	4.730	6,487.72
Lehman Brothers	02/24/99	02/25/99	49,437,500 *	4.740	6,509.27
Paribas Corporation	02/24/99	02/25/99	51,450,000	4.690	6,702.79
Salomon Smith Barney Inc.	02/25/99	Open	1,680,000 *	Variable **	1,113.00 ***
Deutsche Bank Securities	02/25/99	02/26/99	5,000,000	4.660	647.22
Deutsche Bank Securities	02/25/99	02/26/99	11,000,000	4.660	1,423.89
Deutsche Bank Securities	02/25/99	02/26/99	11,000,000	4.660	1,423.89
Nesbitt Burns Securities	02/25/99	03/01/99	20,601,000	4.670	10,689.63
Warburg Dillon Read LLC	02/25/99	03/01/99	23,942,000	4.700	12,503.04

(Board - 5/27/99)

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>
Warburg Dillon Read LLC	02/25/99	03/01/99	\$ 25,000,000	4.700%	\$ 13,055.56
Nesbitt Burns Securities	02/25/99	03/01/99	25,245,000	4.670	13,099.35
Nesbitt Burns Securities	02/25/99	03/01/99	25,399,000	4.670	13,179.26
Paribas Corporation	02/25/99	03/01/99	25,993,000	4.710	13,603.00
Deutsche Bank Securities	02/25/99	02/26/99	28,000,000	4.660	3,624.44
Nesbitt Burns Securities	02/25/99	03/01/99	28,364,000	4.670	14,717.76
Paribas Corporation	02/25/99	03/01/99	29,081,000	4.710	15,219.06
Paribas Corporation	02/25/99	03/01/99	44,000,000	4.710	23,026.67
Salomon Smith Barney Inc.	02/25/99	Open	48,140,000 *	Variable **	31,892.75 ***
Lehman Brothers	02/25/99	03/01/99	49,937,500 *	4.750	26,231.06
Warburg Dillon Read LLC	02/25/99	03/01/99	50,980,000	4.700	26,622.89

(Board - 5/27/99)

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>
Salomon Smith Barney Inc.	02/26/99	Open	\$ 1,775,000 *	Variable **	\$ 944.20 ***
Zions First National Bank	02/26/99	03/01/99	11,000,000	4.720	4,326.67
Zions First National Bank	02/26/99	03/01/99	11,000,000	4.720	4,326.67
Zions First National Bank	02/26/99	03/01/99	26,500,000	4.720	10,423.33
Salomon Smith Barney Inc.	02/26/99	Open	48,000,000 *	Variable **	25,533.33 ***

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

** This rate is subject to change daily.

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

(Board - 5/27/99)

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

Reverse Repurchase (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>
Dresdner Kleinwort Benson	02/01/99	02/03/99	\$ 15,112,500	4.150%	\$ 2,573.32
Lehman Brothers	02/02/99	02/16/99	49,500,000	4.300	82,252.50
Lehman Brothers	02/03/99	02/04/99	49,437,500	4.290	5,891.30
Dresdner Kleinwort Benson	02/04/99	02/17/99	44,550,000	4.600	69,671.25
Lehman Brothers	02/04/99	02/10/99	49,937,500	4.440	35,927.26
Nesbitt Burns Securities	02/05/99	02/19/99	14,681,250	3.850	20,688.33
Dresdner Kleinwort Benson	02/09/99	02/10/99	15,018,750	3.650	1,522.73
Greenwich Capital Mkts	02/10/99	02/16/99	49,625,000	4.200	34,737.50
Lehman Brothers	02/10/99	02/17/99	49,687,500	4.630	42,869.27
Salomon Smith Barney Inc.	02/11/99	02/12/99	49,656,250	4.400	6,069.10
Lehman Brothers	02/16/99	02/17/99	49,875,000	4.650	6,442.19

(Board - 5/27/99)

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

Reverse Repurchase (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>
Dresdner Kleinwort Benson	02/16/99	02/18/99	\$ 20,100,000	2.350%	\$ 3,461.67
Salomon Smith Barney Inc.	02/17/99	02/23/99	10,050,000	2.000	3,140.63
Lehman Brothers	02/17/99	02/18/99	49,900,000	4.430	6,140.47
Lehman Brothers	02/17/99	02/19/99	49,625,000	4.410	12,185.69
Dresdner Kleinwort Benson	02/17/99	02/22/99	44,718,750	4.400	27,266.02
Dresdner Kleinwort Benson	02/18/99	02/23/99	20,112,500	1.980	5,016.95
Greenwich Capital Mkts	02/18/99	02/22/99	47,825,000	4.200	22,251.91
Lehman Brothers	02/18/99	03/01/99	49,900,000	4.500	67,489.75
Dresdner Kleinwort Benson	02/22/99	03/01/99	49,625,000	4.050	39,637.97
Greenwich Capital Mkts	02/23/99	Open	41,151,000	Variable *	23,090.28 **
Dresdner Kleinwort Benson	02/23/99	Open	24,531,250	Variable *	14,361.00 **

(Board - 5/27/99)

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

Reverse Repurchase (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>
Dresdner Kleinwort Benson	02/23/99	02/26/99	\$ 24,887,500	2.150%	\$ 6,377.42
Lehman Brothers	02/24/99	02/25/99	49,437,500	4.490	6,165.95
Lehman Brothers	02/25/99	03/01/99	49,937,500	4.500	24,843.91
Salomon Smith Barney Inc.	02/25/99	Open	49,820,000	Variable *	23,664.50 **
Salomon Smith Barney Inc.	02/26/99	Open	49,775,000	Variable *	17,836.04 **

* This rate subject to change daily.

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

(Board - 5/27/99)

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 February 1, 1999 through February 28, 1999, 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.

(Board - 5/27/99)

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 February 1, 1999 and February 28, 1999 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 February 1, 1999 and February 28, 1999 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 – 5/27/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period March 1, 1999 through March 31, 1999.

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.

(Board - 5/27/99)

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>
03/01/99	\$25,000,000	US T-BILL	--	04/22/99	99.32	4.730%	4.829%	\$24,829,194.45	Paribas Corporation
03/01/99	25,000,000	US T-BILL	--	04/22/99	99.32	4.730	4.829	24,829,194.45	Nesbitt Burns Securities
03/01/99	25,000,000	US T-BILL	--	04/22/99	99.32	4.730	4.829	24,829,194.45	Prudential Securities
03/01/99	25,000,000	US T-NOTE	5.000%	02/28/01	99.81	--	5.100	24,953,125.00	Paribas Corporation
03/02/99	25,000,000	US T-NOTE	5.125	08/31/00	99.88	--	5.213	24,968,750.00	Morgan Stanley & Co
03/03/99	25,000,000	US T-BILL	--	03/15/99	99.84	4.785	4.859	24,960,125.00	Paribas Corporation
03/03/99	25,000,000	GECC CP	--	04/07/99	99.53	4.860	4.951	24,881,875.00	General Electric Capital
03/05/99	25,000,000	FMCDN	--	06/15/99	98.64	4.800	4.934	24,660,000.00	Lehman Brothers
03/10/99	15,000,000	US T-NOTE	4.750	02/15/04	97.94	--	5.229	14,690,625.00	Prudential Securities
03/10/99	20,000,000	FMCDN	--	05/14/99	99.14	4.780	4.889	19,827,388.88	Paribas Corporation
03/11/99	25,000,000	US T-BILL	--	03/02/00	95.54	4.500	4.721	23,884,375.00	Prudential Securities

(Board - 5/27/99)

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>
03/11/99	\$25,000,000	US T-BILL	--	03/02/00	95.54	4.500%	4.721%	\$23,884,375.00	Paribas Corporation
03/12/99	15,000,000	US T-NOTE	4.750%	02/15/04	98.30	--	5.143	14,745,703.13	Morgan Stanley & Co
03/12/99	30,000,000	FMCDN	--	07/09/99	98.42	4.770	4.914	29,526,975.00	Lehman Brothers
03/15/99	20,000,000	US T-NOTE	4.750	02/15/04	98.47	--	5.105	19,693,750.00	Nesbitt Burns Securities
03/15/99	25,000,000	US T-BILL	--	01/06/00	96.34	4.440	4.631	24,084,250.00	Paribas Corporation
03/15/99	25,000,000	FNDN	--	06/10/99	98.84	4.780	4.903	24,711,208.33	Paribas Corporation
03/16/99	25,000,000	US T-NOTE	4.625	11/30/00	99.41	--	4.983	24,853,515.63	Dresdner Kleinwort Benson
03/16/99	25,000,000	US T-BILL	--	03/02/00	95.58	4.520	4.741	23,895,111.10	Morgan Stanley & Co
03/23/99	25,000,000	GECC CP	--	04/16/99	99.68	4.840	4.923	24,919,333.33	Lehman Brothers
03/31/99	20,000,000	US T-BILL	--	04/19/99	99.75	4.830	4.91	19,949,016.66	Dresdner Kleinwort Benson
03/31/99	30,000,000	US T-BILL	--	04/19/99	99.75	4.830	4.91	29,923,524.99	Dresdner Kleinwort Benson

(Board - 5/27/99)

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>
03/31/99	<u>\$ 50,000,000</u>	US T-BILL	--	04/19/99	99.75	4.830%	4.910%	<u>\$ 49,872,541.65</u>	Dresdner Kleinwort Benson
	<u>\$575,000,000</u>							<u>\$567,373,152.05</u>	

BEY - Bond Equivalent Yield

(Board - 5/27/99)

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>
3/10/99	\$15,000,000	US T-NOTE	4.750%	02/15/04	98.19	--	\$ 14,728,125.00	Prudential Securities
3/11/99	25,000,000	US T-BILL	--	03/25/99	99.84	4.180%	24,959,361.10	Paribas Corporation
3/11/99	25,000,000	US T-BILL	--	03/25/99	99.84	4.180	24,959,263.90	Prudential Securities
3/12/99	15,000,000	US T-NOTE	4.750	02/15/04	98.36	--	14,756,250.00	Morgan Stanley & Co.
3/15/99	20,000,000	US T-NOTE	4.750	02/15/04	98.54	--	19,707,812.50	Nesbitt Burns Securities
3/18/99	<u>25,000,000</u>	US T-BILL	--	03/02/00	95.63	4.490	<u>23,908,680.55</u>	Nesbitt Burns Securities
	<u>\$125,000,000</u>						<u>\$123,019,493.05</u>	

(Board - 5/27/99)

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	03/01/99	03/02/99	\$ 50,000 *	4.920%	\$ 6.83
Warburg Dillon Read LLC	03/01/99	03/02/99	11,000,000	4.950	1,512.50
Warburg Dillon Read LLC	03/01/99	03/02/99	11,000,000	4.950	1,512.50
Paribas Corporation	03/01/99	03/02/99	19,597,000	4.920	2,678.26
Zions First National Bank	03/01/99	03/02/99	21,975,000	4.870	2,972.73
Zions First National Bank	03/01/99	03/02/99	24,041,000	4.870	3,252.21
Warburg Dillon Read LLC	03/01/99	03/02/99	28,000,000	4.950	3,850.00
Paribas Corporation	03/01/99	03/02/99	30,273,000	4.920	4,137.31
Paribas Corporation	03/01/99	03/02/99	33,691,000	4.920	4,604.44
Lehman Brothers	03/01/99	03/02/99	49,935,000 *	4.920	6,824.45
Lehman Brothers	03/01/99	03/10/99	49,937,500 *	4.750	59,259.17

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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	03/01/99	03/02/99	\$ 53,025,000	4.870%	\$ 7,173.10
Deutsche Bank Securities	03/02/99	03/03/99	7,295,000	4.780	968.61
Paribas Corporation	03/02/99	03/03/99	11,000,000	4.800	1,466.67
Paribas Corporation	03/02/99	03/03/99	11,000,000	4.800	1,466.67
Greenwich Capital Mkts	03/02/99	03/03/99	22,000,000	4.800	2,933.33
Paribas Corporation	03/02/99	03/03/99	23,000,000	4.800	3,066.67
Paribas Corporation	03/02/99	03/03/99	24,044,000	4.800	3,205.87
Paribas Corporation	03/02/99	03/03/99	30,278,000	4.800	4,037.07
Deutsche Bank Securities	03/02/99	03/03/99	46,000,000	4.780	6,107.78
Deutsche Bank Securities	03/02/99	03/03/99	46,000,000	4.780	6,107.78
Paribas Corporation	03/03/99	03/04/99	11,000,000	4.760	1,454.44

(Board - 5/27/99)

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	03/03/99	03/04/99	\$ 11,000,000	4.760%	\$ 1,454.44
Paribas Corporation	03/03/99	03/04/99	13,373,000	4.760	1,768.21
Warburg Dillon Read LLC	03/03/99	03/04/99	15,000,000	4.740	1,975.00
Nesbitt Burns Securities	03/03/99	03/04/99	23,745,000	4.750	3,133.02
Dresdner Kleinwort Benson	03/03/99	03/10/99	24,812,500 *	4.750	22,641.41
Paribas Corporation	03/03/99	03/04/99	25,344,000	4.760	3,351.04
Nesbitt Burns Securities	03/03/99	03/04/99	28,342,000	4.750	3,739.57
Nesbitt Burns Securities	03/03/99	03/04/99	30,282,000	4.750	3,995.54
Paribas Corporation	03/03/99	03/04/99	39,283,000	4.760	5,194.09
Lehman Brothers	03/03/99	03/05/99	39,550,000 *	4.680	10,381.88
Nesbitt Burns Securities	03/04/99	03/05/99	9,348,000	4.680	1,215.24

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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>
Warburg Dillon Read LLC	03/04/99	03/05/99	\$ 11,000,000	4.660%	\$ 1,423.89
Warburg Dillon Read LLC	03/04/99	03/05/99	22,476,000	4.660	2,909.39
Warburg Dillon Read LLC	03/04/99	03/05/99	28,346,000	4.660	3,669.23
Paribas Corporation	03/04/99	03/05/99	30,153,000	4.680	3,919.89
Warburg Dillon Read LLC	03/04/99	03/05/99	30,286,000	4.660	3,920.35
Paribas Corporation	03/04/99	03/05/99	30,847,000	4.680	4,010.11
Paribas Corporation	03/04/99	03/05/99	39,000,000	4.680	5,070.00
Nesbitt Burns Securities	03/04/99	03/05/99	50,652,000	4.680	6,584.76
Paribas Corporation	03/05/99	03/08/99	11,000,000	4.650	4,262.50
Nesbitt Burns Securities	03/05/99	03/08/99	15,236,000	4.650	5,903.95
Paribas Corporation	03/05/99	03/08/99	28,350,000	4.650	10,985.63

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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	03/05/99	03/08/99	\$ 30,207,000	4.650%	\$ 11,705.21
Nesbitt Burns Securities	03/05/99	03/08/99	39,000,000	4.650	15,112.50
Nesbitt Burns Securities	03/05/99	03/08/99	45,764,000	4.650	17,733.55
Warburg Dillon Read LLC	03/05/99	03/08/99	53,000,000	4.650	20,537.50
First Chicago Capital Mkt	03/08/99	03/10/99	10,611,000	4.740	2,794.23
Paribas Corporation	03/08/99	03/10/99	11,000,000	4.730	2,890.56
Paribas Corporation	03/08/99	03/10/99	21,245,000	4.730	5,582.71
Paribas Corporation	03/08/99	03/10/99	28,361,000	4.730	7,452.64
Paribas Corporation	03/08/99	03/10/99	30,219,000	4.730	7,940.88
First Chicago Capital Mkt	03/08/99	03/10/99	39,000,000	4.740	10,270.00
Lehman Brothers	03/08/99	03/09/99	44,000,000	4.780	5,842.22

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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>
First Chicago Capital Mkt	03/08/99	03/10/99	\$ 50,389,000	4.740%	\$ 13,269.10
Nesbitt Burns Securities	03/09/99	03/10/99	13,304,000	4.740	1,751.69
Nesbitt Burns Securities	03/09/99	03/10/99	46,696,000	4.740	6,148.31
Warburg Dillon Read LLC	03/10/99	03/11/99	10,652,000	4.830	1,429.14
Nesbitt Burns Securities	03/10/99	03/11/99	11,000,000	4.830	1,475.83
Paribas Corporation	03/10/99	03/11/99	14,185,000	4.830	1,903.15
Nesbitt Burns Securities	03/10/99	03/11/99	21,251,000	4.830	2,851.18
Nesbitt Burns Securities	03/10/99	03/11/99	28,368,000	4.830	3,806.04
Nesbitt Burns Securities	03/10/99	03/11/99	30,227,000	4.830	4,055.46
Paribas Corporation	03/10/99	03/11/99	39,000,000	4.830	5,232.50
Paribas Corporation	03/10/99	03/11/99	46,815,000	4.830	6,281.01

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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	03/10/99	03/11/99	\$ 49,937,500 *	4.850%	\$ 6,727.69
Warburg Dillon Read LLC	03/10/99	03/11/99	51,348,000	4.830	6,889.19
Nesbitt Burns Securities	03/11/99	03/12/99	11,000,000	4.740	1,448.33
Zions First National Bank	03/11/99	03/12/99	12,961,000	4.740	1,706.53
Nesbitt Burns Securities	03/11/99	03/12/99	21,254,000	4.740	2,798.44
Nesbitt Burns Securities	03/11/99	03/12/99	28,372,000	4.740	3,735.65
Nesbitt Burns Securities	03/11/99	03/12/99	30,231,000	4.740	3,980.42
Paribas Corporation	03/11/99	03/12/99	35,267,000	4.740	4,643.49
Zions First National Bank	03/11/99	03/12/99	39,000,000	4.740	5,135.00
Paribas Corporation	03/11/99	03/12/99	39,733,000	4.740	5,231.51
Warburg Dillon Read LLC	03/11/99	03/12/99	40,000,000	4.750	5,277.78

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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>
Zions First National Bank	03/11/99	03/12/99	\$ 48,039,000	4.740%	\$ 6,325.14
Nesbitt Burns Securities	03/12/99	03/15/99	4,868,000	4.700	1,906.63
Warburg Dillon Read LLC	03/12/99	03/15/99	5,998,000	4.730	2,364.21
Nesbitt Burns Securities	03/12/99	03/15/99	11,000,000	4.700	4,308.33
Nesbitt Burns Securities	03/12/99	03/15/99	21,256,000	4.700	8,325.27
Paribas Corporation	03/12/99	03/15/99	21,748,000	4.710	8,536.09
Nesbitt Burns Securities	03/12/99	03/15/99	25,367,000	4.700	9,935.41
Nesbitt Burns Securities	03/12/99	03/15/99	28,376,000	4.700	11,113.93
Paribas Corporation	03/12/99	03/15/99	39,000,000	4.710	15,307.50
Paribas Corporation	03/12/99	03/15/99	39,252,000	4.710	15,406.41
Lehman Brothers	03/12/99	03/15/99	49,812,500 *	4.720	19,592.92

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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>
Greenwich Capital Mkts	03/12/99	03/15/99	\$ 50,000,000	4.720%	\$ 19,666.67
Warburg Dillon Read LLC	03/12/99	03/15/99	53,002,000	4.730	20,891.62
Salomon Smith Barney Inc.	03/15/99	03/16/99	11,000,000	4.920	1,503.33
Paribas Corporation	03/15/99	03/16/99	15,000,000	4.930	2,054.17
Paribas Corporation	03/15/99	03/16/99	21,625,000	4.930	2,961.42
Salomon Smith Barney Inc.	03/15/99	03/16/99	23,387,000	4.920	3,196.22
Warburg Dillon Read LLC	03/15/99	03/16/99	24,020,000	4.940	3,296.08
Dresdner Kleinwort Benson	03/15/99	03/17/99	24,906,250 *	4.750	6,710.85
Paribas Corporation	03/15/99	03/16/99	28,835,000	4.930	3,948.79
Salomon Smith Barney Inc.	03/15/99	03/16/99	30,000,000	4.920	4,100.00
Salomon Smith Barney Inc.	03/15/99	03/16/99	30,247,000	4.920	4,133.76

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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	03/15/99	03/16/99	\$ 32,165,000	4.930%	\$ 4,404.82
Greenwich Capital Mkts	03/15/99	03/16/99	33,000,000	4.950	4,537.50
Warburg Dillon Read LLC	03/15/99	03/16/99	50,980,000	4.940	6,995.59
Salomon Smith Barney Inc.	03/16/99	03/17/99	11,000,000	4.710	1,439.17
Paribas Corporation	03/16/99	03/17/99	21,268,000	4.720	2,788.47
Salomon Smith Barney Inc.	03/16/99	03/17/99	23,394,000	4.710	3,060.72
Nesbitt Burns Securities	03/16/99	03/17/99	25,885,000	4.700	3,379.43
Salomon Smith Barney Inc.	03/16/99	03/17/99	30,000,000	4.710	3,925.00
Salomon Smith Barney Inc.	03/16/99	03/17/99	30,251,000	4.710	3,957.84
Paribas Corporation	03/16/99	03/17/99	35,000,000	4.720	4,588.89
Nesbitt Burns Securities	03/16/99	03/17/99	39,115,000	4.700	5,106.68

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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	03/16/99	03/17/99	\$ 40,000,000	4.720%	\$ 5,244.44
Paribas Corporation	03/17/99	03/18/99	11,000,000	4.690	1,433.06
Lehman Brothers	03/17/99	03/18/99	12,790,000	4.690	1,666.25
Paribas Corporation	03/17/99	03/18/99	21,271,000	4.690	2,771.14
Paribas Corporation	03/17/99	03/18/99	30,255,000	4.690	3,941.55
Paribas Corporation	03/17/99	03/18/99	35,000,000	4.690	4,559.72
Warburg Dillon Read LLC	03/17/99	03/18/99	46,000,000	4.690	5,992.78
Lehman Brothers	03/17/99	03/18/99	51,210,000	4.690	6,671.53
Warburg Dillon Read LLC	03/17/99	03/18/99	53,401,000	4.690	6,956.96
Warburg Dillon Read LLC	03/18/99	03/19/99	283,000	4.690	36.87
Dresdner Kleinwort Benson	03/18/99	03/22/99	1,257,500 *	4.650	651.45

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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>
Nesbitt Burns Securities	03/18/99	03/19/99	\$ 11,000,000	4.690%	\$ 1,433.06
Nesbitt Burns Securities	03/18/99	03/19/99	21,273,000	4.690	2,771.40
Dresdner Kleinwort Benson	03/18/99	03/19/99	24,906,250 *	4.700	3,251.65
Nesbitt Burns Securities	03/18/99	03/19/99	30,259,000	4.690	3,942.08
Nesbitt Burns Securities	03/18/99	03/19/99	35,000,000	4.690	4,559.72
Paribas Corporation	03/18/99	03/19/99	41,876,000	4.710	5,478.78
Warburg Dillon Read LLC	03/18/99	03/19/99	46,000,000	4.690	5,992.78
Paribas Corporation	03/18/99	03/19/99	46,124,000	4.710	6,034.56
Dresdner Kleinwort Benson	03/18/99	03/22/99	48,555,000 *	4.650	25,154.19
Warburg Dillon Read LLC	03/18/99	03/19/99	53,125,000	4.690	6,921.01
Nesbitt Burns Securities	03/19/99	03/22/99	11,000,000	4.650	4,262.50

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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	03/19/99	03/22/99	\$ 21,194,000	4.630%	\$ 8,177.35
Nesbitt Burns Securities	03/19/99	03/22/99	21,276,000	4.650	8,244.45
Nesbitt Burns Securities	03/19/99	03/22/99	30,263,000	4.650	11,726.91
Paribas Corporation	03/19/99	03/22/99	32,221,000	4.630	12,431.94
Nesbitt Burns Securities	03/19/99	03/22/99	35,000,000	4.650	13,562.50
Paribas Corporation	03/19/99	03/22/99	46,000,000	4.630	17,748.33
Warburg Dillon Read LLC	03/19/99	03/22/99	50,000,000	4.630	19,291.67
Zions First National Bank	03/22/99	03/23/99	11,000,000	4.750	1,451.39
Zions First National Bank	03/22/99	03/23/99	21,284,000	4.750	2,808.31
Paribas Corporation	03/22/99	03/23/99	21,848,000	4.760	2,888.79
Dresdner Kleinwort Benson	03/22/99	03/29/99	24,906,250 *	4.780	23,065.95

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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	03/22/99	03/23/99	\$ 30,275,000	4.750%	\$ 3,994.62
Paribas Corporation	03/22/99	03/23/99	31,588,000	4.760	4,176.64
Zions First National Bank	03/22/99	03/23/99	35,000,000	4.750	4,618.06
Paribas Corporation	03/22/99	03/23/99	46,000,000	4.760	6,082.22
Warburg Dillon Read LLC	03/22/99	03/23/99	46,000,000	4.750	6,069.44
Paribas Corporation	03/23/99	03/24/99	11,000,000	4.700	1,436.11
Nesbitt Burns Securities	03/23/99	03/24/99	21,287,000	4.700	2,779.14
Nesbitt Burns Securities	03/23/99	03/24/99	23,811,000	4.700	3,108.66
Nesbitt Burns Securities	03/23/99	03/24/99	24,189,000	4.700	3,158.01
Paribas Corporation	03/23/99	03/24/99	25,981,000	4.700	3,391.96
Paribas Corporation	03/23/99	03/24/99	27,462,000	4.700	3,585.32

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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>
Nesbitt Burns Securities	03/23/99	03/24/99	\$ 30,279,000	4.700%	\$ 3,953.09
Paribas Corporation	03/23/99	03/24/99	35,000,000	4.700	4,569.44
Lehman Brothers	03/23/99	03/25/99	48,062,500 *	4.820	12,709.86
Warburg Dillon Read LLC	03/23/99	03/24/99	51,000,000	4.700	6,658.33
First Chicago Capital Mkt	03/24/99	03/25/99	2,981,000	4.800	397.47
First Chicago Capital Mkt	03/24/99	03/25/99	11,000,000	4.800	1,466.67
Paribas Corporation	03/24/99	03/25/99	21,622,000	4.830	2,900.95
Paribas Corporation	03/24/99	03/25/99	30,391,000	4.830	4,077.46
First Chicago Capital Mkt	03/24/99	03/25/99	35,000,000	4.800	4,666.67
Paribas Corporation	03/24/99	03/25/99	47,000,000	4.830	6,305.83
Nesbitt Burns Securities	03/24/99	03/25/99	48,000,000	4.800	6,400.00

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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>
First Chicago Capital Mkt	03/24/99	03/25/99	\$ 50,379,000	4.800%	\$ 6,717.20
Warburg Dillon Read LLC	03/25/99	03/26/99	11,000,000	4.750	1,451.39
Nesbitt Burns Securities	03/25/99	03/26/99	21,597,000	4.750	2,849.60
Nesbitt Burns Securities	03/25/99	03/26/99	23,478,000	4.750	3,097.79
Nesbitt Burns Securities	03/25/99	03/26/99	24,522,000	4.750	3,235.54
Nesbitt Burns Securities	03/25/99	03/26/99	30,382,000	4.750	4,008.74
Warburg Dillon Read LLC	03/25/99	03/26/99	35,000,000	4.750	4,618.06
Paribas Corporation	03/25/99	03/26/99	44,500,000	4.830	5,970.42
Greenwich Capital Mkts	03/25/99	03/29/99	48,062,500 *	4.800	25,566.58
Warburg Dillon Read LLC	03/25/99	03/26/99	53,348,000	4.750	7,038.97
Zions First National Bank	03/26/99	03/29/99	2,745,000	4.780	1,093.43

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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>
Zions First National Bank	03/26/99	03/29/99	\$ 11,000,000	4.780%	\$ 4,381.67
Paribas Corporation	03/26/99	03/29/99	21,599,000	4.800	8,639.60
Paribas Corporation	03/26/99	03/29/99	30,386,000	4.800	12,154.40
Zions First National Bank	03/26/99	03/29/99	35,000,000	4.780	13,941.67
Warburg Dillon Read LLC	03/26/99	03/29/99	44,500,000	4.810	17,837.08
Paribas Corporation	03/26/99	03/29/99	48,000,000	4.800	19,200.00
Zions First National Bank	03/26/99	03/29/99	50,610,000	4.780	20,159.65
Paribas Corporation	03/29/99	03/30/99	1,412,500	4.840	189.90
Warburg Dillon Read LLC	03/29/99	03/30/99	9,704,000	4.830	1,301.95
Warburg Dillon Read LLC	03/29/99	03/30/99	10,000,000	4.830	1,341.67
Paribas Corporation	03/29/99	03/30/99	18,300,000	4.840	2,460.33

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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>
Warburg Dillon Read LLC	03/29/99	03/30/99	\$ 20,052,000	4.830%	\$ 2,690.31
Warburg Dillon Read LLC	03/29/99	03/30/99	20,337,000	4.830	2,728.55
Paribas Corporation	03/29/99	03/30/99	22,914,000	4.840	3,080.66
Warburg Dillon Read LLC	03/29/99	03/30/99	39,000,000	4.830	5,232.50
Lehman Brothers	03/29/99	03/30/99	42,000,000	4.840	5,646.67
Paribas Corporation	03/29/99	03/30/99	51,929,500	4.840	6,981.63
Nesbitt Burns Securities	03/30/99	03/31/99	1,697,000	4.820	227.21
Paribas Corporation	03/30/99	03/31/99	5,251,000	4.810	701.59
Warburg Dillon Read LLC	03/30/99	03/31/99	9,700,000	4.800	1,293.33
Paribas Corporation	03/30/99	03/31/99	12,604,000	4.810	1,684.03
Warburg Dillon Read LLC	03/30/99	03/31/99	18,300,000	4.800	2,440.00

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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>
Nesbitt Burns Securities	03/30/99	03/31/99	\$ 18,947,000	4.820%	\$ 2,536.79
Warburg Dillon Read LLC	03/30/99	03/31/99	22,900,000	4.800	3,053.33
Paribas Corporation	03/30/99	03/31/99	24,631,000	4.810	3,290.98
Paribas Corporation	03/30/99	03/31/99	26,014,000	4.810	3,475.76
Nesbitt Burns Securities	03/30/99	03/31/99	28,000,000	4.820	3,748.89
Warburg Dillon Read LLC	03/30/99	03/31/99	30,328,000	4.800	4,043.73
Nesbitt Burns Securities	03/30/99	03/31/99	50,551,000	4.820	6,768.22
Paribas Corporation	03/31/99	04/05/99	3,028,000	4.820	409.62 ***
Paribas Corporation	03/31/99	04/05/99	3,572,000	4.820	483.21 ***
Warburg Dillon Read LLC	03/31/99	04/05/99	9,701,000	4.820	1,298.86 ***
Paribas Corporation	03/31/99	04/05/99	15,828,000	4.870	2,141.18 ***

(Board - 5/27/99)

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	03/31/99	04/05/99	\$ 17,700,000	4.870	\$ 2,394.42 ***
Warburg Dillon Read LLC	03/31/99	04/05/99	18,800,000	4.820	2,517.11 ***
Warburg Dillon Read LLC	03/31/99	04/05/99	21,315,000	4.820	2,853.84 ***
Warburg Dillon Read LLC	03/31/99	04/05/99	22,903,000	4.820	3,066.46 ***
Dresdner Kleinwort Benson	03/31/99	Open	25,093,750 *	Variable **	3,485.24 ***
Warburg Dillon Read LLC	03/31/99	04/05/99	27,280,000	4.820	3,652.49 ***
Paribas Corporation	03/31/99	04/05/99	29,572,000	4.870	4,000.43 ***
Paribas Corporation	03/31/99	04/05/99	30,290,000	4.870	4,097.56 ***
Lehman Brothers	03/31/99	04/01/99	33,000,000	4.900	4,491.67

(Board - 5/27/99)

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>
Dresdner Kleinwort Benson	03/31/99	Open	\$ 34,300,000 *	Variable **	\$ 4,763.89 ***

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

** This rate is subject to change daily.

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

(Board - 5/27/99)

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

Reverse Repurchase (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	03/01/99	03/02/99	\$49,985,000	4.670%	\$ 6,484.17
Lehman Brothers	03/01/99	03/10/99	49,937,500	4.500	56,138.07
Dresdner Kleinwort Benson	03/03/99	03/10/99	24,812,500	4.500	18,747.22
Lehman Brothers	03/03/99	03/05/99	39,550,000	4.280	9,502.99
Lehman Brothers	03/10/99	03/11/99	49,937,500	4.600	6,380.90
Lehman Brothers	03/12/99	03/15/99	49,812,500	4.470	18,555.16
Dresdner Kleinwort Benson	03/15/99	03/17/99	24,906,250	4.550	5,396.35
Dresdner Kleinwort Benson	03/18/99	03/22/99	49,812,500	4.450	24,560.33
Dresdner Kleinwort Benson	03/18/99	03/19/99	24,906,250	4.100	2,836.55
Dresdner Kleinwort Benson	03/22/99	03/29/99	24,906,250	2.180	14,072.03
Lehman Brothers	03/23/99	03/25/99	48,062,500	4.420	11,641.81

(Board - 5/27/99)

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

Reverse Repurchase (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>
Greenwich Capital Mkts	03/25/99	03/29/99	\$ 48,062,500	4.600%	\$ 24,298.26
Dresdner Kleinwort Benson	03/31/99	Open	25,093,750	Variable *	2,788.19 **
Dresdner Kleinwort Benson	03/31/99	Open	34,300,000	Variable *	2,858.33 **

* This rate subject to change daily.

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

(Board - 5/27/99)

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, 1999 through March 31, 1999, 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.

(Board - 5/27/99)

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, 1999 and March 31, 1999 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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, 1999 and March 31, 1999 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 - 5/27/99)

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, 1999 through March 31, 1999 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 1999.

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period January 1, 1999 to March 31, 1999.

PART I.

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Bel-Air Electric Construction, Inc. (JFK-980.431)	Installation of conduit infrastructure for Approach Lighting System at John F. Kennedy International Airport.	\$651,620	Publicly Bid
AMR Services Corporation	Reimbursement for installation of concrete aircraft pads on their Building 78 leasehold at John F. Kennedy International Airport.	\$225,000	Negotiated
Victims Services, Inc., Travelers Aid Division	Specialized passenger assistance and crisis intervention services at John F. Kennedy International Airport for a one-year term.	\$155,000	Negotiated/Sole Source
Arc Construction Group, Inc. (LGA-635)	Replacement of electrical ductbanks and cables for Parking Lot 10E at LaGuardia Airport.	\$782,300	Publicly Bid
Coastal Mechanical Corporation (BT-254.047)	Replacement of Chiller Unit No. 3 at the Port Authority Bus Terminal.	\$602,600	Publicly Bid
Siemens Building Technologies, Inc./Landis Division (BT-365A)	Replacement of chiller control panels for the Central Refrigeration Plant at the Port Authority Bus Terminal.	\$250,000	Select List

I. CONTRACT AUTHORIZATIONS

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Cruz Concrete and Guniting Repair, Inc. (LT-457)	Maintenance pavement repairs via work order at the Lincoln Tunnel.	\$250,000	Publicly Bid
Transcore	Maintenance of the Tolls Registration System plaza equipment at all Port Authority bridges and tunnels.	\$239,722	Negotiated
Lehr Construction Corp.	Reimbursement for lease obligated construction work performed on behalf of the Port Authority for Carr Futures, Inc., a World Trade Center tenant.	\$140,890	Negotiated
Retail Corporation of America d/b/a Strawberry (WT-1683-C)	Reimbursement for construction work performed on behalf of the Port Authority at its World Trade Center leasehold.	\$127,000	Negotiated
The Journal of Commerce	Access to trade database for a two-year term.	\$240,000	Sole Source/ Negotiated
Pubcomm Group	Extension of agreement to provide design and maintenance services for the Port Authority's home page on the World Wide Web for a one-year term.	\$100,000	Existing Agreement
Katzin's Uniforms, Inc. (Contract 4600000130)	Shirts, Elbeco - two-year requirements contract.	\$225,000	Publicly Bid
Southeastern Wire (Contract 4600000432))	Fence, chain link, aluminum and galvanized, two-year requirements contract.	\$206,631	Publicly Bid

(Board - 5/27/99)

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AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Roberts Generator Co. (Contract 4600000438)	Miscellaneous automotive repair parts, three-month requirements contract.	\$500,000	Government Contract

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period January 1, 1999 to March 31, 1999.

PART II.

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Traffic Safety Svc. Corp P.O.#26742	Trailer Mounted Arrow Boards & Light Towers	\$ 316,945	Publicly Advertised
Hertz Equipment Rental P.O. #26743	Trailer Mounted Air Compressors	\$ 381,720	Publicly Advertised
Moveway Transfer & Storage Inc. P.O.#26801	Moving Services-Two Year Contract	\$ 240,100	Publicly Advertised
Applied Tactical Systems P.O.#4500000174	Bar Code Inventory Management System	\$ 202,000	Negotiated, Sole Source
A. I. Friedman P.O.#4500000177	Art & Drafting Services-Two Year Contract	\$ 450,000	Government Contract
Plaza Ford/Motors Fleet P.O.#4500000295	Five Ford Pick-up Trucks	\$ 98,115	Government Contract
PSEG Energy Technologies, Inc. P.O.#4500000411	Natural Gas for Newark Int'l Airport-Two Month Interim Contract	\$ 500,000	Government Contract
National Fuel Resources P.O.#4500000684	Natural Gas For Newark Int'l Airport-11 Month Contract	\$ 320,000	Government Contract
Marquardt & Co., Inc. P.O.#4500000926	Print Shop Paper-One Year Contract	\$ 109,823	Publicly Advertised
U.S. Pack Service Corp. P.O.#4500001006	Courier Service For Records Services-Three Year Contract	\$ 151,185	Publicly Advertised

I. PURCHASE ORDER AUTHORIZATIONS

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Aerocomm, Inc. P.O.#4500001039	Three 800 MHZ-Band RF Distribution Amplifiers	\$ 240,000	Publicly Advertised
Austral Construction Inc. P.O.#4500001041	General Maintenance & Repair Services @ Bathgate Industrial Park-One Year Contract	\$ 300,514	Publicly Advertised
Austral Construction Inc. P.O.#4500001042	General Maintenance & Repair Services @ Newark Legal Center-One Year Contract	\$ 148,014	Publicly Advertised
Sun Microsystems, Inc. P.O.#4500001328	Sun Microsystems Platinum Support for Corporate Sunservers-Two Year Contract	\$ 460,080	Government Contract
Energy Options P.O.#4500001454	Standpipe Maintenance- Three Year Contract	\$ 87,081	Negotiated, Sole Source
En Pointe Technologies P.O.#4500001520	HP Printers & Peripherals- Six Month Contract	\$ 300,000	Government Contract
B. Manzo & Son P.O.#4500001713	Refuse Removal @ Staten Island Bridges-Two Year Contract	\$ 113,935	Publicly Advertised
Allied Waste Industries of NY P.O.#4500001719	Refuse Removal @ Brooklyn Piers, Howland Hook, Heliport & Bathgate	\$ 131,122	Publicly Advertised
Northeast Lamp Recycling, Inc. P.O.#4500001721	Mercury Bulbs, Transport & Recycle-Three Year Contract	\$ 92,628	Publicly Advertised
P.L. Custom Emergency Vehicles P.O.#4500001880	Advanced Life Support Ambulances-Three Year Contract	\$ 179,556	Publicly Advertised

I. PURCHASE ORDER AUTHORIZATIONS

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
KPMG Peat Marwick LLP P.O.#4500001937	Automotive Fleet Management System Replacement	\$ 996,950	Publicly Advertised
Packard Press P.O.#4500002043	PA Financial Printing Service-Two Year Contract	\$ 470,672	Publicly Advertised
Waste Management of New York LLC P.O.#4500002057	Refuse Removal @ George Washington Bridge Bus Terminal-Two Year Contract	\$ 375,934	Publicly Advertised
Beyer Brothers GMC Corp. P.O.#4500002100	Two GMC/Chevrolet 42K GVW Cab Chassis-Three Year Contract	\$ 103,390	Publicly Advertised
Hudson General LLC P.O.#4500002150	Purchase of Four New Flyer Buses	\$ 241,762	Negotiated
Snap-On Tools Corp. P.O.#4500002235	Four NJS Inspection Machines	\$ 148,455	Negotiated, Sole Source
Harry Burwell & Associates P.O.#4500002249	Lighting Fixtures for George Washington Bridge	\$ 424,191	Publicly Advertised
Digital Equipment Corp. P.O. 4500002391	Digital ESA12000 Storage Works	\$ 248,479	Government Contract
Sagem-Morpho, Inc. P.O.#4500002415	Four Complete Live Scan Workstations with Morpho License	\$ 232,000	Government Contract

(Board - 5/27/99)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, the following claims were previously settled, and reported closed during the period January 1, 1999 to March 31, 1999.

I. TORT CLAIMS OF THE PORT AUTHORITY, CLOSED

NAME	FACILITY	AMOUNT COLLECTED
HERTZ CORP	Newark International Airport	\$ 12,659.66
MC GINLEY MARY	Off Property	3,931.30
	TOTAL COLLECTED	\$ 16,590.96

(Board - 5/27/99)

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED

NAME	FACILITY	AMOUNT PAID
CHEN CHIH H	Port Newark	\$ 2,617.98
FIVE STAR PARKING	John F. Kennedy International Airport	900.64
MC BRIDE MICHELLE	Off Property	110.04
MC BRIDE M/ALLSTATE	Off Property	1,485.99
MORGAN ROHAN	Newark International Airport	1,217.82
PHILIP MORRIS/GE CAPITAL	Off Property	8,862.65
SOSIDKO ALICJA	Holland Tunnel	469.02
SU JING	Lincoln Tunnel	567.06
WALSH ROSEMARY	John F. Kennedy International Airport	1,196.60
DAVILA CARLOS	LaGuardia Airport	50,000.00
SOKEL RITA	John F. Kennedy International Airport	2,500.00
CAMERA MICHAEL	John F. Kennedy International Airport	592.72
KUPERMAN PAMELA J	John F. Kennedy International Airport	100.00
PRIETO ANGEL	John F. Kennedy International Airport	5,000.00
BIDO FRANCISCO	Off Property	1,500.00
CREAMER PAMELA	World Trade Center	2,500.00
MURRAY MICHAEL	Bus Terminal	49,750.00
AARONS GARY	John F. Kennedy International Airport	200.27
BARTOW MICHAEL	John F. Kennedy International Airport	200.27
BROWN TRACEY	John F. Kennedy International Airport	118.54
CHANG GUILLERMO	John F. Kennedy International Airport	156.10
ENG DON	John F. Kennedy International Airport	118.54
FIGUEROA ARMANDO	John F. Kennedy International Airport	118.54
GRIESMER KATHY	John F. Kennedy International Airport	200.27
HALL YVONNE	John F. Kennedy International Airport	156.10
MORA RENE	John F. Kennedy International Airport	200.27

(Board - 5/27/99)

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont)

NAME	FACILITY	AMOUNT PAID
PRATO JOAN	John F. Kennedy International Airport	\$ 156.10
TAYLOR ROBERT	John F. Kennedy International Airport	118.54
TEITZ WILLIAM	John F. Kennedy International Airport	495.85
BAGHDASARIAN RAZMIK	George Washington Bridge	427.11
CHO JOON	Newark International Airport	103.83
CONTRACTOR KULDIP	Lincoln Tunnel	150.00
DALLAS ROBERT	Goethals Bridge	100.00
DI GIOVANNI STEPHEN	George Washington Bridge	415.52
DI LEO RONALD	Goethals Bridge	4,309.54
FERNSTROM JAMES	Newark International Airport	255.59
GENZALE M/ROYAL INS	Outerbridge Crossing	3,930.55
JARETT WILLIAM	Newark International Airport	379.31
KALISCH PAUL	Bus Terminal	1,126.40
KRUPNICK PAUL	LaGuardia Airport	990.27
LATTEN LANCE	George Washington Bridge	200.00
LEIDERMAN STUART	LaGuardia Airport	713.00
MELISI JOHN	Outerbridge Crossing	240.77
MILLER KALMAN	Newark International Airport	550.00
MILLER LAWRENCE	Outerbridge Crossing	240.00
NAVALLO JEFF	Outerbridge Crossing	183.25
ROSE SUSAN	LaGuardia Airport	286.36
SPRUILL LINDA	Newark International Airport	500.00
SUPINO RENE	George Washington Bridge	340.26
TANNEBERG MICHAEL	Newark International Airport	90.00
THIELE BILL	LaGuardia Airport	1,377.30

(Board - 5/27/99)

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont)

NAME	FACILITY	AMOUNT PAID
THOMAS DEBRA/COMM UNION	Bus Terminal	\$ 1,700.00
WASSNER KIM	Outerbridge Crossing	110.00
WHITFORD CHRISTOPHER	Holland Tunnel	491.49
WILLIAMSON THOMAS	John F. Kennedy International Airport	733.50
YOUNG HOPE E	LaGuardia Airport	276.90
HALE IRENE V	World Trade Center	1,000.00
MANZI CARMELA	Newark International Airport	500.00
KLEIN NORMAN	Newark International Airport	600.00
CHOWDHERY MOHAMMED	Newark International Airport	67.70
WILSON FREDRICK	Newark International Airport	110.24
	TOTAL	\$ 154,108.80

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 Service Contract were authorized or amended, during the period January 1, 1999 to March 31, 1999.

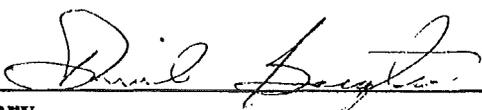
AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, World Trade Department to retain the services of: Steve Geffin 19430 Northeast 21 st Ct. North Miami Beach, FL 33179	Provide professional services to assist staff in upgrading The World Trade Center Parking Access Control System to ensure Year 2000 compliance.	\$10,000
For the Director, Human Resources Department to retain the services of: Dr. Catherine S. Cline 440 Riverside Dr., New York, NY 10027	Expert professional services in connection with the development of tests, pass point recommendations and test analysis for the selection of Port Authority Police Sergeants.	\$10,000
For the Director, Economic Development Department to retain the services of: Gabel Associates 417 Denison Street Highland Park, NJ 08904	Expert professional services in connection with the evaluation of a proposed buy down by Public Service Electric and Gas of the rate paid under the Essex County Resource Recovery Facility electric service contract.	\$9,000
For the Director, Economic Development Department to retain the services of: Ms. Sue Luckman 559 Fairmont Road Wyckoff, NJ 07481	Expert professional services to monitor Y2K compliance testing of the tipping scale and accounting system at the Essex County Resource Recovery Facility.	\$4,000

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Public Safety/Superintendent of Police to retain the services of:	Expert professional services to modify the Public Safety Department Absence Control System to conform with new police labor agreements.	\$1,200
Triomphe Consulting 75 Meadowview Road Millington, NJ 07946		

Whereupon, the meeting was adjourned.

I **HEREBY CERTIFY** that the foregoing is a true and accurate copy of the Minutes of the meeting of The Port Authority of New York and New Jersey held on Thursday, May 27th, 1999.

WITNESS my hand and the seal of The Port Authority of New York and New Jersey this 1st day of June, 1999.



Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, June 24, 1999

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**MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, June 24, 1999,
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. James Weinstein

Robert E. Boyle, Executive Director
Jeffrey S. Green, General Counsel
Daniel D. Bergstein, Secretary

Kayla M. Bergeron, Director, Media Relations
Bruce D. Bohlen, Treasurer
Lillian C. Borrone, Director, Port Commerce
John D. Brill, Director, Audit
Gregory G. Burnham, Chief Technology Officer
Ernesto L. Butcher, Chief Operating Officer
William J. Cahill, Principal Information Officer, Office of Corporate Communications
George L. Cancro, Jr., Director, Office of Ferry Transportation
William R. DeCota, Deputy Director, Aviation
Michael P. DePallo, Director/General Manager, PATH
Karen E. Eastman, Assistant Secretary
Michael S. Glassner, Executive Assistant to the Chairman
Marylee Hannell, Executive Assistant to the Chief of Staff
Howard G. Kadin, Attorney, Law
Louis J. LaCapra, Chief of Staff
Francis J. Lombardi, Chief Engineer
Stephen Marinko, Attorney, Law
Charles F. McClafferty, Chief Financial Officer
Allen M. Morrison, Supervisor, Media Relations, Office of Corporate Communications
Catherine F. Pavelec, Executive Assistant to the Secretary
Pam Phillips, Senior Airport Engineer, Aviation
Kenneth P. Philmus, Director, Tunnels, Bridges & Terminals
Alan L. Reiss, Director, World Trade
Alan I. Rhome, Director, Operations Services
Peter L. Rinaldi, Engineering Program Manager, Engineering
Paul D. Segalini, Director, Human Resources
Ronald H. Shiftan, Deputy Executive Director
Douglas L. Smith, Acting Director, Budget
Greg Trevor, Information Officer, Media Relations, Office of Corporate Communications
Angela F. Wood, Special Assistant to the Executive Director
Peter Yerkes, Press Secretary
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. Michael J. Chasanoff
Hon. Peter S. Kalikow
Hon. David S. Mack
Hon. Melvin L. Schweitzer
Hon. Anastasia M. Song

(Board - 6/24/99)

The public meeting was called to order by Chairman Eisenberg at 3:12 p.m. and ended at 3:25 p.m. The Board met in executive session prior to the public meeting; Commissioner Donovan was present for executive session and for a portion of the public session. Commissioner Sartor was present only for executive session.

Action on Minutes

The Secretary submitted for approval Minutes of action taken at the Board's meeting of May 27, 1999. 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, except for the industrial development item on page 108 of the May 27, 1999 Port Authority Minutes.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on June 24, 1999, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on action taken and matters discussed in executive session at its meeting on June 24, 1999, which included discussion of contract matters and matters related to, or which could impact upon, the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, 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 and Port Planning

The Committee on Capital Programs and Port Planning reported, for information, on matters discussed at its meeting on June 24, 1999, which included an update on Conrail. Following its public session, the Committee met in executive session to discuss 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 24, 1999, which included updates on the 4L-22R Runway Extension

(Board - 6/24/99)

Project at Newark International Airport and the Deck Strengthening Project at LaGuardia Airport. Following its public session, the Committee met in executive session to discuss contract matters. This report is 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, for information, on matters discussed in executive session at its meeting on June 24, 1999, 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.

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 April 1, 1999 to April 30, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
JFK767	REHABILITATION OF EROSION	46,550 (A)	33,750 (A, J)
	PAVEMENT	237,465 (B)	237,465 (B)
	JOHN F. KENNEDY INT'L AIRPORT	20,000 (C)	9,717 (C)
	BI-COUNTY PAVING CORP.	23,000 (D)	17,932 (D)
		23,746 (H)	19,620 (H)
		125,000 (K)	125,000 (K)
		475,761	443,484
LGA580	REHABILITATION OF TAXIWAYS	820,000 (A)	820,000 (A)
	D, F AND Y	1,508,925 (B)	1,508,925 (B)
	LAGUARDIA AIRPORT	40,000 (C)	-0- (C)
	NEW YORK PAVING INC.	117,000 (D)	113,979 (D)
		150,893 (H)	79,890 (H)
		142,000 (F)	142,000 (F)
		108,000 (G)	108,000 (G)
	2,886,818	2,772,794	
LGA637	REPLACEMENT OF SEWAGE	74,543 (A)	74,543 (A)
	EJECTOR PUMPS	6,000 (D)	5,984 (D)
	LAGUARDIA AIRPORT T.J. PIPIG, HEATING & SPRINKLERS, INC.	80,543	80,527
LGA643	REGROOVING OF RUNWAYS	235,849 (B)	235,849 (B)
	4-22 & 13-31	14,151 (D)	-0- (D)
	LAGUARDIA AIRPORT	23,585 (H)	22,465 (H)
	YONKERS CONTRACTING COMPANY INC.	273,585	258,314
LGA510	DRAINAGE, REGRADING AND	233,751 (A)	233,751 (A)
	PAVING AT HANGAR 7 AND	262,010 (B)	262,010 (B)
	PARKING LOT 10W	2,000 (C)	-0- (C)
	LAGUARDIA AIRPORT	50,000 (D)	50,000 (D)
	SITE-TECH CONTRACTING CORP.	64,000 (M)	63,302 (M)
		150,000 (N)	99,546 (N)
	761,761	708,609	

PN353 020	REHABILITATION OF BERTHS	1,284,320 (A)	1,133,990 (A, L)
	PORT NEWARK	498,580 (B)	217,000 (B)
	SIMPSON & BROWN, INC.	500,000 (C)	751,540 (C)
		107,000 (D)	46,917 (D)
		2,389,900	2,149,447
GWB373	GARAGE ASBESTOS ABATEMENT	175,500 (A)	175,500 (A)
	AND REPLACEMENT OF	15,000 (D)	13,850 (D)
	FIBERGLASS INSULATION PANELS		
	GEORGE WASHINGTON BRIDGE		
	CIPRIETTI-TOLISANO ASSOCIATES,	190,500	189,350
	INC		
MFP354 018	REMOVAL/ABANDONMENT OF	201,288 (B)	201,288 (B)
	UNDERGROUND TANKS	440,000 (C)	241,595 (C)
	PORT NEWARK & ELIZABETH	16,000 (D)	-0- (D)
	MARINE TERMINAL	5,032 (I)	5,032 (I)
	BROCON PETROLEUM INC.	20,128 (H)	6,331 (H)
		682,449	454,246

- (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 \$6,400 authorized on 08/19/98.
- (F) Supplemental Agreement No. 1 which includes an increase in the amount of \$142,000 for classified work authorized on 10/15/97.
- (G) Supplemental Agreement No.1 which includes an increase in the amount of \$108,000 for lump sum work authorized on 10/15/97.
- (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$12,800 for changes in the scope of the work.
- (K) Increase in classified work in the amount of \$125,000 authorized on 09/09/96.
- (L) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$150,330 for changes in the scope of the work.
- (M) Increase in classified work in the amount of \$64,000 authorized on 02/12/93.
- (N) Increase in extra work in the amount of \$150,000 authorized on 02/12/93.

PN353 020	REHABILITATION OF BERTHS	1,284,320 (A)	1,133,990 (A, L)
	PORT NEWARK	498,580 (B)	217,000 (B)
	SIMPSON & BROWN, INC.	500,000 (C)	751,540 (C)
		107,000 (D)	46,917 (D)
		2,389,900	2,149,447
GWB373	GARAGE ASBESTOS ABATEMENT	175,500 (A)	175,500 (A)
	AND REPLACEMENT OF	15,000 (D)	13,850 (D)
	FIBERGLASS INSULATION PANELS		
	GEORGE WASHINGTON BRIDGE		
	CIPRIETTI-TOLISANO ASSOCIATES,	190,500	189,350
	INC		
MFP354 018	REMOVAL/ABANDONMENT OF	201,288 (B)	201,288 (B)
	UNDERGROUND TANKS	440,000 (C)	241,595 (C)
	PORT NEWARK & ELIZABETH	16,000 (D)	-0- (D)
	MARINE TERMINAL	5,032 (I)	5,032 (I)
	BROCON PETROLEUM INC.	20,128 (H)	6,331 (H)
		682,449	454,246

- (A) Lump Sum
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- (H) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (I) Premium for furnishing performance and payment bond as provided for in the contract.
- (J) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$12,800 for changes in the scope of the work.
- (K) Increase in classified work in the amount of \$125,000 authorized on 09/09/96.
- (L) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$150,330 for changes in the scope of the work.
- (M) Increase in classified work in the amount of \$64,000 authorized on 02/12/93.
- (N) Increase in extra work in the amount of \$150,000 authorized on 02/12/93.

(Board – 6/24/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period April 1, 1999 through April 30, 1999.

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.

(Board - 6/24/99)

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>
04/06/99	\$15,000,000	US T-NOTE	4.750%	02/15/04	98.33	--	5.142%	\$14,749,218.75	Paribas Corporation
04/07/99	25,000,000	US T-BILL	--	03/30/00	95.59	4.435%	4.651	23,897,409.73	Dresdner Kleinwort Benson
04/13/99	25,000,000	US T-NOTE	5.000	02/28/01	100.14	--	4.918	25,035,156.25	Morgan Stanley
04/13/99	25,000,000	US T-BILL	--	03/30/00	95.71	4.390	4.600	23,926,888.90	Dresdner Kleinwort Benson
04/13/99	25,000,000	GECC CP	--	05/17/99	99.55	4.810	4.899	24,886,430.55	General Electric Capital
04/13/99	30,000,000	US T-NOTE	4.500	01/31/01	99.34	--	4.881	29,803,125.00	Nesbitt Burns Securities
04/14/99	15,000,000	US T-NOTE	4.750	02/15/04	99.07	--	4.967	14,860,546.88	Nesbitt Burns Securities
04/14/99	45,000,000	US T-NOTE	5.125	08/31/00	100.27	--	4.916	45,121,289.09	Nesbitt Burns Securities *
04/19/99	15,000,000	US T-NOTE	4.875	03/31/01	99.79	--	4.988	14,968,359.38	Morgan Stanley
04/19/99	15,000,000	US T-NOTE	4.875	03/31/01	99.79	--	4.988	14,968,359.38	Dresdner Kleinwort Benson
04/19/99	25,000,000	GECC CP	--	05/21/99	99.57	4.800	4.888	24,893,333.33	General Electric Capital

(Board - 6/24/99)

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>
04/20/99	\$25,000,000	US T-BILL	--	03/30/00	95.73	4.455%	4.667%	\$23,932,656.25	Paribas Corporation
04/20/99	35,000,000	US T-BILL	--	07/15/99	99.00	4.200	4.301	34,648,833.35	Prudential Securities
04/22/99	15,000,000	US T-NOTE	4.875%	03/31/01	99.85	--	4.954	14,977,734.38	Nesbitt Burns Securities
04/27/99	25,000,000	US T-BILL	--	03/02/00	96.14	4.480	4.679	24,035,555.55	Morgan Stanley
04/28/99	10,000,000	US T-BILL	--	01/06/00	96.91	4.395	4.569	9,691,129.17	Goldman, Sachs & Co
04/28/99	10,000,000	US T-NOTE	4.750	02/15/04	98.50	--	5.105	9,850,000.00	Prudential Securities
04/28/99	25,000,000	US T-BILL	--	06/24/99	99.31	4.380	4.472	24,826,625.00	Morgan Stanley
04/28/99	30,000,000	US T-BILL	--	06/24/99	99.31	4.380	4.472	29,791,950.00	Paribas Corporation
04/28/99	30,000,000	US T-BILL	--	06/24/99	99.31	4.380	4.472	29,791,950.00	Nesbitt Burns Securities

(Board - 6/24/99)

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>
04/29/99	<u>\$ 15,000,000</u>	US T-NOTE	4.750%	02/15/04	98.40	--	5.129%	<u>\$ 14,759,765.63</u>	Prudential Securities
	<u>\$480,000,000</u>							<u>\$473,416,316.57</u>	

BEY - Bond Equivalent Yield

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

(Board - 6/24/99)

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>
04/06/99	\$15,000,000	US T-NOTE	4.750%	02/15/04	98.47	--	\$14,770,312.50	Paribas Corporation
04/14/99	45,000,000	US T-NOTE	5.625	12/31/99	100.66	--	45,295,312.50	Nesbitt Burns Securities *
04/22/99	15,000,000	US T-NOTE	4.875	03/31/01	99.91	--	14,985,937.50	Nesbitt Burns Securities
04/29/99	<u>15,000,000</u>	US T-NOTE	4.750	02/15/04	98.75	--	<u>14,812,500.00</u>	Prudential Securities
	<u>\$90,000,000</u>						<u>\$89,864,062.50</u>	

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

(Board - 6/24/99)

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>
Banc One Capital Markets	04/01/99	04/05/99	\$26,194,000	5.080%	\$14,785.06
Banc One Capital Markets	04/01/99	04/05/99	28,806,000	5.080	16,259.39
Nesbitt Burns Securities	04/05/99	04/06/99	1,872,000	4.850	252.20
Warburg Dillon Read LLC	04/05/99	04/06/99	9,700,000	4.920	1,325.67
Nesbitt Burns Securities	04/05/99	04/06/99	17,595,000	4.850	2,370.44
Paribas Corporation	04/05/99	04/06/99	21,507,000	4.850	2,897.47
Paribas Corporation	04/05/99	04/06/99	22,000,000	4.850	2,963.89
Paribas Corporation	04/05/99	04/06/99	24,441,000	4.850	3,292.75
Nesbitt Burns Securities	04/05/99	04/06/99	29,939,000	4.850	4,033.45
Paribas Corporation	04/05/99	04/06/99	30,052,000	4.850	4,048.67
Warburg Dillon Read LLC	04/05/99	04/06/99	36,300,000	4.920	4,961.00

(Board - 6/24/99)

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>
Nesbitt Burns Securities	04/05/99	04/06/99	\$49,721,000	4.850%	\$ 6,698.52
Greenwich Capital Mkts	04/06/99	04/07/99	2,690,000	4.750	354.93
Warburg Dillon Read LLC	04/06/99	04/07/99	9,700,000	4.730	1,274.47
Greenwich Capital Mkts	04/06/99	04/07/99	17,475,000	4.750	2,305.73
Paribas Corporation	04/06/99	04/07/99	22,000,000	4.770	2,915.00
Paribas Corporation	04/06/99	04/07/99	24,645,000	4.770	3,265.46
Greenwich Capital Mkts	04/06/99	04/07/99	29,940,000	4.750	3,950.42
Warburg Dillon Read LLC	04/06/99	04/07/99	41,000,000	4.730	5,386.94
Greenwich Capital Mkts	04/06/99	04/07/99	48,875,000	4.750	6,448.78
Paribas Corporation	04/06/99	04/07/99	51,355,000	4.770	6,804.54
Nesbitt Burns Securities	04/07/99	04/09/99	1,672,000	4.730	439.36

(Board – 6/24/99)

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	04/07/99	04/09/99	\$17,100,000	4.730%	\$ 4,493.50
Warburg Dillon Read LLC	04/07/99	04/09/99	22,000,000	4.750	5,805.56
Paribas Corporation	04/07/99	04/09/99	29,088,000	4.730	7,643.68
Warburg Dillon Read LLC	04/07/99	04/09/99	34,700,000	4.750	9,156.94
Warburg Dillon Read LLC	04/07/99	04/08/99	36,000,000	4.730	4,730.00
Nesbitt Burns Securities	04/07/99	04/09/99	50,428,000	4.730	13,251.36
Paribas Corporation	04/07/99	04/09/99	51,497,000	4.730	13,532.27
Nesbitt Burns Securities	04/08/99	04/09/99	40,000,000	4.750	5,277.78
Lehman Brothers	04/08/99	04/09/99	50,000,000	4.760	6,611.11
Paribas Corporation	04/09/99	04/12/99	12,737,000	4.680	4,967.43
Banc One Capital Markets	04/09/99	04/12/99	18,692,000	4.650	7,243.15

(Board – 6/24/99)

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	04/09/99	04/12/99	\$20,949,000	4.680%	\$ 8,170.11
Lehman Brothers	04/09/99	04/12/99	22,555,000	4.670	8,777.65
Paribas Corporation	04/09/99	04/12/99	28,901,000	4.680	11,271.39
Paribas Corporation	04/09/99	04/12/99	30,326,000	4.680	11,827.14
Banc One Capital Markets	04/09/99	04/12/99	33,308,000	4.650	12,906.85
Banc One Capital Markets	04/09/99	04/12/99	34,700,000	4.650	13,446.25
Warburg Dillon Read LLC	04/09/99	04/12/99	41,000,000	4.680	15,990.00
Lehman Brothers	04/09/99	04/12/99	49,445,000	4.670	19,242.35
Paribas Corporation	04/12/99	04/14/99	12,742,000	4.720	3,341.24
Lehman Brothers	04/12/99	04/13/99	20,885,000	4.710	2,732.45
Nesbitt Burns Securities	04/12/99	04/13/99	22,917,000	4.730	3,011.04

(Board – 6/24/99)

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	04/12/99	04/14/99	\$24,386,000	4.720%	\$ 6,394.55
Paribas Corporation	04/12/99	04/14/99	26,909,000	4.720	7,056.14
Paribas Corporation	04/12/99	04/14/99	28,912,000	4.720	7,581.37
Nesbitt Burns Securities	04/12/99	04/13/99	29,083,000	4.730	3,821.18
Nesbitt Burns Securities	04/12/99	04/13/99	34,700,000	4.730	4,559.19
Warburg Dillon Read LLC	04/12/99	04/13/99	45,000,000	4.720	5,900.00
Lehman Brothers	04/12/99	04/13/99	51,115,000	4.710	6,687.55
Nesbitt Burns Securities	04/13/99	04/14/99	16,700,000	4.660	2,161.72
Nesbitt Burns Securities	04/13/99	04/14/99	28,000,000	4.660	3,624.44
Warburg Dillon Read LLC	04/13/99	04/14/99	30,000,000	4.650	3,875.00
Nesbitt Burns Securities	04/13/99	04/14/99	34,700,000	4.660	4,491.72

(Board - 6/24/99)

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>
Warburg Dillon Read LLC	04/14/99	04/16/99	\$12,551,000	4.810%	\$ 3,353.91
Paribas Corporation	04/14/99	04/15/99	28,600,000	4.750	3,773.61
Warburg Dillon Read LLC	04/14/99	04/16/99	28,895,000	4.810	7,721.39
Paribas Corporation	04/14/99	04/15/99	34,700,000	4.750	4,578.47
Nesbitt Burns Securities	04/14/99	04/15/99	35,000,000	4.750	4,618.06
Warburg Dillon Read LLC	04/14/99	04/16/99	50,878,000	4.810	13,595.73
Nesbitt Burns Securities	04/15/99	04/16/99	10,047,000	4.850	1,353.55
Paribas Corporation	04/15/99	04/16/99	15,000,000	4.870	2,029.17
Paribas Corporation	04/15/99	04/16/99	28,600,000	4.870	3,868.94
Paribas Corporation	04/15/99	04/16/99	34,700,000	4.870	4,694.14
Nesbitt Burns Securities	04/15/99	04/16/99	41,653,000	4.850	5,611.58

(Board - 6/24/99)

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>
Warburg Dillon Read LLC	04/16/99	04/19/99	\$ 8,169,000	4.650%	\$ 3,165.49
Nesbitt Burns Securities	04/16/99	04/19/99	11,495,000	4.650	4,454.31
Warburg Dillon Read LLC	04/16/99	04/19/99	11,700,000	4.650	4,533.75
Nesbitt Burns Securities	04/16/99	04/19/99	11,919,000	4.650	4,618.61
Paribas Corporation	04/16/99	04/19/99	24,000,000	4.670	9,340.00
Warburg Dillon Read LLC	04/16/99	04/19/99	28,600,000	4.650	11,082.50
Nesbitt Burns Securities	04/16/99	04/19/99	28,899,000	4.650	11,198.36
Nesbitt Burns Securities	04/16/99	04/19/99	39,206,000	4.650	15,192.33
Paribas Corporation	04/16/99	04/19/99	40,000,000	4.670	15,566.67
Warburg Dillon Read LLC	04/16/99	04/19/99	51,531,000	4.650	19,968.26
Nesbitt Burns Securities	04/19/99	04/21/99	11,035,000	4.625	2,835.38

(Board - 6/24/99)

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>
Warburg Dillon Read LLC	04/19/99	04/20/99	\$17,000,000	4.650%	\$ 2,195.83
Paribas Corporation	04/19/99	04/20/99	25,990,000	4.660	3,364.26
Nesbitt Burns Securities	04/19/99	04/21/99	28,908,000	4.625	7,427.75
Paribas Corporation	04/19/99	04/20/99	32,621,000	4.660	4,222.61
Paribas Corporation	04/19/99	04/20/99	36,714,000	4.660	4,752.42
Zions First National Bank	04/19/99	04/20/99	44,717,000	4.630	5,751.10
Nesbitt Burns Securities	04/19/99	04/21/99	50,013,000	4.625	12,850.56
Lehman Brothers	04/20/99	04/21/99	30,000,000	4.500	3,750.00
Paribas Corporation	04/20/99	04/21/99	36,719,000	4.580	4,671.47
Paribas Corporation	04/20/99	04/21/99	44,723,000	4.580	5,689.76
Nesbitt Burns Securities	04/21/99	04/22/99	1,450,000	4.580	184.47

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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>
Nesbitt Burns Securities	04/21/99	04/22/99	\$ 6,921,000	4.580%	\$ 880.51
Nesbitt Burns Securities	04/21/99	04/22/99	28,545,000	4.580	3,631.56
Zions First National Bank	04/21/99	04/22/99	36,000,000	4.560	4,560.00
Paribas Corporation	04/21/99	04/22/99	36,724,000	4.590	4,682.31
Paribas Corporation	04/21/99	04/22/99	44,729,000	4.590	5,702.95
Nesbitt Burns Securities	04/21/99	04/22/99	47,978,000	4.580	6,103.87
Dresdner Kleinwort Benson	04/22/99	04/26/99	14,925,000	4.500	7,462.50
Greenwich Capital Mkts	04/22/99	04/26/99	15,575,000	4.530	7,839.42
Paribas Corporation	04/22/99	04/26/99	24,522,000	4.520	12,315.49
Paribas Corporation	04/22/99	04/26/99	28,962,000	4.520	14,545.36
Greenwich Capital Mkts	04/22/99	04/26/99	36,729,000	4.530	18,486.93

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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>
Nesbitt Burns Securities	04/22/99	04/23/99	\$40,000,000	4.550%	\$ 5,055.56
Greenwich Capital Mkts	04/22/99	04/26/99	41,160,000	4.530	20,717.20
Paribas Corporation	04/22/99	04/26/99	44,735,000	4.520	22,466.91
Warburg Dillon Read LLC	04/22/99	04/26/99	49,281,000	4.510	24,695.26
Warburg Dillon Read LLC	04/22/99	04/26/99	50,000,000	4.510	25,055.56
Dresdner Kleinwort Benson	04/23/99	Open	34,387,500 *	Variable **	35,629.27 ***
Nesbitt Burns Securities	04/23/99	04/26/99	45,000,000	4.540	17,025.00
Nesbitt Burns Securities	04/26/99	04/27/99	8,389,000	4.640	1,081.25
Paribas Corporation	04/26/99	04/27/99	23,123,000	4.670	2,999.57
Paribas Corporation	04/26/99	04/27/99	30,365,000	4.670	3,939.02
Lehman Brothers	04/26/99	04/27/99	33,000,000	4.650	4,262.50

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	04/26/99	04/27/99	\$43,100,000	4.660%	\$ 5,579.06
Nesbitt Burns Securities	04/26/99	04/27/99	43,672,000	4.640	5,628.84
Paribas Corporation	04/26/99	04/27/99	44,757,000	4.670	5,805.98
Nesbitt Burns Securities	04/26/99	04/27/99	47,867,000	4.640	6,169.52
Banc One Capital Markets	04/26/99	04/27/99	48,889,000	4.660	6,328.41
Warburg Dillon Read LLC	04/27/99	04/28/99	4,715,000	4.740	620.81
Nesbitt Burns Securities	04/27/99	04/28/99	22,747,000	4.730	2,988.70
Paribas Corporation	04/27/99	04/28/99	26,709,000	4.750	3,524.10
Paribas Corporation	04/27/99	04/28/99	26,758,000	4.750	3,530.57
Warburg Dillon Read LLC	04/27/99	04/28/99	40,000,000	4.740	5,266.67
Lehman Brothers	04/27/99	04/28/99	40,000,000	4.720	5,244.44

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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	04/27/99	04/28/99	\$44,763,000	4.750%	\$ 5,906.23
Nesbitt Burns Securities	04/27/99	04/28/99	48,632,000	4.730	6,389.70
Warburg Dillon Read LLC	04/27/99	04/28/99	50,796,000	4.740	6,688.14
Nesbitt Burns Securities	04/28/99	04/30/99	22,903,000	4.730	6,018.40
Nesbitt Burns Securities	04/28/99	04/30/99	23,679,000	4.730	6,222.32
Nesbitt Burns Securities	04/28/99	04/30/99	25,221,000	4.730	6,627.52
Warburg Dillon Read LLC	04/28/99	04/29/99	43,120,000	4.750	5,689.44
Warburg Dillon Read LLC	04/28/99	04/29/99	44,769,000	4.750	5,907.02
Banc One Capital Markets	04/28/99	04/29/99	45,000,000	4.730	5,912.50
Lehman Brothers	04/29/99	04/30/99	14,903,000	4.800	1,987.07
Dresdner Kleinwort Benson	04/29/99	Open	24,812,500 *	Variable **	6,651.13 ***

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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	04/29/99	04/30/99	\$27,772,000	4.830%	\$ 3,726.08
Lehman Brothers	04/29/99	04/30/99	43,000,000	4.800	5,733.33
Banc One Capital Markets	04/29/99	04/30/99	44,775,000	4.800	5,970.00
Paribas Corporation	04/29/99	04/30/99	45,451,000	4.830	6,098.01
Banc One Capital Markets	04/30/99	05/03/99	20,820,000	4.860	8,432.10
Nesbitt Burns Securities	04/30/99	05/03/99	22,610,000	4.850	9,138.21
Nesbitt Burns Securities	04/30/99	05/03/99	23,670,000	4.850	9,566.63
Banc One Capital Markets	04/30/99	05/03/99	24,180,000	4.860	9,792.90
Nesbitt Burns Securities	04/30/99	05/03/99	25,064,000	4.850	10,130.03
Warburg Dillon Read LLC	04/30/99	05/03/99	36,972,000	4.860	14,973.56
Paribas Corporation	04/30/99	05/03/99	44,781,000	4.890	18,248.26

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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>
Warburg Dillon Read LLC	04/30/99	05/03/99	\$51,164,000	4.860%	\$ 20,721.42

* 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 (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>
Dresdner Kleinwort Benson	04/22/99	04/26/99	\$14,925,000	3.100 %	\$ 5,140.83
Dresdner Kleinwort Benson	04/23/99	Open	34,387,500	Variable *	29,563.70 **
Dresdner Kleinwort Benson	04/29/99	Open	24,812,500	Variable *	5,686.20 **

* This rate subject to change daily.

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

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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 April 1, 1999 through April 30, 1999, 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 April 1, 1999 and April 30, 1999 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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, 1999 and April 30, 1999 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.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES OF SPECIAL BOARD MEETING

Monday, June 28, 1999

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John F. Kennedy International Airport – American Airlines, Inc. Redevelopment Program – Project Authorization for Construction of Area 3 Garage and Other Infrastructure Modifications and Authorization of Agreement Covering the Leasing and Redevelopment of Terminals 8 & 9	267
Newark International Airport – Redevelopment and Expansion Program – Project Authorization and Award of Contracts; Continental Airlines, Inc. Terminal C Expansion – Authorization of Supplement to Terminal C Master Lease ANA-170 and Amendment to Leases ANA-040 and ANB-028	270

MINUTES of a special meeting of The Port Authority of New York and New Jersey held Monday, June 28, 1999, 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. James Weinstein

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Michael J. Chasanoff
 Hon. Peter S. Kalikow
 Hon. David S. Mack
 Hon. Melvin L. Schweitzer

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Kayla M. Bergeron, Director, Media Relations
 Gregory G. Burnham, Chief Technology Officer
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Karen E. Eastman, Assistant Secretary
 Michael Glassner, Executive Assistant to the Chairman
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Charles F. McClafferty, Chief Financial Officer
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Ronald H. Shiftan, Deputy Executive Director
 Christopher O. Ward, Chief, Corporate Planning and External Affairs
 Angela F. Wood, Special Assistant to the Executive Director

Guest:

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

The Secretary reported that the meeting was duly called in accordance with the By-Laws.

The special public meeting was called to order by the Chairman.. The Board met in executive session prior to the public meeting, which commenced at 10:30 a.m.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT - AMERICAN AIRLINES, INC.
REDEVELOPMENT PROGRAM - PROJECT AUTHORIZATION FOR
CONSTRUCTION OF AREA 3 GARAGE AND OTHER INFRASTRUCTURE
MODIFICATIONS AND AUTHORIZATION OF AGREEMENT COVERING
THE LEASING AND REDEVELOPMENT OF TERMINALS 8 & 9**

It was recommended that the Board authorize a project for the design and construction of a parking garage as well as other infrastructure modifications estimated at \$102 million in support of the American Airlines, Inc. (American) redevelopment program at John F. Kennedy International Airport (JFK), including payments to contractors, reimbursements to American and/or payments directly to its contractors, and related costs, including allowances for extra work, net cost, administrative, engineering and financing expenses, and a project contingency (the Project).

It was also recommended that the Board authorize the Executive Director to: (a) enter into an agreement with American covering American's leasing and redevelopment of its passenger terminal facilities at JFK; the phased elimination of existing building rentals for Terminals 8 and 9; an appropriate cost sharing arrangement for costs incurred in integrating AirTrain with American's new passenger facilities; and reimbursement to American or direct payment of its contractors should American design and/or construct the parking garage and/or for American to reimburse the Port Authority if the Port Authority designs and/or constructs the garage; and (b) take such action with respect to the award of purchase and construction contracts and agreements for professional and advisory services related to the Project as he deems is in the best interest of the Port Authority and execute contracts and agreements and order extra work and net cost work in connection with the Project.

American plans to invest approximately \$850 million in the redevelopment of its passenger terminals at JFK. Its redevelopment plans include the demolition of Terminals 8 and 9 and the construction of a new state-of-the-art main terminal and remote concourse with 57 building gates, which may be upgraded to 60; a federal inspection service facility which can handle 2,400 passengers per hour; approximately 100,000 sq. ft. of concessions space; an underground tunnel connecting the main terminal with the remote concourse; and asbestos removal and any subsurface environmental remediation.

In addition, American will contribute approximately one-third of the project cost of design and construction of a new parking garage. It has not yet been determined which party will design and/or construct the garage. The Port Authority may also be required to perform certain infrastructure modifications, such as utility improvements and roadway and exit/entry lane toll plaza relocations. The Port Authority's net financial participation contribution after taking into account American's contribution to the garage, is estimated at \$72 million for the garage and infrastructure modifications.

American will be responsible for all environmental compliance related to its redevelopment program. It will conduct a mutually agreed-upon testing program for Terminal 8 for subsurface contamination and will be responsible for any removal or remediation. American's environmental obligation for Terminal 9, which underwent a testing

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program for subsurface contamination that was completed in 1993, will be at least as favorable to the Port Authority as American's existing obligations.

During the construction period, American's existing building rentals will be subject to a reduction based upon a schedule tied to American's level of investment. At the latter to occur of the third anniversary of the Effective Date (the date the agreement is executed, which is expected to be on or around the 4th Quarter 1999) or when American shall have expended one-third of an agreed upon capital investment for the construction work (including soft costs), American's existing building rental will be reduced by one-third. A similar formula will apply on the latter to occur of the fifth anniversary of the Effective Date or when American shall have expended two-thirds of the agreed upon capital investment. Upon date of beneficial occupancy (DBO), building rent will be eliminated until the earlier to occur of 31 years from the Effective Date or 25 years from DBO. At the end of this period, building rental will commence at increasing amounts for the remainder of the term. American will continue to pay ground rent which will be brought to a market rate of \$70,000 per acre as of the Effective Date, and escalated annually at the greater of 4 percent or one-half the Consumer Price Index. If the city lease is extended, and subject to American's having expended an agreed-upon amount on its redevelopment program, American's existing lease term would be extended to the earlier to occur of thirty (30) years from DBO or thirty-six (36) years from the Effective Date.

Pursuant to the foregoing report the following resolutions were adopted with Commissioners Chasanoff, Donovan, Eisenberg, Gargano, Kalikow, Mack, Martini, Philibosian, Schweitzer 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 American Airlines, Inc. (American) covering the leasing and redevelopment of its passenger terminal facilities at John F. Kennedy International Airport (JFK), substantially in accordance with the terms and conditions outlined to the Board; and it is further

RESOLVED, that a project for the design and construction of a parking garage as well as other infrastructure modifications in support of American's redevelopment of its passenger terminal facilities at JFK (the Project), at an estimated total project cost of \$102 million, including payments to contractors, reimbursements to American and/or payments to its contractors, allowances for extra work and net cost work, engineering, administrative and financial expenses, and a project contingency, 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: (a) take such action with respect to the award of purchase and construction contracts, and agreements for professional and advisory services related to the Project as he deems in the best interest of the Port Authority, including, without

limitation, award to the lowest bidder, qualified by reason of responsibility, experience, and capacity to perform the work and whose bid price he deems reasonable, or reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; and (b) execute such contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority and order extra work and net cost work in connection with each contract, including supplemental agreements thereto; and (c) 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, shall be subject to the approval of General Counsel or his authorized representative.

NEWARK INTERNATIONAL AIRPORT - REDEVELOPMENT AND EXPANSION PROGRAM - PROJECT AUTHORIZATION AND AWARD OF CONTRACTS; CONTINENTAL AIRLINES, INC. TERMINAL C EXPANSION - AUTHORIZATION OF SUPPLEMENT TO TERMINAL C MASTER LEASE ANA-170 AND AMENDMENTS TO LEASES ANA-040 AND ANB-028

It was recommended that the Board authorize a project for redevelopment and expansion at Newark International Airport (EWR), including the construction of two parking structures, one in the vicinity of Monorail Station E and the other in Central Terminal Area (CTA) Lot C, the expansion of terminal frontages, the reconfiguration of the landside access roadway system, the expansion of the aeronautical operations area, and the relocation of the Administration Building and Airport Rescue and Fire Fighting (ARFF) facility, at a total estimated project cost of \$780 million; and authorize the Executive Director to award contracts, transfer certain property interests and enter into other agreements necessary to effectuate the project.

It was further recommended that the Board (i) authorize the Executive Director to enter into an agreement with Continental Airlines, Inc. (Continental) modifying its Terminal C lease ANA-170 at EWR to cover the extension of the term of the letting of the Area C-3 portion of the premises of the leasehold to March 31, 2028, the addition of new areas to the leasehold, the construction by Continental of new passenger terminal concourse facilities and new federal inspection facilities and other additions and modifications to the leasehold and including provisions for a monetary cap of \$8 million with respect to certain environmental remediation responsibilities of Continental under the Terminal C lease and (ii) authorize the Executive Director to permit Continental under the terms of the Terminal C lease supplement to grant a leasehold mortgage on the Area C-3 portion of its leasehold under Terminal C lease ANA-170, and under the terms of the supplement to hangar lease ANA-040 to permit Continental to grant a leasehold mortgage on its leasehold under hangar lease ANA-040, and under the terms of its cargo building lease ANB-028 to permit Continental to grant a leasehold mortgage on its leasehold under cargo building lease ANB-028, each such leasehold mortgage to be granted, subject to the consent of the Port Authority, to the trustee appointed by the New Jersey Economic Development Authority in connection with its issuance of bonds the proceeds of which would be used for construction under these leases.

Passenger activity at EWR has grown steadily in recent years and this growth is expected to continue during the foreseeable future, increasing from 31 million passengers in 1997 to a projected 38 million in 2004. To accommodate this growth and improve the quality of customer service, existing land use patterns must be modified to increase the size of the aeronautical operations area and property available for services which must be located near the CTA, and property interests must be acquired in connection therewith. Continental's passenger traffic comprises approximately 58 percent of the EWR total, and Continental foresees growth in both its domestic and international traffic. To accommodate this growth, Continental has proposed enhancements to provide terminal space and support facilities at EWR through its Global Gateway Program. This Program would be coordinated with the Port Authority's plans for this project for redevelopment and expansion at EWR.

The project would provide for the acquisition of property interests, and the reallocation and maximization of land use at EWR, for the following improvements: (a) The CTA roadways would be reconfigured to provide direct access to parking, a separate at-grade commercial roadway, access to an at-grade arrivals level proposed by Continental at Terminal C, and the ability to provide a significant amount of additional terminal frontage as needed; (b) additional and improved access roadways would be provided to permit access from the south similar to that available to the north, the secondary road system would be expanded, and certain entrance and exit bridges would be widened to provide additional exiting capacity to the south; (c) the aeronautical area would be extended into what is now long-term parking Lot E, a substantial portion of which it is anticipated would be leased to Continental to accommodate planned terminal expansion, and, following the construction of a new Control Tower (and the possible demolition of the existing Control Tower by the Port Authority), the existing Administration Building and ARFF facility would be demolished and rebuilt at a new location permitting these sites and Tower Road to become aeronautical space; and (d) a public garage with approximately 3,200 spaces would be constructed in the vicinity of Monorail Station E and a public garage with approximately 3,400 spaces would be built in CTA Lot C to meet increased demand, replace parking lost to other infrastructure improvements and airside expansion, and improve customer service.

This project would require the elimination or filling-in of Adams Ditch and construction over the Peripheral Ditch. Construction associated with Adams Ditch would be undertaken by Continental at its expense in connection with its terminal expansion work. Individual Freshwater Wetland Permits and Stream Encroachment Permits would need to be obtained from the New Jersey Department of Environmental Protection (NJDEP). Approval of the City of Newark would also be required. Mitigation measures would be required by the NJDEP and may include payments to obtain wetlands mitigation credits. Negotiations for the purchase of such credits are currently underway. This project would be subject to environmental review by the Federal Aviation Administration (FAA). The environmental documentation covering the landside access portion of the work (roadways, parking garages, expansion of terminal frontages) has been submitted to the FAA. A determination of the suitability of this analysis is expected shortly. The relocation of the Administration Building, elimination of Adams Ditch and expansion of the aeronautical operations area would be the subject of a separate Environmental Assessment which is currently underway. The FAA review of this analysis could affect the projected construction schedule, especially if further impact analysis is required.

Construction of the initial component of the project, the parking garage in the vicinity of Monorail Station E, is scheduled to commence in the third quarter of 1999 and be completed in the third quarter of 2001. Construction of the other components of the project, including the completion of South Access Roadways and the creation of aircraft parking in the vicinity of the existing Administration Building, is scheduled to commence in the first quarter of 2001 and be completed in the fourth quarter of 2003. The individual components of this project would be staged to minimize the impact of construction on the public and on airport operations. All Port Authority costs for this project would be fully recoverable through EWR Master Lease rates and charges and incremental parking revenues.

Under the Terminal C lease supplement, the Area C-3 portion of the Terminal C leasehold would be expanded to include new areas at the Airport consisting of the existing parking lot E after completion of the new Lot E garage, additional terminal frontage areas, and Adams Ditch. The C-1 and C-2 portion of the Terminal C leasehold may be expanded to include additional ramp area after the concurrence of the Federal Aviation Administration.

The term of the letting of the Area C-3 portion of the Terminal C leasehold, including the new areas, would be extended to March 31, 2028. The expiration date of the term of the letting of the C-1 and C-2 portion of the Terminal C leasehold (March 31, 2013) would not be changed. The rentals for the Area C-3 portion of the Terminal C leasehold would be increased to reflect the additional areas. The rentals for the C-1 and C-2 portion of the Terminal C leasehold would be increased if the additional ramp area is added to this portion of the leasehold.

Continental would invest a minimum of \$400 million to construct in the Terminal C lease premises a 12-gate widebody passenger concourse capable of handling both domestic and international traffic and new federal inspection facilities capable of handling 1,500 passengers per hour. Continental would also construct in the Terminal C lease premises a new baggage handling system and additions and modifications to the airport aviation fuel system, as well as certain aeronautical area improvements including rerouting the flow of, and filling in of, the Adams Ditch area in order to increase the size of the aeronautical area. Continental would be responsible for all costs associated with this work and all costs associated with the rerouting and filling in of Adams Ditch and for obtaining all requisite permits and approvals, including but not limited to those required by the City of Newark, associated with this work.

Under the Terminal C lease ANA-170 supplement the environmental provisions of the lease would be updated and Continental would be responsible for all environmental liability and remediation of contamination arising from its use and occupancy of the premises. Continental would also be responsible for any petroleum hydrocarbons within the entire Terminal C leasehold, including the new areas, and any contaminants present in, and associated with the rerouting of Adams Ditch. Continental would not be responsible for contamination caused by the Port Authority nor would Continental be responsible for remediation of contamination, other than petroleum hydrocarbons, in excess of \$8 million which Continental can demonstrate was caused by a third party. Other environmental obligations of Continental, including costs associated with Adams Ditch, would not be subject to the cap.

The Port Authority would permit Continental to grant a leasehold mortgage with respect to the Area C-3 portion of the Terminal C leasehold, a leasehold mortgage with respect to the premises under hangar lease ANA-040 and a leasehold mortgage with respect to the premises under cargo building lease ANB-028 to the trustee appointed by the New Jersey Economic Development Authority (NJEDA), subject to the consent of the Port Authority, in connection with the NJEDA's issuance of bonds the proceeds of which would be used for construction of new facilities under these leases. The leasehold mortgages would be granted to the trustee to permit the trustee to exercise reletting rights and to bring in a successor lessee,

subject to approval by the Port Authority, for each leasehold covered by the leasehold mortgage(s). The trustee would be allowed a maximum period of 720 days to complete foreclosure proceedings on the leasehold mortgage(s), and in certain events subject to the payment to the Port Authority of fees for the extension(s) of the foreclosure period after the 180th day. The trustee would be required to pay to the Port Authority during the foreclosure period lease rentals and charges, certain activity based fees and charges and certain other costs. The Port Authority would be paid a leasehold mortgage fee either in a lump sum upon the commencement of the reletting of the mortgaged premises or over the term of such reletting with interest.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Gargano, Kalikow, Mack, Martini, Philibosian, Schweitzer and Weinstein voting in favor; none against:

RESOLVED, that a project for redevelopment and expansion at Newark International Airport (EWR), including the construction of two parking structures, one in the vicinity of Monorail Station E and the other in Central Terminal Area Lot C, the expansion of terminal frontages, the reconfiguration of the landside access roadway system, the expansion of the aeronautical operations area, and the relocation of the Administration Building and Airport Rescue and Fire Fighting facility, at a total estimated project cost of \$780 million including payments to contractors, payments for property acquisition and related costs, reimbursement to tenants for work undertaken on behalf of the Port Authority, payments to obtain wetlands mitigation credits, allowances for extra work (if necessary) and net cost work, administrative, engineering, and financial expense 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 such action with respect to purchase and 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, the award of Contract EWR 414.018 "Parking Structure in Lot E - Foundations, RSR Bridge and Utilities" at a total estimated contract price of \$20 million, Contract EWR 414.019 "Parking Structure in Lot E - Monorail Station Modifications and Site Work" at a total estimated contract price of \$81 million, Contract EWR 154.206 "Southern Access Roadway Package #1" at a total estimated contract price of \$24 million, Contract EWR 154.211 "Southern Access Roadway Package #2" at a total estimated contract price of \$44 million, Contract EWR 154.212 "Southern Access Roadway Package #3" at a total estimated contract price of \$30 million, and Contract EWR 154.213 "Southern Access Roadway Package #4" at a total estimated contract price of \$8 million, to the lowest bidder(s), qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable; or reject all bids,

solicit new bids on revised or the same requirements, or negotiate with one or more bidders, contractors or other entities including but not limited, to Continental Airlines, Inc.; and execute contracts and supplemental agreements with such bidders, contractors or other entities including but not limited to Continental Airlines, Inc. as the Executive Director deems in the best interest of the Port Authority, and order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; and, 2) negotiate and enter into agreements with Federal State, municipal and other public or private entities and execute documents, including without limitation conveyances, as may be needed to effectuate the foregoing project, such agreements to cover, among other things: the relocation of utilities, the transfer of property interests to and from the Port Authority, the financing and construction of, and the allocation of maintenance responsibilities and jurisdiction for, new roadway connections with highways adjacent to EWR, and to make related payments and incur associated costs and expenses; and, 3) enter into a supplemental agreement to the Newark Marine and Air Terminals Agreement with the City of Newark to obtain the City's consent to the Port Authority's acquisition of property interests and to convey to the City of Newark property interests located in the City of Newark which were acquired for Air or Marine Terminal purposes, for lease-back to the Port Authority under the Newark Marine and Air Terminals Agreement; and, 4) enter into supplemental lease agreements with any or all EWR tenants as may be necessary to modify their existing leaseholds incidental to and necessary for the effectuation of the project; and, 5) enter into such other agreements as may be necessary to effectuate the project; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with Continental Airlines, Inc. supplementing and amending Terminal C lease ANA-170 at Newark International Airport, substantially in accordance with the terms and conditions set forth above; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to permit Continental Airlines, Inc. under the terms of the Terminal C lease ANA-170 supplement to grant a leasehold mortgage with respect to lease ANA-170 (Area C-3 portion), and under the terms of the supplement to lease ANA-040 a leasehold mortgage with respect to lease ANA-040, and under the terms of cargo building lease ANB-028 a leasehold mortgage with respect to lease ANB-028 to the trustee appointed by the New Jersey Economic Development Authority substantially in accordance with the terms and conditions set forth above; 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.

Whereupon, the meeting was adjourned.

Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, July 29, 1999

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, July 29, 1999, 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. Anthony J. Sartor
 Hon. Alan G. Philibosian
 Hon. James Weinstein

Jeffrey S. Green, General Counsel
 Karen E. Eastman, Assistant Secretary

Kayla M. Bergeron, Director, Media Relations
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 John D. Brill, Director, Audit
 Gregory G. Burnham, Chief Technology Officer
 Ernesto L. Butcher, Chief Operating Officer
 Michael P. DePallo, Director/General Manager, PATH
 Michael S. Glassner, Executive Assistant to the Chairman
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Francis J. Lombardi, Chief Engineer
 Michael G. Massiah, Director, Office of Business & Job Opportunity
 Stephen Marinko, Attorney, Law
 Charles F. McClafferty, Chief Financial Officer
 Allen M. Morrison, Supervisor, Media Relations, Office of Corporate Communications
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Kenneth P. Philmus, Director, Tunnels, Bridges & Terminals
 Alan L. Reiss, Director, World Trade
 Paul D. Segalini, Director, Human Resources
 Ronald H. Shiftan, Deputy Executive Director
 Douglas L. Smith, Acting Director, Budget
 Peter Yerkes, Press Secretary
 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. Michael J. Chasanoff
 Hon. Peter S. Kalikow
 Hon. Melvin L. Schweitzer
 Hon. Anastasia M. Song

The public meeting was called to order by Chairman Eisenberg at 2:45 p.m. and ended at 3:03 p.m. The Board met in executive session prior to the public meeting. Commissioners Gargano, Philibosian and Schweitzer were present for executive session.

Report of the Chairman

The Chairman reported that Commissioner Philibosian and Commissioner Weinstein would serve as New Jersey's representatives on the special committee of the Board, which is to consist of two Commissioners from each state, to review issues of equity and fairness between the states. The Committee will explore differences between the States with respect to the Port Authority, analyze the past and future allocation of assets and recommend appropriate solutions. The details of the responsibilities of the Committee would be left to the Chairman and Vice-Chairman. Vice-Chairman Gargano indicated that he would inform the Chairman of the identity of the two New York Commissioners.

Action on Minutes

The Assistant Secretary submitted for approval Minutes of action taken at the Board's meetings of June 24, 1999 and June 28, 1999. 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.

The time for action on the industrial development item, appearing on page 108 of the May 27, 1999 Minutes, has also expired.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on July 29, 1999, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in executive session at its meeting on July 29, 1999, which included discussion of 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 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 and Port Planning

The Committee on Capital Programs and Port Planning reported on action taken and matters discussed in executive session at its meeting on July 29, 1999, which included a 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 July 29, 1999, which included discussion of a project authorization to replace fire sprinklers, ceilings and lighting in covered parking areas at Terminals A and B at Newark International Airport and construction results for the first half of 1999. Following its public session, the Committee met in executive session to discuss contract matters. This report is 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, for information, on matters discussed in executive session at its meeting on July 29, 1999, which included discussion of contract and lease matters and matters related to personnel, and the report was received.

Staff Report

A presentation was made by staff on 1998 Year-End Minority/Women-Owned Business Enterprise Results and 1999 Program Highlights.

NEWARK INTERNATIONAL AIRPORT - REPLACEMENT OF FIRE SPRINKLERS, CEILINGS AND LIGHTING IN COVERED PARKING AREAS AT TERMINALS A AND B - PROJECT AUTHORIZATION AND AWARD OF CONTRACTS EWR-686 AND EWR-717

The existing fire sprinkler systems (Systems) in the covered parking areas under Terminals A and B at Newark International Airport were installed approximately thirty years ago. These Systems have been tested annually based on National Fire Protection Association guidelines. Although the Systems are the dry type, this annual testing periodically introduces water into the piping, which over the years has caused internal corrosion. Since some sections of the Systems can no longer achieve satisfactory flow rates, the sprinklers (piping and heads) must be replaced. To perform this work, the existing suspended ceilings must be removed and asbestos in the area above the ceilings abated before the new sprinklers can be installed. The suspended ceilings are also thirty years old and new ceilings would be installed. These new ceilings together with new lighting would provide the added benefit of doubling the level of illumination in the covered parking areas.

This project would include the following work: the removal of the existing fire sprinklers and suspended ceilings; the abatement of asbestos above the ceilings; the installation of new fire sprinklers and new slotted metal ceilings with improved lighting; and the washing and painting of existing concrete ceilings and columns. Staff anticipates contract award for Terminal B by September 1999 with construction completion in September 2000, and contract award for Terminal A in September 2000 with construction completion in September 2001. The project would be staged to minimize the temporary reduction of parking spaces during the construction period.

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

RESOLVED, that a project at Newark International Airport to replace the existing fire sprinklers, ceilings and associated lighting in the covered parking areas at Terminals A and B at a total estimated project cost of \$33.7 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, engineering, administrative 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 EWR-686 for the replacement of fire sprinklers, ceilings and associated lighting, and for related asbestos abatement, in the covered parking area under Terminal B at a total estimated contract price of \$9.1 million, and

award of Contract EWR-717 for the replacement of fire sprinklers, ceilings and associated lighting, and for related asbestos abatement, in the covered parking area under Terminal A at a total estimated contract price of \$11.7 million, to the lowest 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; (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 connection with the foregoing shall be subject to the approval of General Counsel or his authorized representative.

NEWARK INTERNATIONAL AIRPORT - AMENDMENT TO PRIOR AUTHORIZATION FOR THE ACQUISITION OF NEW JERSEY TURNPIKE AUTHORITY PARCEL AT THE 13A INTERCHANGE - LEASE AGREEMENT WITH THE CITY OF ELIZABETH, NEW JERSEY AND PROJECT AUTHORIZATION AND AWARD OF CONTRACT FOR PARKING FACILITY CONSTRUCTION

It was recommended that the Board amend a prior authorization which allowed the Executive Director to enter into an agreement with the New Jersey Turnpike Authority (NJTA) for the purchase of land situated immediately off the south end of Newark International Airport (EWR) between the NJTA Interchange 13A toll plaza and North Avenue in the City of Elizabeth (City), to authorize: (1) the Executive Director to enter into a long-term lease agreement for a term of 50 years with an option in favor of the Port Authority for an additional 50 years, for approximately 10.1 acres of said property with the City, with said lease to include appropriate environmental protections and indemnifications for the benefit of the Port Authority, easement rights from the NJTA, the City and/or others for site access and utilities location, and also for a perpetual assumption by NJTA and the City of sole responsibility for the structural maintenance, including repair and replacement, when necessary, of a new road to be built on and over the parcel; (2) a project for construction of a parking lot on said property (including utilities, paving, the necessary roadway access improvements and appropriate rights-of-way) at an estimated total project cost of approximately \$9.9 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, administrative, engineering, and financing expenses and a project contingency (if necessary); and (3) the Executive Director to : (a) without further authorization award Port Authority Contract EWR 154.138, Parking Lot at 13A Interchange, at an estimated cost of \$6.5 million to the lowest bidder(s) qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable and to order extra work (if necessary) and net cost work; or reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; (b) execute other contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority, and order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto, and (c) enter into such other agreements as may be necessary to effectuate the project.

This transaction will increase the land available to Newark International Airport which would be used for the relocation and/or expansion of employee and/or public parking, thus enabling the existing land to be maximized for aeronautical use.

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

RESOLVED, that the prior authorization which allowed the Executive Director to enter into an agreement with the New Jersey Turnpike Authority (NJTA) for the purchase of land situated immediately off the south

end of Newark International Airport (EWR) between the NJTA Interchange 13A toll plaza and North Avenue in the City of Elizabeth (City) is hereby amended; 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 long-term lease agreement for a term of 50 years with an option in favor of the Port Authority for an additional 50 years, for approximately 10.1 acres of said property with the City, with said lease to include appropriate environmental protections and indemnifications for the benefit of the Port Authority, easement rights from the NJTA, the City and/or others for site access and utilities location, and also for a perpetual assumption by NJTA and the City of sole responsibility for the structural maintenance, including repair and replacement, when necessary, of a new road to be built on and over the parcel; and it is further

RESOLVED, that a project for construction of a parking lot on said property (including utilities, paving, the necessary roadway access improvements and appropriate rights-of-way) at an estimated total project cost of approximately \$9.9 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, administrative, engineering, and financing expenses and a project contingency (if necessary) is hereby approved; 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) without further authorization award Port Authority Contract EWR 154.138, Parking Lot at 13A Interchange, at an estimated cost of \$6.5 million to the lowest bidder(s) qualified by reason of responsibility, experience and capacity to perform the work and whose bid price the Executive Director deems reasonable, and to order extra work (if necessary) and net cost work, or reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or other contractors; (b) execute other contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority, and order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; and (c) enter into such other agreements as may be necessary to effectuate the project; and it is further

RESOLVED, that the form of all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

JOHN F. KENNEDY INTERNATIONAL AIRPORT - TERMINAL ONE GROUP ASSOCIATION, L.P. - LEASE AYC-190 - LEASE AMENDMENT AND AUTHORIZATION OF AGREEMENTS

It was recommended that the Board authorize the Executive Director to enter into an amendment to lease AYC-190 (the lease) and other appropriate agreement(s) with Terminal One Group Association, L.P. (TOGA) which would exempt certain activities (Activities) (consisting of janitorial and building maintenance services, snow removal, security, lost and found baggage, taxi dispatch services, terminal frontage traffic control and handicapped services) performed by TOGA (or through its contractor) at its Terminal One leasehold at John F. Kennedy International Airport under the lease from the assessment of Port Authority handling and subleasing fees.

TOGA, in its capacity of handling airlines, either through itself or its contractor, at the Terminal One leasehold, furnishes a variety of services to its handled airlines as do the other unit terminal operators at the airport. While the payment of Port Authority fees is applicable to all gross receipts from handling and gross sublease rental charges as defined in the lease, subject to specified exclusions and waivers, the Activities which would now be exempted from fee assessment are presently exempt from Port Authority fees for other unit terminal operators at the airport to the extent these activities are separately identified on their invoices. In the event that the exemption for any or all of these activities is withdrawn, it will no longer be applicable to TOGA, as well as the other terminal operators.

Under the terms of the lease amendment and other appropriate agreements with TOGA, the Port Authority would exempt TOGA from remitting fees for the Activities which TOGA provides, either through itself or its contractor, to its handled airlines and that it separately identifies on its invoices and its agreements. The exemptions would become effective on the later of January 1, 2000 or with the submission by TOGA of new executed agreements, or supplements to existing agreements, which separately state the charges for each of the exempt activities.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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 an agreement amending lease AYC-190 and other appropriate agreements with Terminal One Group Association, L.P. at John F. Kennedy International Airport to exempt certain activities from Port Authority fees, substantially in accordance with the terms and conditions set forth above; the form of said agreements shall be subject to the approval of General Counsel or his authorized representative.

ELIZABETH - PORT AUTHORITY MARINE TERMINAL/PORT AUTHORITY INDUSTRIAL PARK AT ELIZABETH - NORTH AVENUE PROJECT - AUTHORIZATION TO INCREASE FUNDING COMMITMENT AND ENTER INTO FUNDING AGREEMENT (PHASE III)

It was recommended that the Board authorize: (1) an increase in the Port Authority's contribution to the North Avenue East Project in the estimated amount of \$3.5 million for roadway and traffic improvements to North Avenue East; (2) the Executive Director to enter into an agreement with the New Jersey Department of Transportation (NJDOT) with respect to additional funding by NJDOT for Phase III of the North Avenue East Project in the amount of \$3.5 million; and (3) the Executive Director to award Contract EP-384.027, at an estimated cost of \$5 million, including extra work and net cost work, for the widening of and related improvements to the North Avenue East eastbound bridges (Phase III) over the New Jersey Turnpike and Consolidated Rail Corporation (Conrail) tracks in the City of Elizabeth, New Jersey, 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 the Executive Director deems reasonable; or to reject all bids, solicit bids on revised or the same requirements, or negotiate with one or more bidders as he deems in the best interest of the Port Authority.

The original North Avenue East widening project budget was established by the Port Authority in collaboration with NJDOT prior to the finalization of all design, construction, utility relocations and property acquisition costs. Funds committed included \$6 million from NJDOT, \$1 million from IKEA Center Urban Renewal, Inc., and up to \$5 million from the Port Authority. To date, approximately \$11 million of the original \$12 million project cost has been spent on Phase I by the parties involved and \$1 million of said project cost has been spent on Phases II and III. Approximately \$7 million is required for the North Avenue Eastbound Bridge Widening and related improvements (Phase III), in addition to the \$1 million already spent under the original authorization for Phases II and III.

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

RESOLVED, that there be an increase in the Port Authority's contribution to the North Avenue East Project in the estimated amount of \$3.5 million for roadway and traffic improvements to North Avenue East; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with the New Jersey Department of Transportation (NJDOT) with respect to additional funding by NJDOT for Phase III of the North Avenue East Project in the amount of \$3.5 million; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Contract EP-384.027, at an estimated cost of \$5 million including extra work and net cost work, for the widening of related improvements to the North Avenue East eastbound bridges (Phase III) over the New Jersey Turnpike and Consolidated Rail Corporation tracks in the City of Elizabeth, New Jersey, 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 the Executive Director deems reasonable; or to reject all bids, solicit bids on revised or the same requirements, or negotiate with one or more bidders as he deems in the best interest of the Port Authority; and it is further

RESOLVED, that the form of all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**ELIZABETH - PORT AUTHORITY MARINE TERMINAL - ACCEPTANCE OF
TITLE TO PORTIONS OF McLESTER STREET AND BAY AVENUE**

It was recommended that the Board authorize the Executive Director to accept title to portions of Bay Avenue and McLester Street vacated by the City of Elizabeth (City) at the Elizabeth-Port Authority Marine Terminal.

This will allow rules and regulations governing operations at Port Authority Marine Terminals to be applied on all portions of McLester Street and Bay Avenue, giving the Port Authority the ability to police and control the activities of the public area within the marine terminals and to develop such roadways as may be necessary for marine terminal uses.

This action by the Board is pursuant to a 1978 agreement between the City and the Port Authority, which called for the City to vacate public right to certain portions of McLester Street and Bay Avenue, subject to City Council approval.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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 accept title to portions of Bay Avenue and McLester Street vacated by the City of Elizabeth at the Elizabeth-Port Authority Marine Terminal; and it is further

RESOLVED, that the form of all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

MILITARY OCEAN TERMINAL AT BAYONNE - MEMORANDUM OF UNDERSTANDING WITH THE BAYONNE LOCAL REDEVELOPMENT AUTHORITY

It was recommended that the Board authorize the Executive Director to enter into a Memorandum of Understanding (MOU) with the Bayonne Local Redevelopment Authority (BLRA), which formalizes the Port Authority's relationship with the BLRA with regard to the Military Ocean Terminal at Bayonne (MOTBY). Among other provisions, the MOU: (i) commits the Port Authority to provide technical assistance and technical information on port development issues to the BLRA; (ii) commits the BLRA to reserve approximately 200 acres of MOTBY for future maritime uses; and (iii) provides that the Port Authority and BLRA will use best efforts to complete the Scope of Services for the preparation of a joint plan for maritime use at MOTBY in approximately six months from execution of the MOU.

Entering into an MOU would allow the Port Authority and the BLRA to jointly develop plans for a mixed maritime use at the site and to progress towards obtaining the right, but not the obligation, for the Port Authority to lease areas of MOTBY designated by the joint plan for maritime use.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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 Memorandum of Understanding (MOU) with the Bayonne Local Redevelopment Authority (BLRA), which formalizes the Port Authority's relationship with the BLRA with regard to the Military Ocean Terminal at Bayonne (MOTBY). Among other provisions, the MOU: (i) commits the Port Authority to provide technical assistance and technical information on port development issues to the BLRA; (ii) commits the BLRA to reserve approximately 200 acres of MOTBY for future maritime uses; and (iii) provides that the Port Authority and BLRA will use best efforts to complete the Scope of Services for the preparation of a joint plan for maritime use at MOTBY in approximately six months from execution of the MOU; and it is further

RESOLVED, that the form of all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

RED HOOK CONTAINER TERMINAL - AUTHORIZATION TO CONTINUE THE BARGE PROGRAM

The Red Hook Barge Program (Barge Program) has been supported in part by the Port Authority since the Gowanus Expressway Reconstruction Program began in 1991. It was designed to maintain the 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 Barge Program. In September 1993, the Board authorized the Port Authority's continued participation in the Barge Program and has continued to authorize expenditures to support the ongoing operations of the Barge Program.

At its March 1997 meeting, the Board authorized \$18.5 million in operating funds through the year 2001. Together with an earlier authorization of \$1.5 million, a total of \$20 million in operating funds was made available. \$5.5 million was expended in 1997 and \$5.2 million in 1998 to operate the barge. While container volume on the Red Hook Barge is expected to grow in 1999, the expenses should stabilize as the cost per box decreases with the implementation of a modernized barge system in the third quarter. Port Authority contributions to operating expenses in 1999 are anticipated to be \$3.1 million.

To date, the Port Authority has authorized \$30.4 million in operating assistance, including New York State Bank I funds of \$2.1 million. In addition, the Port Authority has received New York State Congestion Mitigation and Air Quality Management (CMAQ) funds in the amount of \$2.3 million and New Jersey State CMAQ funds in the amount of \$849,000 for operating expenses.

In January 1998, the Board authorized the payment of up to \$3.3 million over twelve months for interim expenses incurred by the barge operator before the new barge was in service. The interim term expired in June 1999 and all but \$465,000 of the \$3.3 million of the interim funding has been spent. The new barge system is expected to be in service in September 1999.

The barge is operated by American Import-Export Trucking Company, a subsidiary of American Stevedoring, Inc. (ASI), the lessee of the Red Hook Container Terminal, under an agreement with the Port Authority. Continued participation in, and funding for, the Barge Program will support the ongoing tenancy of ASI at the Red Hook Container Terminal and assist New York State in realizing its economic development and air quality goals.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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: expend \$3.1 million

of Port Authority funds for the operation of the Red Hook Barge Program in 1999; extend the term of the interim expense funding previously authorized by the Board until the authorized amount of \$3.3 million is expended, and; enter into such agreements as he shall deem necessary with American Import-Export Trucking Company, the barge operator, to continue the operation of the Red Hook Barge during 1999; the form of the agreements in connection with the foregoing shall be subject to the approval of General Counsel or his authorized representative.

PORT NEWARK/RED HOOK CONTAINER TERMINAL TRANS-HARBOR FREIGHT SERVICE - PURCHASE OF EQUIPMENT AND ACCEPTANCE OF GRANT FUNDS

Barge service between the Red Hook Container Terminal and the Port Newark/Elizabeth marine terminals began in October 1991 as an effort to arrest a volume decline at the Red Hook terminal attributed to deteriorating landside transportation access due to the Gowanus Expressway reconstruction. Since 1991, the Board has authorized operating funds totaling \$30.4 million. In addition, the Port Authority has received approximately \$3.2 million in Congestion Mitigation and Air Quality (CMAQ) funds from the United States Department of Transportation allocations to the States of New York and New Jersey, as well as \$2.1 million from the Regional Economic Development Program, for operating expenses.

Since 1993, various CMAQ applications have been submitted based on changes in a proposed barge service improvement project's scope and cost. The current estimated total cost, including engineering and overhead, is \$12.8 million. The Port Authority has been granted CMAQ capital funds by the New York State Department of Transportation of \$5,421,600. CMAQ evolved from the Intermodal Surface Transportation Efficiency Act (ISTEA) of 1991. The New Jersey State Department of Transportation is contributing \$1,680,000 from its Transportation Trust Fund. The Port Authority has also obtained federal grants of \$1,600,000 from the Surface Transportation Project (STP) and \$1,874,400 from the Transportation Equity Act for the 21st Century (TEA-21) programs. TEA-21 funds will be reimbursed in annual payments through October 2003. These programs, totaling \$10,576,000, provide sufficient federal and state funding to complete the improvement project, with the required 20 percent local match of \$2,224,000 to be provided by the Port Authority.

In September 1993, the Board authorized \$1.1 million toward our local match, followed by another \$620,000 at the December 1996 Board meeting, based on an estimated total project cost of \$8.6 million. In March 1997, the Board authorized an additional \$1.723 million capital expenditure for the Red Hook Barge in order to assure that the project could be completed if additional funding from CMAQ grant programs was not received above the \$5,156,000 allocated at that time. These three separate actions of the Board brought the total Port Authority authorized capital expenditure to \$3.443 million. The total cost for the new Red Hook Barge system has now increased to \$12.8 million. Federal and state funding has increased to \$10.576 million, requiring only \$2.224 million in Port Authority local match (20 percent) funds. This leaves \$1.219 million from the Port Authority's \$3.443 million authorized capital presently uncommitted.

The barge service is currently operated by American Import-Export Trucking Company, a subsidiary of American Stevedoring, Inc., the lessee of the Red Hook Container Terminal, under an agreement with the Port Authority.

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

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to solicit bids, enter into agreements and award contracts to purchase two container barges and two mobile harbor cranes estimated at \$12.8 million and take such actions with respect to the award of contracts as he deems in the best interest of the Port Authority, including award to the lowest qualified bidder who, in his opinion, is qualified by reason of responsibility, experience and capacity and whose bid price the Executive Director deems reasonable; reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or contractors as deemed in the best interest of the Port Authority; and execute such other contracts and supplemental agreements with such bidders and contractors as he shall deem in the best interest of the Port Authority, and order extra work (if necessary) in connection with each contract and supplemental agreement; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into grant agreements with the New York State Department of Transportation and the New Jersey State Department of Transportation and accept approximately \$10.576 million as reimbursement for the above-described purchases from the New York Congestion Mitigation and Air Quality, New Jersey Transportation Trust Fund, Surface Transportation Project and under the Transportation Equity Act for the 21st Century programs; and it is further

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

**PORT NEWARK AND ELIZABETH-PORT AUTHORITY MARINE TERMINAL -
SEA-LAND SERVICE, INC. AND MAERSK, INC. - NEW MARINE
TERMINAL LEASE**

Presentations have been made to the Board, from time to time, reporting on the progress of a lease agreement with Sea-Land Service, Inc. (Sea-Land) and Maersk, Inc. (Maersk) or a company jointly formed and owned by them, for a marine terminal at Port Elizabeth and surrender agreements with existing lessees at Port Newark and the Elizabeth-Port Authority Marine Terminal, and other contracts and agreements, including the creation of a new ExpressRail facility and other terminal facilities, on such terms as are necessary to effectuate the same, and to authorize a project for infrastructure improvements at the facility in connection therewith.

The proposed lease agreement now under discussion with Sea-Land and Maersk would cover approximately 350 acres, in its final configuration, at the Elizabeth-Port Authority Marine Terminal and would be for a term of approximately thirty years. The lease would contain fixed ground rentals as well as a rental based upon throughput cargo with specified minimums. In addition, the lease would provide for a port-wide cargo guarantee of Sea-Land/Maersk's own cargo, again with specified minimums. Presently under discussion as Port Authority options, in the event these guarantees are not met, are termination and/or increased ground rental. As part of the guarantees, provisions are also under discussion which would limit Sea-Land/Maersk's ability to transfer its interest in the terminal.

The Commissioners of the Port Authority wish to formally recognize the great importance of this project to the transportation needs of the region; to direct Port Authority staff to continue the negotiation and planning with respect to the new Sea-Land/Maersk terminal and other agreements and projects referred to above; and to affirm their intention, upon the completion of such planning and negotiation, to authorize the Executive Director to enter into the leases, contracts and other agreements necessary to their fulfillment.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Chasanoff, Donovan, Eisenberg, Gargano, Kalikow, Martini, Philibosian, Sartor, Schweitzer, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director and staff be and they hereby are directed to proceed with the full negotiation and planning of the foregoing projects and agreements and, when the same are substantially complete, to report and describe the same to the Board for consideration and action with staff, on a current basis, to advise the Chairman and Vice-Chairman on progress and advise them promptly of any obstacles to completion.

PORT NEWARK - BEAZER EAST, INC. - ENVIRONMENTAL REMEDIATION

It was recommended that the Board authorize the Executive Director to enter into an agreement with Beazer East, Inc. (Beazer) and possibly, associated entities, and to execute related documents, including a release or releases, to facilitate the remediation of a contaminated site at Port Newark and return the site to a condition suitable for marine terminal use.

Beazer, formerly Koppers Company, Inc., began operations prior to the Port Authority's lease of Port Newark in 1948 from the City of Newark and ceased operations in 1991. Beazer's operation of a wood treatment plant on approximately eight acres at Port Newark contaminated the site. In 1988, Beazer Materials and Services, Inc. (BMS) sold Koppers Company, Inc. to Pittsburgh Acquisition Company, changing the name to Koppers Industries, Inc. (Koppers). As part of this transaction, the Koppers lease with the Port Authority for the approximately eight-acre site at Port Newark was assigned to the new company and BMS, Inc., now Beazer East, Inc., retained environmental remediation obligations on the site. Under the Environmental Conservation and Recovery Act, BMS, Inc. and Koppers entered into an Administrative Consent Order (ACO) with the New Jersey Department of Environmental Protection (NJDEP) that obligated them in the future to delineate on-site and off-site contamination which may have occurred as a result of discharges on the site and perform the necessary remediation. In 1991, Koppers' lease expired and it ceased operations at the site. However, the Port Authority continued to accrue rent bills for Beazer's account pending the site investigation and development of a remediation plan. To date, approximately \$1.5 million in rental damages has accrued.

It is expected that NJDEP will soon approve a clean-up plan or plans submitted by Beazer for soil treatment to a non-residential standard. NJDEP will incorporate comments of the United States Environmental Protection Agency, which also is exercising oversight of Beazer's remediation under the authority of the Hazardous and Solid Waste Amendments of the Resource Conservation and Recovery Act. As a condition of the use of a non-residential soil remediation standard, involving engineering controls, NJDEP will require that the City of Newark, as owner of the property, consent to the recording of a Deed Notice informing prospective users that contamination exists on the property that statutorily restricts use of the site. This plan calls for remediation of the site, treatment of soils and/or removal of hazardous material, and will require the maintenance of an asphalt cap. Beazer will construct additional improvements to the site necessary to utilize the area for port operations. Beazer will also be obligated to monitor, over a period of time as required by NJDEP, the ground water in the area. Port Authority and City of Newark staff concur that the plan for remediation is acceptable. However, the Newark City Council must adopt an ordinance authorizing an agreement with the Port Authority and City officials to execute the Deed Notice for the Koppers site at Port Newark. Staff intends to brief the City of Newark administration on the proposed agreement with Beazer.

The terms of the proposed agreement with Beazer and possibly, with associated entities, include, among other matters, the following:

- 1) Beazer will perform environmental remediation at and in the vicinity of its former leasehold in accordance with the Remedial Action Work Plan or Plans approved by NJDEP.
- 2) Beazer will construct additional improvements to the site, including installation of asphalt paving, lighting poles and conduits, water lines, fire hydrants, and drainage and storm sewer connections to the existing system and pay the Port Authority \$375,000 in settlement of claims the Port Authority may have for rental damages, and future contaminated soil disposal costs related to site improvements.
- 3) Beazer will agree to be responsible in accordance with applicable law and the ACO for remediation of soil contamination and groundwater contamination, including on-site and off-site contamination, and to assume liability for natural resource damage claims, if any; and nothing in the agreement is intended to be or shall be deemed to be an indemnification by the Port Authority of Beazer for its costs in connection with such matters, which Beazer agrees to be responsible for or assume liability for.
- 4) Under this agreement, the Port Authority will release Beazer from the Port Authority's rental damage claims, and certain other claims which the Port Authority may have against Beazer, e.g., regarding the soil remediation of the premises and premises in the vicinity thereof. Also, the Port Authority will agree with Beazer that the site will remain in non-residential use in accordance with New Jersey statutory restrictions while the Port Authority leases or otherwise controls the site, except that if it is required by law that the site be remediated to a residential standard, Beazer will be fully responsible for all costs thereof.
- 5) The Port Authority will maintain an asphalt cap over the site and accept the risk of excess costs associated with disposal of soil in the future as a result of development.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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 an agreement with Beazer East, Inc. and possibly, associated entities and execute related documents, including a release or releases, to facilitate the environmental remediation of approximately eight acres of property at Port Newark in accordance with a plan or plans approved by the New Jersey Department of Environmental Protection; and it is further

RESOLVED, that the form of all documents necessary to effectuate the foregoing shall be subject to approval of General Counsel or his authorized representative.

ALL FACILITIES - NYTP, INC. - REVISED AUTHORIZATION - INSTALLATION AND OPERATION OF A WIRELESS TELECOMMUNICATIONS NETWORK ACCESS SYSTEM

It was recommended that the Board amend its prior authorization of December 1998 to authorize the Executive Director to enter into an exclusive fifteen-year agreement with an entity controlled by the principals of NYTP, Inc. (NYTP) to finance, construct and manage a Wireless Telecommunications Network Access System (the Network) at major Port Authority facilities.

In December 1998, the Board authorized the Executive Director to enter into an agreement with NYTP regarding the Network. Following the Board's approval, but prior to consummation of an agreement, reductions in wireless carrier capital budgets and in wireless carrier charges to their customers prompted NYTP to develop a more flexible Network and a less costly fee schedule for subscribing wireless carriers.

NYTP will construct a shared-use telecommunications platform that will offer all interested wireless telecommunications carriers the ability to provide their customers with radio signal coverage inside major Port Authority facilities.

Under the agreement, NYTP will fund the construction of the Network at the Holland and Lincoln Tunnels and at LaGuardia Airport, John F. Kennedy International Airport and Newark International Airport at NYTP's own risk and expense. NYTP will construct the Network at additional Port Authority facilities based on wireless carrier demand. Subscribing wireless carriers will make minimum payments to NYTP with additional payments to be based on usage volumes. NYTP will contract with qualified telecommunications and engineering firms to implement the Network.

The base term of the agreement with NYTP is fifteen years, with NYTP having the option to extend the agreement for an additional ten-year term. During the term of the agreement, NYTP will pay the Port Authority a minimum fee and percentage fees in excess of the minimum fee. In addition, NYTP will pay a share of its revenues from non-exclusive in-building wireless services at the World Trade Center and at possible additional facilities.

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

RESOLVED, that the Executive Director be and he hereby is authorized, for on and behalf of the Port Authority, to enter into an agreement with an entity controlled by the principals of NYTP, Inc. on the terms and conditions set forth in its prior authorization of December 1998 and amended and supplemented as outlined to the Board, and to enter into such other related agreements as may be necessary or appropriate to effectuate the transaction described above; and it is further

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

**GEORGE WASHINGTON BRIDGE BUS STATION – OPTION/LEASE AGREEMENT
WITH McCANN REAL EQUITIES MANAGEMENT LLC FOR THE
DEVELOPMENT OF A MULTIPLEX MOVIE THEATER ABOVE THE BUS
STATION**

It was recommended that the Board authorize the Executive Director to enter into an option/lease agreement (the Lease) with McCann Real Equities Management LLC (McCann) covering the construction and operation of a multiplex movie theater facility consisting of approximately 54,000 square feet of rooftop space on the rear deck of the George Washington Bridge Bus Station, plus air rights, and approximately 6,000 square feet of space on the street level of the George Washington Bridge physical plant building, on a platform to be constructed over the approach to the George Washington Bridge, substantially in accordance with the terms and conditions outlined to the Board.

Before proceeding with any significant investment, McCann has requested an option period of six months to study the operational and economic feasibility of implementing the project. McCann would pay the Port Authority a basic option fee of \$15,000 for the option period, during which the Port Authority and McCann would negotiate the terms of a proposed lease agreement incorporating the business terms presented to the Board, and the Port Authority would review the proposed design of the facility for structural integrity, safety, code compliance, and compatibility with other operations being conducted at the George Washington Bridge Bus Station. In addition, McCann would pay the Port Authority an additional option fee of \$100,000 which will be refunded to McCann in the event that: (i) the Port Authority should determine that the implementation of the project planned submitted by McCann is technically or operationally not feasible; (ii) McCann submits independent evidence reasonably satisfactory to the Port Authority that the cost of implementing the project will exceed \$20 million; or (iii) McCann executes a lease with the Port Authority covering of the implementation of the project plan and deposits with the Port Authority the security deposit described therein. If, in the opinion of the Port Authority, the project is technically feasible, and final lease terms are agreed to by both parties, the lease would be for a term commencing on or about the expiration of the option period, and expiring on the day preceding the fortieth anniversary of the date payment of rental commences under the lease, with McCann having the right to extend the term for two additional ten-year periods at the greater of then current fair rental value of the premises or 110 percent of the basic rental, and, if applicable, the additional basic rental, payable by McCann at the expiration of the initial term of the letting. McCann will pay a graduated basic rental for the premises during the initial term of the letting at an annual rate which will start at \$350,000 per annum. In the event that the portion of the theater facility constructed over the rear deck of the Bus Station contains more than one story, McCann would pay an additional basic rental. McCann will also pay a percentage rental as provided in the Lease. Payment of rental under the Lease will commence no later than eleven months from the commencement date of the term of the letting under the Lease or upon the commencement of business operations in the premises, whichever occurs first. McCann will install all improvements, fixtures and equipment required for its operations in the premises at its sole cost and expense. McCann will be granted the right to mortgage the leasehold in order to finance the project. The Port Authority will be entitled to a fee of \$100,000 each time McCann refinances its mortgage during the term of the letting for an amount in excess of its initial development costs. McCann will be required to sublet the theater facility to an operator which has national experience in the operation of similar facilities.

A brokerage commission in the amount of \$200,000 will be payable to Robert Greenstone Realty Corporation on account of this transaction, in the event the Lease is entered into.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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 an option/lease agreement with McCann Real Equities Management LLC at the George Washington Bridge Bus Station, 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.

GEORGE WASHINGTON BRIDGE BUS STATION - HEALTH SERVICES ASSOCIATES, INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Health Services Associates, Inc. (Health Services) covering approximately 3,780 square feet of space at the George Washington Bridge Bus Station (GWBBS) for use as a medical practice facility, substantially in accordance with the terms and conditions outlined to the Board.

One of the principals of Health Services currently operates two multi-specialty health facilities in Brooklyn and one in Manhattan. Health Services will invest more than \$400,000 to improve the space, located in a low-traffic area of the lower level of the GWBBS which has remained vacant for approximately ten years.

The proposed agreement will provide for a 10-year 6-month term to commence upon delivery of the space on or about September 1, 1999. Health Services will have an option to renew the lease for an additional five-year period at fair market value, but not less than 125 percent of the rent paid in the tenth annual period of the original term. The Port Authority will retain the right to terminate the lease at any time on thirty days' notice, and upon the exercise of such right would be obligated to reimburse Health Services for its unamortized initial capital investment to the extent such investment does not exceed \$500,000. The proposed agreement will provide for a 180-day free rent period for construction upon lease commencement and a construction allowance of \$20 per square foot. The aggregate basic rental over the initial ten-year six-month term is approximately \$590,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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 lease agreement with Health Services Associates, Inc. covering the letting of approximately 3,780 square feet of space at the George Washington Bridge Bus Station, substantially in accordance with the terms outlined to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

THE TELEPORT – THE NICOTRA GROUP, LLC – LEASE AGREEMENT AND CONSTRUCTION OF A NEW OFFICE BUILDING

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with The Nicotra Group, LLC (Nicotra) covering the letting of approximately 9.1 acres of vacant land at the Teleport for the construction and operation of an office building containing approximately 160,000 rentable square feet of space, substantially in accordance with the terms and conditions outlined to the Board.

The principal of Nicotra is a major developer of commercial property along South Avenue, the primary access road to the Teleport. Nicotra plans on investing approximately \$25 million to construct a commercial office building at the Teleport which will house approximately 750 employees.

The Lease would be for a term commencing on or about September 1, 1999 and would expire March 30, 2024, with Nicotra to have the right to extend the term of the letting in the event the lease between the Port Authority and the City of New York covering the Teleport is extended. Nicotra will pay a graduated basic rental for the premises aggregating approximately \$9.8 Million over the term of the Lease, plus a percentage rental as provided in the Lease. Payment of rental under the Lease will commence on the second anniversary of the commencement date of the letting. The Lease will permit Nicotra to construct the building in two stages, and in such event the rentals will be adjusted pro rata, and rental as to the first stage will commence on the second anniversary of the commencement date of the letting and rental as to the second stage will commence on the fourth anniversary of the commencement date of the letting. The Tenant will have the right to transfer, assign, and sublet the premises to third parties and to mortgage the leasehold. In the event of an assignment of the Lease, or a refinancing of the leasehold mortgage, Tenant will pay the Port Authority 15 percent of the net proceeds, as defined in the Lease, of the assignment or refinancing. Nicotra will pay its proportionate share of the actual increases of common Teleport operation and maintenance expenses over the base year in which construction of the building, or the first stage thereof, as the case may be, is completed, subject to minimum and maximum limitations on such payments as set forth in the Lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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 an agreement with The Nicotra Group, LLC at the Teleport, 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.

**LINCOLN TUNNEL – PROPERTY EXCHANGE WITH TOWNSHIP OF
WEEHAWKEN, NEW JERSEY**

It was recommended that the Board: (1) find and declare as surplus a portion of a triangular piece of property south of the Lincoln Tunnel Toll Plaza which contains the footprint of the Firehouse Building because it is no longer required by the Port Authority for the purpose for which it was acquired; and (2) authorize the Executive Director to execute and accept deeds and enter into leases and other agreements with the Township of Weehawken, New Jersey (Weehawken), and other third parties, to effectuate: (i) the transfer to Weehawken, at no cost, of the surplus parcel (Firehouse Building Parcel); (ii) the lease from Weehawken of one bay in the Firehouse Building Parcel for the storage of vehicles for the Lincoln Tunnel; (iii) the lease to Weehawken of the area surrounding the Firehouse Building Parcel for use as a parking area for Weehawken employees and as a playground; and (iv) the transfer from Weehawken to the Port Authority, at no cost, of a parcel of land improved by tennis and basketball courts (Tennis Parcel), no longer used by Weehawken, to house the Lincoln Tunnel's emergency generator.

The transfer of properties will enable the respective entities to conduct their operations more efficiently. The Port Authority needs the Tennis Parcel to house and operate the Lincoln Tunnel's emergency generator, which will enhance safe and efficient operation of the Tunnel. Weehawken needs fee ownership of the Firehouse Building Parcel to receive funding and to participate in the North Hudson Regional Fire and Rescue District reorganization, together with the municipalities of North Bergen, West New York, Union City and Guttenberg.

Weehawken will release the Port Authority from any environmental claims and the Port Authority will be indemnified by Weehawken against any environmental claims related to the above sites.

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

RESOLVED, that it is hereby found and determined, effective upon delivery of the deed, that the real property described below, being a portion of a triangular parcel of land south of the Lincoln Tunnel Toll Plaza improved by a Firehouse Building located in a portion of Lot 2 in Block 13, is surplus and is no longer required for the purpose for which it was acquired:

Firehouse Building Parcel

Beginning at a point on the northwesterly corner of the face of a firehouse building located on tax block 35, in a portion of lot 2 in the Township of Weehawken, County of Hudson, State of New Jersey, more particularly bounded and described as follows:

1. S 76° - 53' - 10.5" E along the northerly face of said building and parallel to the northerly right of way line of 19th Street 70.08 feet to a point in the northeasterly corner of said building; thence

2. S 31° - 17' - 45.8" E, 3.19 feet in the northeasterly corner and along the face of said building to a point on the easterly side of said building; thence

3. S 13° - 08' - 02.2" W along the easterly face of said building and parallel to the westerly right of way line of Park Avenue 55.20 feet to a point in the southeasterly corner of said building; thence

4. S 56° - 51' - 48" W, 3.13 feet in the southeasterly corner and along the face of said building to a point on the southerly side of said building; thence

5. N 76° - 52' - 53.3" W along the southerly face of said building and parallel to the northerly right of way line of 19th Street 70.08 feet to a point in the southwesterly corner of said building; thence

6. N 31° - 17' - 45.8" W, 3.19 feet in the southwesterly corner and along the face of said building to a point on the westerly side of said building; thence

7. N 13° - 08' - 02.2" E along the westerly face of said building and parallel to the easterly right of way line of Willow Avenue 55.20 feet to a point in the northwesterly corner of said building; thence

8. N 56° - 57' - 19.4" E, 3.13 feet in the northwesterly corner of said building and along the face of said building to the point and place of beginning; and it is further

RESOLVED, that (a) a map of the property be prepared; and (b) at the appropriate time, at the request of General Counsel or his authorized representative, the Chief Engineer will execute a certificate to be annexed to said map stating that the real property shown on said map is no longer required for the purpose for which it was acquired; such map to be filed in the Office of the Secretary of the Port Authority, and it is further

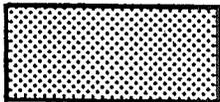
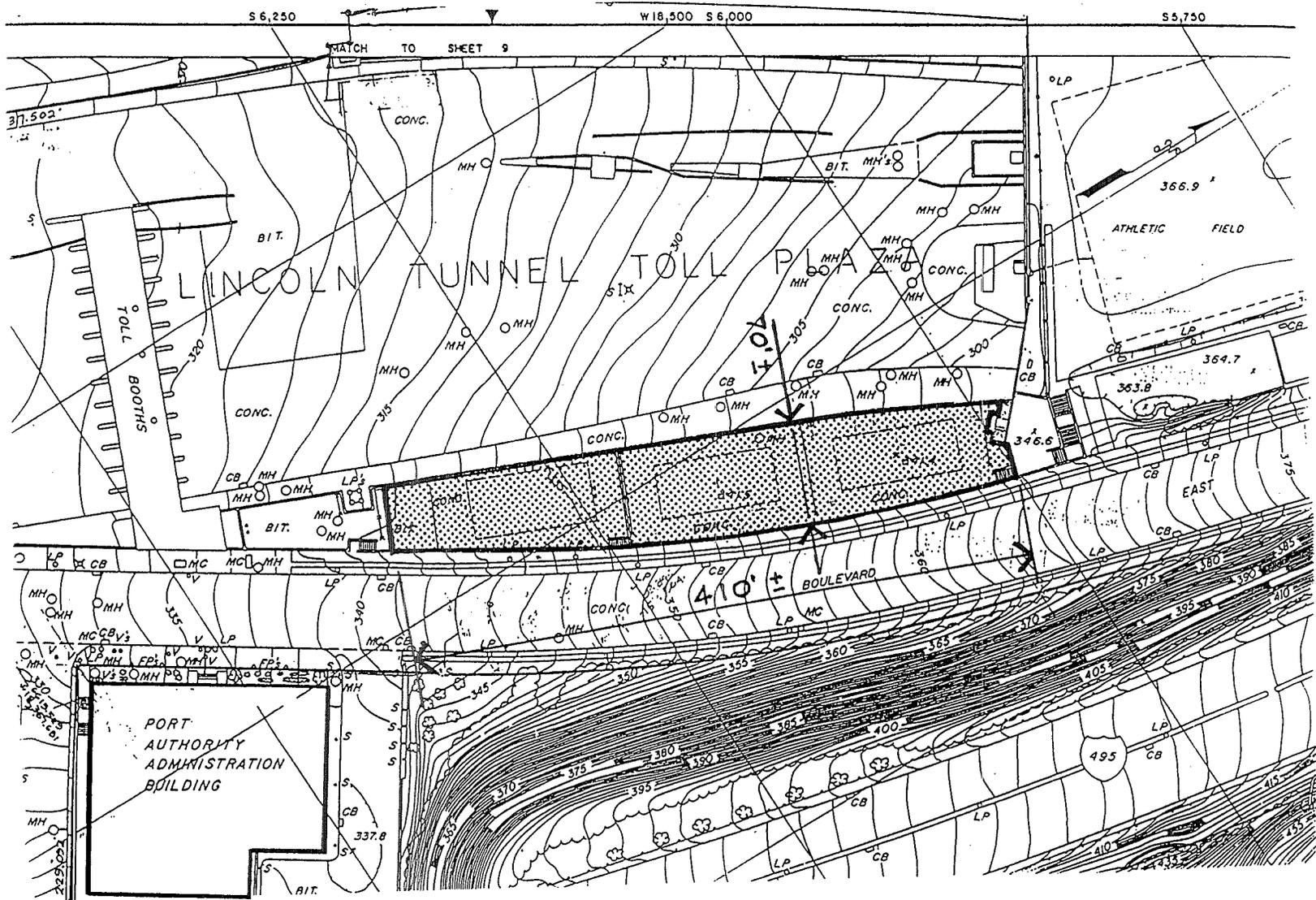
RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to execute and accept deeds and enter into leases and other agreements with the Township of Weehawken, New Jersey (Weehawken), and other third parties, to effectuate: (i) the transfer to Weehawken, at no cost, of the surplus parcel

(Firehouse Building Parcel); (ii) the lease from Weehawken of one bay in the Firehouse Building Parcel for the storage of vehicles for the Lincoln Tunnel; (iii) the lease to Weehawken of the area surrounding the Firehouse Building Parcel for use as a parking area for Weehawken employees and as a playground; and (iv) the transfer from Weehawken to the Port Authority, at no cost, of a parcel of land improved by tennis and basketball courts (Tennis Parcel), no longer used by Weehawken, to house the Lincoln Tunnel's emergency generator;

Tennis Parcel

(See attached Exhibit A, as representative of the Tennis Parcel, pending receipt of a survey reflecting actual metes and bounds), substantially in accordance with the terms and conditions outlined to the Board; and it is further

RESOLVED, that all documents which may be required to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.



INDICATES TENNIS PARCEL

EXHIBIT A

**PORT AUTHORITY SUPPORT OF THE NEW JERSEY DEPARTMENT OF
TRANSPORTATION APPLICATION FOR FEDERAL FUNDING FOR
COMMERCIAL VEHICLE INFORMATION SYSTEMS AND NETWORKS
(CVISN) - EXECUTION OF MEMORANDUM OF AGREEMENT**

In the Fall of 1998, the Federal Highway Administration (FHA) granted \$350,000 in Fiscal Year 1999 funds to New Jersey to assist in its Commercial Vehicle Information Systems and Networks (CVISN) efforts. The New Jersey Department of Transportation (NJDOT) is the leader in the development and implementation of CVISN in the State of New Jersey. As such, it assumed primary responsibility to the FHA in assuring that the State's Program is properly planned, organized and implemented. This includes establishing a framework for cooperation among appropriate public agencies and private industry. NJDOT has invited the Port Authority, the New Jersey Transit Corporation, the New Jersey Turnpike Authority, the New Jersey Highway Authority, the South Jersey Transportation Authority, and the New Jersey Department of Law and Public Safety to participate on the New Jersey CVISN Project team. Other public entities, the I-95 Corridor Coalition and TRANSCOM for example, will be kept informed and involved in the Program. Also, NJDOT is establishing cooperative relationships with the motor truck and motor coach industries, which are major stakeholders in the CVISN effort.

NJDOT has submitted an application for continued federal funding, under the Transportation Equity Act for the 21st Century legislation, and anticipates that the FHA will approve as much as \$2.6 million in Fiscal Year 2000 funds for eligible design and deployment activities consistent with CVISN Program requirements and system architecture. As part of the application process, NJDOT must submit to the FHA a Memorandum of Agreement (MOA) signed by participating project team agencies.

The MOA will permit the agencies to work together to establish an organizational framework for cooperative systems development and establish a CVISN system design that can evolve to include new technologies and capabilities and demonstrate safety information exchange, credentials administration and roadside electronic screening. The participants will update the New Jersey Intelligent Transportation Systems/Commercial Vehicle Operations Business Plan and CVISN Project Plan, complete technical training including deployment workshops, and maintain the conformance assurance process for CVISN capabilities and future enhancements as a mechanism to meet the Transportation Equity Act for the 21st Century requirements.

The proposed MOA sets forth a commitment of support and staff participation but does not require a commitment of funds. It is estimated that participation in the New Jersey CVISN Program will result in approximately 1,000 hours of Port Authority staff effort involved in CVISN training, workshops, meetings and design reviews.

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

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority to execute a Memorandum of Agreement with and among the New Jersey Department of Transportation, the New Jersey Transit Corporation, the New Jersey Turnpike Authority, the New Jersey Highway Authority, the South Jersey Transportation Authority, and the New Jersey Department of Law and Public Safety which: a) sets forth a commitment of those public organizations to work together toward improving the safety and productivity of commercial vehicles and drivers and reducing costs associated with commercial vehicle operations in the State of New Jersey, in the context of the Commercial Vehicle Information Systems and Networks (CVISN) component of the Intelligent Transportation Systems Deployment Program of the United States Department of Transportation, the Federal Transit Administration and Federal Highway Administration in accordance with the requirements of the Transportation Equity Act for the 21st Century; and b) sets forth a statement of support for the New Jersey Department of Transportation application for continued Fiscal Year 2000 Federal CVISN funding; and it is further

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

**NEW YORK STATE AND LOCAL EMPLOYEES' RETIREMENT SYSTEM –
CHAPTER 70 OF THE LAWS OF NEW YORK, 1999 – ADOPTION OF THE 1999
RETIREMENT INCENTIVE PROGRAM**

In June, legislation was adopted in New York (Chapter 70, Laws of New York, 1999 (the Legislation)) enabling employers participating in the New York State and Local Employees' Retirement System (the Retirement System), including the Port Authority, to adopt at their discretion a Retirement Incentive Program intended to enable the State of New York and other governmental employers to achieve economies, consolidation or abolition of functions, or curtailment of activities, by inducing eligible employees to retire at this time. Under the Legislation, a retirement incentive can be made available to non-police employees continuously employed since February 1, 1999, who are at least 50 years of age and have ten years of credited service (or 55 years of age with five years of service) or who are otherwise currently eligible to retire. This incentive is similar to those authorized and implemented by the Port Authority during 1995, 1996, 1997, and 1998. While the additional pension benefits are subject to reductions for those under 55 and to certain tax law restrictions and reductions, eligible employees who voluntarily choose to retire at this time would, generally, receive an additional one month of Retirement System credited service for each year of service up to a maximum additional Retirement System credit of three years. Employees eligible for any other lump sum retirement incentive payments (such as severance allowances) from the Port Authority would not be eligible for this Retirement System incentive unless they waive their eligibility for such lump sum payments.

The Legislation requires either the elimination of a number of positions within eligible titles equal to the number of eligible employees retiring with the incentive or a Port Authority plan showing savings over a two-year period of at least 50 percent of the base salary of each person retiring with the incentive. The Legislation provides that the period in which individual employees may elect to retire with the retirement incentive must be of no less than 30 and no more than 90 days' duration, and must not extend beyond December 31, 1999. Under the Legislation, the employer may elect to pay for the costs of this incentive in one installment or in five annual installments to be set by the Retirement System commencing during the Retirement System's fiscal year ending March 31, 2001.

Under the Legislation, targeted positions are those for which the abolition of a specified number of positions in the title would not, in the determination of the chief executive officer (here, the Executive Director),

- a. Directly result in a reduction of the level of service required or mandated to protect and care for clients of the state or a participating employer or to assure public health and safety;
- b. Endanger the health or safety of employees of the state or a participating employer; or
- c. Clearly result in a loss of significant revenue to the state or a participating employer or result in substantially increased overtime or contractual costs."

Titles may also be considered eligible if employees subject to layoff may be placed therein. Staff will seek to identify eligible job titles and positions meeting the requirements of the Legislation and the Port Authority's goals. Finally, the Executive Director would also have staff prepare a list of eligible titles and positions and a plan of savings, as described above, which might avoid some job eliminations.

In the interim, the Executive Director recommended that the Port Authority take the formal steps necessary to participate in the 1999 Retirement Incentive Program and that he be authorized to implement such a program, contingent on his determination following compilation of information by staff that such a program would be in the best interests of the Port Authority and achieve appropriate staff reductions, reorganization or economies. To provide for administrative procedures and planning in a timely fashion, the implementation of this program, should the Executive Director decide to pursue it, would be scheduled during the period from December 1, 1999, through December 31, 1999, inclusive. Under the Legislation, an agency's chief executive officer must advise the Retirement System prior to September 15, 1999, of the adoption of a resolution authorizing implementation of the program. Such resolution must be adopted prior to September 3, 1999.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, 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 perform all acts and to make any and all determinations necessary or appropriate in connection with the implementation, effectuation, administration, or any other aspect of a targeted retirement incentive program under Chapter 70 of the Laws of New York, 1999, including, without limitation, determining eligible titles (and the number of positions therein) to be covered by such program and the development of any compensation savings plan in connection therewith and, in this connection, and subject to approval as to form by General Counsel, to file any necessary or appropriate documents, affidavits, certifications and forms; and it is further

RESOLVED, that The Port Authority of New York and New Jersey does hereby elect to provide the benefits of Chapter 70 of the Laws of New York, 1999, commencing on December 1, 1999, for all eligible employees who retire with an effective date of retirement set during the thirty-one day period beginning with and immediately following the commencement date and who are otherwise eligible as specified by Chapter 70.

RETENTION OF INDEPENDENT AUDITORS

Under the By-Laws, the Audit Committee has the responsibility to recommend retention of independent auditors for designation by the Board to audit the accounts and financial statements of the Port Authority and its subsidiaries. The Audit Committee monitors the independent auditing function and decides annually the question of which firm to recommend to the Board for retention by the Port Authority and for what period of time in light of then-current circumstances.

Consistent with long-standing policy and after a full review and discussion of the performance of Deloitte & Touche LLP, the Audit Committee recommended that the Board designate Deloitte & Touche LLP as independent auditors to audit the accounts and financial statements of the Port Authority and its wholly owned subsidiaries for the year ending December 31, 1999, to perform an evaluation of the system of internal accounting controls, to perform a review of the Passenger Facility Charge Program and federal award programs, to provide other audit services, and to provide services requested in the disclosure process in connection with the issuance from time to time of Port Authority obligations.

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

RESOLVED, that Deloitte & Touche LLP be and it hereby is designated as independent auditors to audit the accounts and financial statements of The Port Authority of New York and New Jersey and its wholly owned subsidiaries for the year ending December 31, 1999; and it is further

RESOLVED, that, for the year ending December 31, 1999, Deloitte & Touche LLP be and it hereby is designated to perform an evaluation of the system of internal accounting controls, and to provide other audit services, including a review of revenue and cost computations relating to and under the terms of various lease agreements, such as those with the cities of New York and Newark, financial and statistical data reports submitted to the Federal Transit Administration, field work and financial disclosure requirements of the Single Audit Act of 1984 for recipients of federal financial assistance, and to participate as requested in the disclosure process in connection with the issuance from time to time of Port Authority obligations; and it is further

RESOLVED, that, for the year ending December 31, 1999, Deloitte & Touche LLP be and it hereby is designated to perform a review of the Passenger Facility Charge Program pursuant to the Aviation Safety and Capacity Expansion Act of 1990; and it is further

RESOLVED, that, in accordance with the By-Laws of the Port Authority, the matters of arranging for such services by the above-designated auditors and for monitoring the auditors' performance be and each hereby is referred to the Audit Committee.

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 May 1, 1999 to May 31, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND NAME OF CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENT
LT445	CONVERT GALVIN PLAZA LIGHTING	202,500 (A)	202,500 (A)
	LINCOLN TUNNEL	21,600 (C)	13,635 (C)
	J.G. SALAS & SONS INC.	12,150 (D)	-0- (D)
		236,250	216,135
HT400	REPLACEMENT OF SIGN BRIDGE NO.1	88,500 (A)	88,500 (A)
	NEW YORK EXIT PLAZA	5,310 (D)	5,310 (D)
	HOLLAND TUNNEL	2,090 (L)	2,090 (L)
	JANCO CONTRACTING CORP.	3,924 (M)	3,924 (M)
	99,824	99,824	
GWB330A	COMPLETION OF FENCING AND	164,500 (A)	164,500 (A)
	SITE IMPROVEMENTS	10,000 (C)	-0- (C)
	GEORGE WASHINGTON BRIDGE	9,900 (D)	7,190 (D)
	MACC CONSTRUCTION INC.	184,400	171,690
GWB383	NY & NJ TOWERS SECURITY FENCE	966,849 (A)	966,849 (A)
	AT UPPER LEVEL SIDEWALKS	130,000 (C)	2,181 (C)
	GEORGE WASHINGTON BRIDGE	48,435 (D)	16,492 (D)
	KARL KOCH ERECTING CO., INC.	350,000 (J)	374,000 (J)
		28,000 (K)	-0- (K)
		1,523,284	1,359,522
WTC992 074	CONCOURSE CIRCULATION	10,435,000 (A)	10,435,000 (A)
	IMPROVEMENTS PROJECT	575,000 (C)	575,000 (C)
	WORLD TRADE CENTER	1,044,000 (D)	1,015,527 (D)
	V.R.H. CONSTRUCTION CORP.	85,900 (E)	85,900 (E)
		625,000 (F)	625,000 (F)
		694,134 (G)	694,134 (G)
		55,530 (H)	-0- (H)
		165,000 (I)	251,586 (I)
		13,679,564	13,682,147

- (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 for an increase in the amount of \$85,900 for lump sum work authorized on 03/04/96.
- (F) Increase in net cost work in the amount of \$625,000 authorized on 07/31/96.
- (G) Supplemental Agreement No.2 for an increase in the amount of \$694,134 for lump sum work authorized on 09/12/96.
- (H) Supplemental Agreement No. 2 for an increase in the amount of \$55,530 for extra work authorized on 09/12/96.
- (I) Supplemental Agreement No. 2 for an increase in the amount of \$165,000 for net cost work authorized on 09/12/96.
- (J) Supplemental Agreement No. 1 for an increase in the amount of \$350,000 for net cost work authorized on 06/15/98.
- (K) Supplemental Agreement No. 1 for an increase in the amount of \$28,000 for extra work authorized on 06/15/98.
- (L) Increase in extra work in the amount of \$2,090 authorized on 04/20/98.
- (M) Increase in compensation pursuant to Emergency Delay clause as provided for in the contract.

(Board – 7/29/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period May 1, 1999 through May 31, 1999.

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.

(Board - 7/29/99)

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>
05/03/99	\$15,000,000	US T-NOTE	4.750%	02/15/04	98.09	--	5.203%	\$14,714,062.50	Morgan Stanley & Co.
05/03/99	25,000,000	US T-BILL	--	04/27/00	95.51	4.495%	4.717	23,876,250.00	Goldman, Sachs & Co
05/11/99	25,000,000	US T-BILL	--	04/27/00	95.58	4.520	4.741	23,895,111.10	Nesbitt Burns Securities
05/12/99	10,000,000	US T-NOTE	5.375	06/30/03	99.80	--	5.426	9,980,468.75	C.S. First Boston
05/17/99	10,000,000	US T-NOTE	5.000	04/30/01	99.49	--	5.275	9,949,218.80	Prudential Securities
05/17/99	25,000,000	GECC CP	--	07/12/99	99.25	4.830	4.934	24,812,166.68	General Electric Capital
05/18/99	10,000,000	US T-NOTE	5.375	06/30/03	99.25	--	5.579	9,925,000.00	Paribas Corporation
05/20/99	10,000,000	US T-NOTE	5.375	06/30/03	99.17	--	5.601	9,917,187.50	Prudential Securities
05/20/99	10,000,000	US T-NOTE	5.000	04/30/01	99.35	--	5.354	9,935,156.25	Nesbitt Burns Securities
05/20/99	20,000,000	FMCDN	--	08/19/99	98.79	4.800	4.926	19,757,333.34	Lehman Brothers
05/21/99	10,000,000	US T-NOTE	5.250	05/15/04	98.79	--	5.531	9,878,906.25	Morgan Stanley & Co

(Board - 7/29/99)

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>
05/21/99	\$ 25,000,000	US T-BILL	--	04/27/00	95.60	4.633%	4.858%	\$ 23,899,781.25	Goldman, Sachs & Co
05/21/99	25,000,000	GECC CP	--	06/21/99	99.59	4.800	4.887	24,896,666.68	General Electric Capital
05/25/99	25,000,000	US T-BILL	--	07/29/99	99.21	4.375	4.471	24,802,517.35	Paribas Corporation
05/25/99	25,000,000	US T-BILL	--	08/12/99	99.02	4.460	4.567	24,755,319.45	Prudential Securities
05/27/99	15,000,000	US T-NOTE	5.250%	05/15/04	99.10	--	5.458	14,865,234.38	Nesbitt Burns Securities
05/27/99	25,000,000	US T-BILL	--	05/25/00	95.30	4.645	4.882	23,825,847.23	Nesbitt Burns Securities
05/27/99	25,000,000	US T-BILL	--	05/25/00	95.34	4.610	4.844	23,834,694.45	Goldman, Sachs & Co
05/28/99	<u>10,000,000</u>	US T-NOTE	5.250	05/15/04	100.00	--	5.249	<u>10,000,000.00</u>	Morgan Stanley & Co
	<u>\$320,000,000</u>							<u>\$313,621,140.71</u>	

BEY - Bond Equivalent Yield

(Board - 7/29/99)

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>
5/14/99	\$ 10,000,000	US T-NOTE	5.375%	6/30/03	100.02	--	\$ 10,001,562.50	C.S. First Boston
5/19/99	10,000,000	US T-NOTE	5.375	6/30/03	99.48	--	9,948,046.88	Paribas Corporation
5/20/99	30,000,000	USTB (117S)	--	6/24/99	99.59	4.255%	29,875,895.82	Warburg Dillon Read LLC
5/20/99	30,000,000	USTB (116S)	--	6/24/99	99.59	4.255	29,875,895.82	Warburg Dillon Read LLC
5/20/99	25,000,000	USTB (114S)	--	6/24/99	99.59	4.255	24,896,579.85	Warburg Dillon Read LLC
5/24/99	10,000,000	US T-NOTE	5.375	6/30/03	99.38	--	9,937,500.00	C.S. First Boston
5/24/99	10,000,000	US T-NOTE	5.250	5/15/04	99.25	--	9,925,000.00	Nesbitt Burns Securities
5/27/99	<u>15,000,000</u>	US T-NOTE	5.250	5/15/04	99.25	--	<u>14,879,296.88</u>	Nesbitt Burns Securities
	<u>\$140,000,000</u>						<u>\$139,339,777.75</u>	

(Board - 7/29/99)

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>
Warburg Dillon Read LLC	05/03/99	05/04/99	\$19,743,000	4.870%	\$ 2,670.79
Warburg Dillon Read LLC	05/03/99	05/04/99	22,038,000	4.870	2,981.25
Warburg Dillon Read LLC	05/03/99	05/04/99	22,153,000	4.870	2,996.81
Lehman Brothers	05/03/99	05/04/99	32,000,000	4.950	4,400.00
Paribas Corporation	05/03/99	05/04/99	44,799,000	4.870	6,060.31
Paribas Corporation	05/03/99	05/04/99	49,430,000	4.870	6,686.78
Nesbitt Burns Securities	05/04/99	05/05/99	19,254,000	4.780	2,556.50
Nesbitt Burns Securities	05/04/99	05/05/99	21,322,000	4.780	2,831.09
Nesbitt Burns Securities	05/04/99	05/05/99	22,033,000	4.780	2,925.49
Lehman Brothers	05/04/99	05/07/99	24,656,250	4.640	9,684.43 *
Lehman Brothers	05/04/99	05/07/99	26,730,000	4.640	10,506.38 *

(Board - 7/29/99)

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>
Warburg Dillon Read LLC	05/04/99	05/05/99	\$35,000,000	4.740%	\$ 4,608.33
Paribas Corporation	05/04/99	05/05/99	45,805,000	4.780	6,081.89
Paribas Corporation	05/04/99	05/05/99	49,437,000	4.780	6,564.14
Paribas Corporation	05/05/99	05/06/99	590,000	4.720	77.36
Nesbitt Burns Securities	05/05/99	05/06/99	19,257,000	4.730	2,530.16
Nesbitt Burns Securities	05/05/99	05/06/99	21,332,000	4.730	2,802.79
Nesbitt Burns Securities	05/05/99	05/06/99	22,036,000	4.730	2,895.29
Warburg Dillon Read LLC	05/05/99	05/06/99	40,000,000	4.600	5,111.11
Paribas Corporation	05/05/99	05/06/99	44,811,000	4.720	5,875.22
Paribas Corporation	05/05/99	05/06/99	48,854,000	4.720	6,405.30
Deutsche Bank Securities	05/06/99	05/07/99	11,815,600	4.630	1,519.62

(Board - 7/29/99)

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>
Nesbitt Burns Securities	05/06/99	05/07/99	\$19,204,000	4.630%	\$ 2,469.85
Nesbitt Burns Securities	05/06/99	05/07/99	20,805,000	4.630	2,675.75
Nesbitt Burns Securities	05/06/99	05/07/99	22,028,000	4.630	2,833.05
Deutsche Bank Securities	05/06/99	05/07/99	32,352,000	4.630	4,160.83
Lehman Brothers	05/06/99	05/07/99	36,000,000	4.640	4,640.00 *
Paribas Corporation	05/06/99	05/07/99	49,450,000	4.630	6,359.82
Deutsche Bank Securities	05/06/99	05/07/99	50,648,400	4.630	6,513.95
Lehman Brothers	05/07/99	06/01/99	1,317,500	4.800	4,288.10 *
Nesbitt Burns Securities	05/07/99	05/10/99	19,206,000	4.600	7,362.30
Nesbitt Burns Securities	05/07/99	05/10/99	20,807,000	4.600	7,976.02
Nesbitt Burns Securities	05/07/99	05/10/99	22,031,000	4.600	8,445.22

(Board - 7/29/99)

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>
Warburg Dillon Read LLC	05/07/99	05/10/99	\$46,000,000	4.600%	\$ 17,633.33
Lehman Brothers	05/07/99	Open	46,995,000	Variable *	152,955.67 **
Deutsche Bank Securities	05/07/99	05/10/99	47,000,000	4.580	17,938.33
Deutsche Bank Securities	05/07/99	05/10/99	47,829,000	4.580	18,254.74
Paribas Corporation	05/07/99	05/10/99	49,456,000	4.580	18,875.71
Nesbitt Burns Securities	05/10/99	05/11/99	19,081,000	4.670	2,475.23
Nesbitt Burns Securities	05/10/99	05/11/99	20,547,000	4.670	2,665.40
Nesbitt Burns Securities	05/10/99	05/11/99	22,017,000	4.670	2,856.09
Paribas Corporation	05/10/99	05/11/99	25,906,000	4.680	3,367.78
Paribas Corporation	05/10/99	05/11/99	31,381,000	4.680	4,079.53
Paribas Corporation	05/10/99	05/11/99	37,578,000	4.680	4,885.14

(Board - 7/29/99)

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	05/10/99	05/11/99	\$48,000,000	4.660%	\$ 6,213.33
Banc One Capital Markets	05/10/99	05/11/99	49,475,000	4.650	6,390.52
Zions First National Bank	05/11/99	05/12/99	9,749,000	4.580	1,240.29
Nesbitt Burns Securities	05/11/99	05/12/99	18,994,000	4.600	2,427.01
Nesbitt Burns Securities	05/11/99	05/12/99	20,418,000	4.600	2,608.97
Nesbitt Burns Securities	05/11/99	05/12/99	22,016,000	4.600	2,813.16
Dresdner Kleinwort Benson	05/11/99	05/14/99	30,000,000	4.700	11,583.33 *
Paribas Corporation	05/11/99	05/12/99	32,982,000	4.600	4,214.37
Nesbitt Burns Securities	05/11/99	05/12/99	38,000,000	4.600	4,855.56
Paribas Corporation	05/11/99	05/12/99	49,481,000	4.600	6,322.57
Zions First National Bank	05/11/99	05/12/99	50,251,000	4.580	6,393.04

(Board - 7/29/99)

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	05/12/99	05/13/99	\$18,997,000	4.620%	\$ 2,437.95
Paribas Corporation	05/12/99	05/13/99	20,421,000	4.620	2,620.70
Paribas Corporation	05/12/99	05/13/99	22,019,000	4.620	2,825.77
Warburg Dillon Read LLC	05/12/99	05/13/99	22,815,000	4.600	2,915.25
Lehman Brothers	05/12/99	05/13/99	36,000,000	4.620	4,620.00
Paribas Corporation	05/12/99	05/13/99	38,000,000	4.620	4,876.67
Warburg Dillon Read LLC	05/12/99	05/13/99	49,487,000	4.600	6,323.34
Paribas Corporation	05/13/99	05/14/99	15,435,000	4.710	2,019.41
Paribas Corporation	05/13/99	05/14/99	18,885,000	4.710	2,470.79
Paribas Corporation	05/13/99	05/14/99	20,142,000	4.710	2,635.25
Paribas Corporation	05/13/99	05/14/99	21,201,000	4.710	2,773.80

(Board - 7/29/99)

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>
Nesbitt Burns Securities	05/13/99	05/14/99	\$21,823,000	4.700%	\$ 2,849.11
Paribas Corporation	05/13/99	05/14/99	23,565,000	4.710	3,083.09
Warburg Dillon Read LLC	05/13/99	05/14/99	38,000,000	4.750	5,013.89
Nesbitt Burns Securities	05/13/99	05/14/99	49,453,000	4.700	6,456.36
Lehman Brothers	05/14/99	05/17/99	247,500	4.730	97.56 *
Nesbitt Burns Securities	05/14/99	05/17/99	18,740,000	4.720	7,371.07
Nesbitt Burns Securities	05/14/99	05/17/99	19,974,000	4.720	7,856.44
Warburg Dillon Read LLC	05/14/99	05/17/99	20,113,000	4.710	7,894.35
Nesbitt Burns Securities	05/14/99	05/17/99	21,202,000	4.720	8,339.45
Paribas Corporation	05/14/99	05/17/99	33,336,000	4.710	13,084.38
Paribas Corporation	05/14/99	05/17/99	36,118,000	4.710	14,176.32

(Board - 7/29/99)

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	05/14/99	05/17/99	\$37,000,000	4.720%	\$ 14,553.33
Lehman Brothers	05/14/99	05/17/99	49,690,000	4.730	19,586.14 *
Warburg Dillon Read LLC	05/14/99	05/17/99	50,919,000	4.710	19,985.71
Zions First National Bank	05/17/99	05/18/99	11,620,000	4.960	1,600.98
Paribas Corporation	05/17/99	05/18/99	18,678,000	4.970	2,578.60
Paribas Corporation	05/17/99	05/18/99	19,482,000	4.970	2,689.60
Paribas Corporation	05/17/99	05/18/99	21,010,000	4.970	2,900.55
Lehman Brothers	05/17/99	05/18/99	26,000,000	4.990	3,603.89
Zions First National Bank	05/17/99	05/18/99	29,481,000	4.960	4,061.83
Dresdner Kleinwort Benson	05/17/99	Open	33,162,500	Variable *	64,805.05 **
Paribas Corporation	05/17/99	05/18/99	40,000,000	4.970	5,522.22

(Board - 7/29/99)

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	05/17/99	05/18/99	\$49,468,000	4.960%	\$ 6,815.59
Paribas Corporation	05/18/99	05/19/99	7,357,000	4.780	976.85
Warburg Dillon Read LLC	05/18/99	05/19/99	18,326,000	4.780	2,433.29
Warburg Dillon Read LLC	05/18/99	05/19/99	18,469,000	4.780	2,452.27
Warburg Dillon Read LLC	05/18/99	05/19/99	20,830,000	4.780	2,765.76
Greenwich Capital Mkts	05/18/99	05/19/99	29,491,000	4.780	3,915.75
Paribas Corporation	05/18/99	05/19/99	39,643,000	4.780	5,263.71
Warburg Dillon Read LLC	05/18/99	05/19/99	40,000,000	4.780	5,311.11
Greenwich Capital Mkts	05/18/99	05/19/99	50,966,000	4.780	6,767.15
Banc One Capital Markets	05/19/99	05/20/99	984,000	4.550	124.37
Warburg Dillon Read LLC	05/19/99	05/20/99	11,434,000	4.650	1,476.89

(Board - 7/29/99)

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	05/19/99	05/20/99	\$17,410,000	4.660%	\$ 2,253.63
Paribas Corporation	05/19/99	05/20/99	17,658,000	4.660	2,285.73
Paribas Corporation	05/19/99	05/20/99	20,339,000	4.660	2,632.77
Warburg Dillon Read LLC	05/19/99	05/20/99	29,500,000	4.650	3,810.42
Paribas Corporation	05/19/99	05/20/99	40,000,000	4.660	5,177.78
Banc One Capital Markets	05/19/99	05/20/99	47,016,000	4.550	5,942.30
Warburg Dillon Read LLC	05/19/99	05/20/99	49,693,000	4.650	6,418.68
Paribas Corporation	05/20/99	05/21/99	374,000	4.590	47.69
CIBC Oppenheimer	05/20/99	05/21/99	553,797	4.500	69.22 *
Banc One Capital Markets	05/20/99	05/21/99	5,911,000	4.470	733.95
Banc One Capital Markets	05/20/99	05/21/99	19,509,000	4.470	2,422.37

(Board - 7/29/99)

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	05/20/99	05/21/99	\$26,089,000	4.470%	\$ 3,239.38
Nesbitt Burns Securities	05/20/99	05/21/99	41,048,000	4.580	5,222.22
Paribas Corporation	05/20/99	05/21/99	42,557,000	4.590	5,426.02
Nesbitt Burns Securities	05/20/99	05/21/99	45,747,000	4.580	5,820.04
Warburg Dillon Read LLC	05/20/99	05/21/99	48,959,000	4.590	6,242.27
CIBC Oppenheimer	05/20/99	05/21/99	49,446,203	4.500	6,180.78 *
Paribas Corporation	05/20/99	05/21/99	49,660,000	4.590	6,331.65
Warburg Dillon Read LLC	05/20/99	05/21/99	51,041,000	4.590	6,507.73
Zions First National Bank	05/21/99	05/24/99	10,807,000	4.520	4,070.64
Zions First National Bank	05/21/99	05/24/99	12,919,000	4.520	4,866.16
Zions First National Bank	05/21/99	05/24/99	18,255,000	4.520	6,876.05

(Board - 7/29/99)

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>
Warburg Dillon Read LLC	05/21/99	05/24/99	\$27,000,000	4.480%	\$ 10,080.00
Zions First National Bank	05/21/99	05/24/99	34,144,000	4.520	12,860.91
Nesbitt Burns Securities	05/21/99	05/24/99	42,512,000	4.520	16,012.85
Lehman Brothers	05/21/99	05/24/99	44,831,250	4.520	16,886.44 *
Paribas Corporation	05/21/99	05/24/99	46,088,000	4.540	17,436.63
Paribas Corporation	05/21/99	05/24/99	49,536,000	4.540	18,741.12
Nesbitt Burns Securities	05/21/99	05/24/99	50,033,000	4.520	18,845.76
Paribas Corporation	05/24/99	05/25/99	5,829,000	4.680	757.77
Dresdner Kleinwort Benson	05/24/99	05/26/99	19,950,000	4.500	5,098.33 *
Lehman Brothers	05/24/99	05/25/99	28,000,000	4.590	3,570.00
Dresdner Kleinwort Benson	05/24/99	Open	39,300,000	Variable *	41,374.17 **

(Board – 7/29/99)

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	05/24/99	05/25/99	\$42,217,000	4.680%	\$ 5,488.21
Nesbitt Burns Securities	05/24/99	05/25/99	42,510,000	4.670	5,514.49
Warburg Dillon Read LLC	05/24/99	05/25/99	44,640,000	4.680	5,803.20
Paribas Corporation	05/24/99	05/25/99	47,614,000	4.680	6,189.82
Nesbitt Burns Securities	05/24/99	05/25/99	49,938,000	4.670	6,478.07
Warburg Dillon Read LLC	05/24/99	05/25/99	51,275,000	4.680	6,665.75
Greenwich Capital Mkts	05/25/99	05/26/99	41,343,000	4.550	5,225.30
Paribas Corporation	05/25/99	05/26/99	42,822,000	4.550	5,412.23
Warburg Dillon Read LLC	05/25/99	05/26/99	44,000,000	4.550	5,561.11
Paribas Corporation	05/25/99	05/26/99	46,114,000	4.550	5,828.30
Greenwich Capital Mkts	05/25/99	05/26/99	50,025,000	4.550	6,322.60

(Board - 7/29/99)

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>
Nesbitt Burns Securities	05/25/99	05/26/99	\$51,041,000	4.550%	\$ 6,451.02
Greenwich Capital Mkts	05/26/99	05/27/99	287,000	4.700	37.47
Paribas Corporation	05/26/99	05/27/99	318,000	4.710	41.61
Warburg Dillon Read LLC	05/26/99	05/27/99	41,000,000	4.720	5,375.56
Zions First National Bank	05/26/99	05/27/99	41,341,000	4.710	5,408.78
Paribas Corporation	05/26/99	05/27/99	41,489,000	4.710	5,428.14
Greenwich Capital Mkts	05/26/99	05/27/99	46,120,000	4.700	6,021.22
Paribas Corporation	05/26/99	05/27/99	49,713,000	4.710	6,504.12
Greenwich Capital Mkts	05/26/99	05/27/99	51,000,000	4.700	6,658.33
Greenwich Capital Mkts	05/27/99	06/01/99	1,294,000	4.780	859.07
Paribas Corporation	05/27/99	06/01/99	16,173,000	4.800	10,782.00

(Board - 7/29/99)

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	05/27/99	06/01/99	\$33,813,000	4.800%	\$ 22,542.00
Paribas Corporation	05/27/99	06/01/99	38,879,000	4.800	25,919.33
Nesbitt Burns Securities	05/27/99	05/28/99	41,000,000	4.800	5,466.67
Banc One Capital Markets	05/27/99	06/01/99	41,385,000	4.790	27,532.52
Banc One Capital Markets	05/27/99	06/01/99	46,126,000	4.790	30,686.60
Greenwich Capital Mkts	05/27/99	06/01/99	50,000,000	4.780	33,194.44
Greenwich Capital Mkts	05/28/99	06/01/99	23,000,000	4.700	12,011.11

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

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

(Board - 7/29/99)

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

Reverse Repurchase (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	05/04/99	05/07/99	\$26,730,000	4.450%	\$ 9,875.25
Lehman Brothers	05/04/99	05/07/99	24,656,250	4.490	8,924.19
Lehman Brothers	05/07/99	Open	48,312,500	Variable	142,588.98 *
Dresdner Kleinwort Benson	05/11/99	05/14/99	30,000,000	4.400	10,750.00
Lehman Brothers	05/14/99	05/17/99	49,937,500	4.230	17,602.97
Dresdner Kleinwort Benson	05/17/99	Open	33,162,500	Variable	56,928.96 *
CIBC Oppenheimer	05/20/99	05/21/99	50,000,000	4.250	5,902.78
Lehman Brothers	05/21/99	05/24/99	44,831,250	4.119	15,392.06
Dresdner Kleinwort Benson	05/24/99	05/26/99	19,950,000	4.250	4,627.29
Dresdner Kleinwort Benson	05/24/99	Open	39,300,000	Variable	22,925.00 *

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

(Board - 7/29/99)

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 May 1, 1999 through May 31, 1999, 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.

(Board - 7/29/99)

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, 1999 and May 31, 1999 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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, 1999 and May 31, 1999 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.

Whereupon, the meeting was adjourned.

Assistant Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, November 18, 1999

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, November 18, 1999, 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. Anthony J. Sartor
 Hon. Alan G. Philibosian
 Hon. James Weinstein

Robert E. Boyle, Executive Director
 Jeffrey S. Green, General Counsel
 Daniel D. Bergstein, Secretary

Kayla M. Bergeron, Director, Media Relations
 Bruce D. Bohlen, Treasurer
 Lillian C. Borrone, Director, Port Commerce
 Gregory G. Burnham, Chief Technology Officer
 Ernesto L. Butcher, Chief Operating Officer
 William J. Cahill, Principal Information Officer, Office of Corporate Communications
 Michael P. DePallo, Director/General Manager, PATH
 Karen E. Eastman, Assistant Secretary
 Michael S. Glassner, Executive Assistant to the Chairman
 Marylee Hannell, Executive Assistant to the Chief of Staff
 Howard G. Kadin, Attorney, Law
 Robert J. Kelly, Director, Aviation
 Louis J. LaCapra, Chief of Staff
 Stephen Marinko, Attorney, Law
 Charles F. McClafferty, Chief Financial Officer
 Allen M. Morrison, Supervisor, Media Relations, Office of Corporate Communications
 Catherine F. Pavelec, Executive Assistant to the Secretary
 Kenneth P. Philmus, Director, Tunnels, Bridges & Terminals
 Alan L. Reiss, Director, World Trade
 Cruz C. Russell, Director, Office of Policy and Planning
 Ronald H. Shiftan, Deputy Executive Director
 Douglas L. Smith, Acting Director, Budget
 Louis Venech, Senior Transportation Policy Manager, Office of Policy and Planning
 Christopher O. Ward, Chief of Corporate Planning and External Affairs
 Angela F. Wood, Special Assistant to the Executive Director
 Peter Yerkes, Press Secretary
 Margaret R. Zoch, Comptroller

NEW YORK

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

The public meeting was called to order by Chairman Eisenberg at 2:29 p.m. and ended at 2:46 p.m. The Board met in executive session on September 30, 1999 and prior to the public meeting. Vice-Chairman Gargano and Commissioner Race were present for today's executive session.

Action on Minutes

The Secretary submitted for approval Minutes of action taken at the Board's meeting of July 29, 1999. 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.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meetings on September 30, 1999 and November 18, 1999, which included discussion of internal audit and contract matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in executive session at its meetings on September 30, 1999 and November 18, 1999, which included discussion of 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 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 and Port Planning

The Committee on Capital Programs and Port Planning reported on matters discussed in executive session at its meetings on September 30, 1999 and November 18, 1999, which included a discussion of lease and 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 the report was received.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed at its meetings on September 30, 1999 and November 18, 1999, which included discussion of a project authorization for additional fuel tanks at Newark International Airport, an evaluation

of trial cathodic and material protection systems for the runway deck at LaGuardia Airport and a project authorization for roadway improvements for the east end of LaGuardia Airport. Following its public sessions, the Committee met in executive session to discuss contract matters. This report is 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, for information, on matters discussed in executive session at its meetings on September 30, 1999 and November 18, 1999, which included discussion of contract and lease 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.

Staff Report

A presentation was made by Cruz C. Russell, Director of Corporate Policy and Planning, on meeting future interstate capacity challenges, which included cost and scheduling updates on the Access to the Region's Core and Cross-Harbor Freight projects. The Chairman asked that staff continue to keep the Board apprised on these vital regional issues, as well as to continue to advance the Port Authority's agenda relative to the movement of people and goods.

The Chairman also recognized Robert Kelly, Director of Aviation, for his efforts related to the EgyptAir Flight 990 tragedy. He also noted that Bob was retiring at the end of the year and would be sorely missed.

NEWARK INTERNATIONAL AIRPORT – TERMINAL B ELECTRONIC CUSTOMER INFORMATION SYSTEM – PROJECT AUTHORIZATION AND SUPPLEMENT TO PERMIT NO. ANA/ASD-001 WITH SOCIETE INTERNATIONALE DE TELECOMMUNICATIONS AERONAUTIQUES

It was recommended that the Board authorize: (1) a project at Newark International Airport for the installation at Terminal B of an electronic customer information system, known as the AirportVision System, at an estimated total project cost of \$3.4 million; and (2) the Executive Director to (i) award Port Authority Contract EWR-154.203 for the modification of the infrastructure of Terminal B to accommodate the AirportVision System, and (ii) enter into a five-year supplemental permit agreement with Societe Internationale de Telecommunications Aeronautiques for the installation of equipment and software and the operation and maintenance of the AirportVision System.

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

RESOLVED, that a project at Newark International Airport for the installation at Terminal B of an electronic customer information system, known as the AirportVision System, including the purchase of equipment, cable plant, lighted electronic display (LED) and infrastructure modification, at an estimated total project cost of \$3.4 million, including payments to contractors, allowance for extra work, if necessary, and net cost work, engineering, administrative 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: (a) 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-154.203, for the infrastructure and design changes needed to accommodate the monitors and LED displays, at a total estimated contract price of \$1.2 million, to the lowest bidder 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 the contract, including supplemental agreements thereto; and (c) enter into such other agreements as may be necessary to effectuate the project; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a five-year

supplemental permit agreement with Societe Internationale de Telecommunications Aeronautiques concerning the installation of software, electronic equipment, LED system, and operation and maintenance of the AirportVision System in accordance with the terms and conditions outlined to the Board; and it is further

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

NEWARK INTERNATIONAL AIRPORT – SOUTH FUEL FARM - ADDITIONAL FUEL TANKS – PROJECT AUTHORIZATION

The South Fuel Farm at Newark International Airport (EWR), which stores aviation fuel to ensure a dependable supply, currently contains twenty-four aviation fuel storage tanks having a total capacity of approximately 10.2 million gallons and a usable capacity of approximately 9.2 million gallons. Based on current patterns of consumption, this capacity equates to approximately three days of aviation fuel inventory. The recent increase in aviation fuel usage at EWR, associated primarily with the growth of long-haul passenger traffic, requires an increase in storage capacity to a volume sufficient for five to seven days of airport operations. This project would accomplish this requirement by providing an additional ten million gallons of aviation fuel storage capacity.

This project would include the staged installation of a total of five, two million-gallon storage tanks and associated support systems including tank foundations, secondary containment dikes, piping for fuel, foam, sump and dike drainage, foam fire-suppression systems, cathodic protection systems, and access roadways and lighting. Certain environmental permits, approvals and certifications would be required. It is anticipated that the installation work would commence in the first quarter of 2000 and be completed in the second quarter of 2002. The cost of this project would be fully recoverable through the Fuel Fee component of the EWR Master Lease.

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

RESOLVED, that a project at Newark International Airport to expand the South Fuel Farm by installing five additional two million-gallon tanks providing an additional ten million gallons of aviation fuel storage, at a total estimated project cost of \$36.8 million including payments to contractors, allowances for extra work (if necessary) and net cost work, engineering, administrative 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 to the lowest 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; (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 other agreements, apply for environmental

permits and approvals, and execute related documents, 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.

JOHN F. KENNEDY INTERNATIONAL AIRPORT – GLOBAL REMEDIATION COST DISTRIBUTION AUTHORIZATION

It was recommended that the Board authorize the Executive Director to: (1) accept payments from the airlines operating at John F. Kennedy International Airport toward the costs of the current remediation project of, and prior remediation at, the bulk and satellite fuel farms at JFK; and (2) accept payments from Ogden New York Services, Inc. (Ogden) for its negotiated share of the costs of the current remediation project for the bulk and satellite fuel farms at JFK and its negotiated share of the cost of the remediation project at the former International Arrivals Building Ramp (Terminal 4) at JFK.

The Port Authority has been performing, and will be performing, remediation at the bulk and satellite fuel farms at JFK. Cost-sharing settlement discussions were held by the Port Authority with airlines operating at JFK. As a result of these cost-sharing settlement discussions, the airlines operating at JFK will make reimbursement payments to the Port Authority of up to \$28 million toward the costs of the current remediation project at the bulk and satellite fuel farms at JFK and toward the costs of prior remediation performed thereat by the Port Authority. The Port Authority would recover from the airlines operating at JFK the sum of the amounts of (a) plus (b) below for the JFK bulk and satellite fuel farm remediation, which amounts are to be paid through a per-gallon additional charge calculated on the into-plane fuel delivery to the airlines at JFK as follows:

- (a) \$10 million constituting one half of the \$20 million already expended by the Port Authority; plus
- (b) one-half of the current remediation project costs, estimated at \$28 million. However, the airlines would still be liable for 50 percent of any further remediation, currently unknown, that may be required for this project, up to a cap of \$18 million, through 2009.

The into-plane per gallon additional charge is calculated to be \$.00478. This calculation was based on 1999 estimated gallonage of 1.2 billion gallons and a total contribution by the airlines of approximately \$24 million, net of the sale of recovered fuel. The payment period will begin with the November 1, 1999 activity through December 31, 2003. If gallonage decreases, reimbursement by the airlines will be extended through 2004. Conversely, should gallonage increase, the airlines' reimbursement would terminate before December 31, 2003.

The airlines would be advised of this additional into-plane gallonage charge through a JFK Airport Manager's Bulletin. All revenues collected from other potentially responsible parties (with the exception of Ogden) will be shared 50/50 with the airlines (net of the Port Authority's expense). All revenues from the sale of fuel recovered from the current remediation project, if any, will be credited to the total current remediation project cost.

Cost-sharing settlement discussions were also held by the Port Authority with Ogden, the independent contractor which maintains the bulk and satellite fuel farms at JFK under Port Authority contract AY-412 and which operates the JFK fuel system and performs into-plane fuel delivery services at JFK under Port Authority contract AY-342. Ogden would pay to the Port

Authority a negotiated share of the costs of the current remediation project at the bulk and satellite fuel farms as well as a negotiated share of the cost of the remediation at the former International Arrivals Building ramp at JFK. Such contribution by Ogden toward the costs of the current remediation project and the remediation at the former International Arrivals Building Ramp (Terminal 4) will be subject to annual authorization by the Port Authority of contract extensions for AY-342 and AY-412 to be sought at a future date. Such contribution by Ogden would be as follows: (a) \$1 million to be paid by Ogden to the Port Authority in a lump sum upon execution of an extension to the AY-342 into-plane fueling contract; (b) \$200,000 payable to the Port Authority by Ogden on January 1st of each year (beginning in 1999 through January 1, 2003) contingent upon annual renewal of the AY-342 into-plane fueling contract; and (c) \$100,000 payable to the Port Authority by Ogden on January 1st of each year should AY-342 be extended or Ogden continue to provide fueling services from January 1st, 2004 through 2008, contingent upon the annual renewal of the AY-342 into-plane fueling contract.

Pursuant to the foregoing report, the following resolution was adopted with Directors Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 accept payments toward costs of remediation of the bulk and satellite fuel farms at John F. Kennedy International Airport (JFK) from the airlines operating at JFK 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 accept payments from Ogden New York Services, Inc. for its negotiated share of the costs of current remediation at the bulk and satellite fuel farms at JFK and its negotiated share of remediation costs at the former International Arrivals Building ramp (Terminal 4) at JFK, in accordance with the terms and conditions outlined to the board; and it is further

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

**JOHN F. KENNEDY INTERNATIONAL AIRPORT – AIRPORT ACCESS PROJECT –
PROPERTY ACQUISITION – BY EXERCISE OF THE POWER OF EMINENT
DOMAIN**

On May 9, 1996, the Board authorized a project (Project) for the implementation of an automated Light Rail System (LRS) between Jamaica and John F. Kennedy International Airport (JFK), a link between Howard Beach and JFK, and an LRS circulating within the Central Terminal Area. JFK suffers from a lack of public transportation options for access to the facility. In addition, the existing roadway system is unable to adequately address the need for on-airport circulation. The Project will provide connections to regional transportation hubs at the Long Island Railroad station in Jamaica as well as the New York City Transit Authority (TA) station in Howard Beach. The LRS will also provide stations on-airport, at the rental car facilities at Federal Circle, the Employee Long-term Parking Lot, and at the unit terminals for intra-airport transportation of airport customers and employees.

In requesting Project Authorization at the Board's May 9, 1996 meeting, staff noted that at the appropriate time, the Board would be asked to make the necessary findings and authorize acquisition of property interests by negotiation or condemnation.

The Council of the City of New York on June 7, 1999 passed a resolution authorizing various real estate transactions necessary to effectuate the Project. Additionally, the Federal Aviation Administration (FAA), after a court-ordered comment period as a result of suit brought by the Air Transport Association, on August 16, 1999, reauthorized the collection and use of Passenger Facility Charges for the Project. However, an appeal of the FAA's reauthorization was filed by the Southeast Queens Concerned Neighbors and the Committee for Better Transit, Inc. with the United States Court of Appeals for the Second Circuit. Nevertheless, it is staff's belief that ultimately the FAA's reauthorization will be affirmed. Consequently, in view of the Project schedule, staff is preparing to move the entire Project forward and has requested the Board to make the necessary determinations and findings and authorize acquisition of certain private property interests by negotiation or the exercise of the power of eminent domain.

The Right of Way (ROW) of the Project involves property interests claimed by private property owners, including an automobile service station, an Amoco Fuel station, and a parking lot, in the vicinity of the Jamaica Long Island Railroad Station.

Pursuant to the Board's resolution adopted at its meeting of September 24, 1998, staff has commenced negotiations for the acquisition of the three privately owned parcels of real estate and conducted a public hearing on September 16, 1999 in accordance with the New York State Eminent Domain Procedure Law (EDPL). Additionally, public hearings on the Project have been conducted before Community Boards 9, 10 and 12, the Queens Borough President, the City Planning Commission and the New York City Council. Counsel for the owners are arranging for appraisals to enable serious negotiations to ensue.

In view of the schedule of the Project, staff must prepare to acquire these private property interests by the exercise of the power of eminent domain in the event the property owners do not accept the Port Authority's offer of its highest approved appraisal and make a voluntary conveyance of their property to the Port Authority. The Port Authority is required to

make such offer by the EDPL before it seeks a judicial order, which would result in the vesting of title to the properties.

The EDPL Public Hearing

At the Public Hearing duly held on September 16, 1999 by the Port Authority pursuant to the EDPL, there were ten speakers or statements in favor of the Project, not including a Port Authority representative, and four speakers against. The record was kept open until 4:00 p.m., Monday, September 20, for further statements. For the Project were: Councilman Alfonso Stabile; the Reverend Floyd H. Flake; Betty Braton, Chairperson, Queens Community Board 10; Joseph Addabbo, Chairperson, P.A. Committee-Community Board 10; Robert Olmstead; Carlos Espinosa, Salesman – Clark's Real Estate; Daniel Kulka, KJL Realty; John Steinberg, Vice President, Special Counsel, Greater Jamaica Development Corporation; James Heyliger, President, Association of Minority Enterprises of New York; and Daniel Jennings, President, Sir Speedy (reproduction services). Against the project were: Dorothy Williams Pereira, Membership Chairman, Citizens Action Team; Raphael Smalling, Square Deal Civic Association; Ruth DuBerry, South East Queens Concerned Neighbors; and George Hercules, Van Wyck Block Association.

The following is a summary of various points made at the Hearing. Those in favor of the Project noted, among other things, that the AirTrain will be a vital link not only to and from Manhattan but Long Island as well. New York City Councilman Stabile voiced his support for the Project, which, his statement noted, was "overwhelmingly supported" by his colleagues in the City Council. He noted that the AirTrain will once again show to the country that New York City is one of the leaders in transportation alternatives and travel efficiency. Other speakers: praised the Port Authority in a project of this magnitude for exercising the power of eminent domain only over three commercial non-residential properties and largely utilizing existing transportation rights of way; stated that the Port Authority will have community board support as long as it works with the community board and lives up to the commitments made to community boards; wanted the trains to run on time and the Project to be completed expeditiously; wanted an LRS station to be located at 111th Avenue; said eggs have to be cracked to make an omelet; wanted local groups to be involved in planning of development in the vicinity of the Project in Jamaica as well as local vendors and suppliers to be allowed to participate. Those opposed to the Project: were concerned, among other things, about vibrations from pile driving; were against the fact that the AirTrain is exclusively for airport patrons and employees; were concerned that the Project does not provide a one-seat ride from Manhattan; believed that a preferable alternative would be to re-activate the former Long Island Railroad (LIRR) Rockaway Branch; observed that three City Council members and a City Planning Commission member voted against the Project; and claimed that the Mayor by supporting the LRS AirTrain Project showed that he doesn't care about the community.

Five additional statements in support of the Project received by the Port Authority before 4 p.m., Monday, September 20, 1999 were from: Thomas V. Ognibene, Minority Leader, the Council of the City of New York; Richard T. Anderson, President, New York Building Congress; Francis X. McArdle, Managing Director, the General Contractors Association of New York, Inc.; Archie Spigner, Deputy Majority Leader of the Council of the City of New York and Thomas P. Maguire, President and Business Manager, General Vice President, International Union of Operating Engineers, Local Union 15, 15-A, 15-B, 15-C & 15D.

Background

JFK is approximately 15 miles by highway from the Midtown Central Business District, on Jamaica Bay in the southeastern section of the Borough of Queens. Located on 4,930 acres, including 880 acres in the Central Terminal Area (CTA) alone, JFK has nine airline passenger terminals with 173 aircraft gate positions served by approximately 125 domestic and international carriers. It is a gateway to the United States, providing approximately 208,000 jobs, \$6.6 billion in wages and \$20.4 billion in sales.

Manhattan is the largest air passenger market for JFK. Because most trips between the Central Business District and JFK use the severely congested East River crossings, Long Island Expressway, and Van Wyck Expressway (VWE), travel times are unpredictable and typically 30 to 40 minutes longer than trips between other airports at comparable distances to their central business districts. JFK lacks adequate connections to the region's mass transportation systems. The lack of effective, dedicated ground transit access, as well as the lack of an internal circulation system, is unusual for large American airports and major airports in leading world cities. In recent years, many of these major airports have been making major investments to add to or enhance such access. To date, JFK has lagged behind in this effort. For these reasons, the Port Authority is proposing to create a ROW that will utilize a light rail system or LRS to improve access to JFK.

Establishment of the ROW will necessitate a number of property acquisitions and dispositions, which are the subject of this report. The City will dispose to the Port Authority property interests it owns within the ROW on space in the median, as well as over the VWE, and space over seven City streets that cross the VWE. The New York State Department of Transportation (NYSDOT) will dispose to the Port Authority property interests it believes it holds within the proposed ROW (space in the VWE ROW and other areas).

The Port Authority will acquire permanent property interests, including: the Tri-Bro Auto Service Station, located at 93-50 Sutphin Boulevard (Block 9989, Lot 17); the Web Food Products Parking Lot, located at 144-27 94th Avenue (Block 9989, Lot 11); the Amoco Fuel Station located at 137-10/34 94th Avenue (Block 9990, Lot 5) and property interests owned at Jamaica Station by the LIRR or others on Block 9989, Lots 70, 90 and 95.

The City will acquire from the Port Authority those portions of the various property interests described above which the Port Authority requires permanently for the JFK LRS ROW and subsequently lease those property interests back to the Port Authority as part of the JFK leasehold. It is anticipated that at the appropriate time the Board will be requested to declare as surplus certain areas which were required for the construction of the LRS project but are not required permanently for the LRS ROW.

Upon establishment of the ROW, the Port Authority will construct a LRS which will connect JFK to the LIRR Jamaica Station and the TA Howard Beach Station. The LRS will also connect with the Howard Beach Station via an enclosed connecting mezzanine, escalators and elevators to the platform. At Jamaica Station, a pedestrian bridge will be added above the existing LIRR mezzanine and banks of elevators will connect with the LIRR ticket lobby, subway mezzanine, platforms, and street levels.

The Jamaica Station will provide access to TA E, J, and Z trains, all LIRR branches except the Port Washington Branch, as well as bus lines Q6, Q8, Q9, Q24, Q30, Q31, Q40, Q41, Q43, Q44, Q54, Q56, and Q60. The LRS station located adjacent to the TA Howard Beach Station will provide access to the A train and the Q11 bus. The LRS will include six stations within a loop at the airport around the CTA to serve the passenger terminals. There will be a station located at Federal Circle to serve the rental car complex. There will also be a station located on-airport at Lefferts Boulevard to serve the long-term and employee parking lots.

The Port Authority will construct an automated, steel wheel/steel rail LRS. The system alignment consists of a dual-track guideway, approximately 8.4 miles in length with 10 stations. Between JFK and the LIRR Jamaica Station, the alignment will be primarily in the median of the VWE. Between JFK and the TA Howard Beach Station, the alignment will be primarily on existing Airport property. The guideway is grade-separated from the existing roadway crossings and the stations are elevated stations.

The LRS will provide access on a 24-hour basis to JFK and will be capable of continuous operational headways of 90 seconds. It is anticipated that trains will operate as two car sets. Each car can accommodate 26 seated passengers and approximately 72 standees. Luggage will be accommodated in racks and in baggage carts. Ridership is estimated at 34,000 riders a day or 12.4 million riders annually. The system is designed to operate at speeds up to 60 miles per hour and travel times are proposed to be 8 minutes from Jamaica to the first terminal at JFK, 8 minutes from Howard Beach to the CTA and 8 minutes to loop around the CTA.

For planning purposes the fare was assumed to be \$5 for air passengers using the system at off-airport stations and \$2 for airport employees at these stations. It is also anticipated that no fare would be charged to ride the system on-airport.

Environmental Impact

The LRS Project was reviewed pursuant to the National Environmental Policy Act (NEPA) and State Environmental Quality Review Act (SEQRA), and the SEQRA regulations set forth in Volume 6 of the New York Code of Rules and Regulations, Part 617. The FAA and the NYSDOT acted as co-lead agencies.

The environmental impacts of the JFK LRS Project are relatively discrete, because the proposed alignment primarily traverses disturbed areas and is predominantly located in ROWs currently under public-sector ownership, with the relatively small exception of certain privately owned commercial properties referred to herein. A summary of these impacts by relevant impact category follows.

Land Use

Land use impacts are identified in Sections 2 and 3 of the First Resolution of these Minutes.

Traffic/ Transportation

The estimated 2003 ridership on the LRS is approximately 23,000 on-airport trips and 11,000 off-airport trips daily, entering at Howard Beach and Jamaica. Ridership will consist of air passengers and airport employees. It is estimated that diversion of trips to the LRS from automobiles will remove over 75,000 Vehicle Miles Traveled (VMT) from regional highways on

an average day in 2003. Over 3,000 LRS trips per day will be Central Business District-based; these trips will primarily access the LRS via the LIRR connection between Penn Station in Manhattan and Jamaica Station. The increased taxi, drive-and-drop, and pedestrian activity at Penn Station is projected to be insignificant relative to existing activity at the station and within overall forecasts of activity at the station.

Off-airport trips will access the LRS via stations at Jamaica and Howard Beach (described above). Jamaica Station is expected to capture nearly two-thirds of the off-airport trips. Detailed traffic and transportation impact analysis at Jamaica Station focused on affected intersections, sidewalks and internal station passageways. Analysis of the Project impacts indicates that these elements will operate at acceptable levels of service. The increased vehicular activity at Howard Beach from the Project is below accepted threshold levels for detailed impact analysis.

The operating conditions of the internal roadway system at the Airport will improve with the LRS because buses from the Long-Term and Employee Parking Lots and rental car facilities, operating between terminals, will be replaced by the LRS. The on-airport pedestrian environment will similarly improve.

Project construction effects on traffic will be minimized through adherence to Maintenance and Protection of Traffic plans, which will be agreed to by the NYSDOT and the New York City Department of Transportation (NYCDOT). These conceptual plans have been presented to NYSDOT and NYCDOT and include the following:

- The proposed sequence of construction along the VWE is in two stages. The first stage replaces the existing shoulder and curbs in both directions for the purpose of carrying traffic during construction. Construction within this stage will also include reconstruction of retaining walls north of Liberty Avenue at 101 Avenue. Modification of accel/decel lanes/ramps will also be required. The second stage is the actual construction of the LRS pier footings, piers, and superstructure.
- The increased roadway width provided by enhancing the shoulders in the first stage will maintain three lanes of traffic in each direction during peak hours, and two lanes of traffic in each direction during off-peak periods. This daily change in traffic patterns will require the use of a moveable barrier system. The MPT will also include utilization of the service roads, use of closed-circuit TV cameras, variable message signs and standby towing crews.

Air Quality

The Project is anticipated to have a beneficial effect on regional air quality through emissions reductions from the reduction of approximately 75,000 daily VMT (from vehicular trips diverted to the LRS). Microscale analysis of carbon monoxide at affected intersections indicates no violation of ambient air quality standards. The Project may result in up to four added airplane operations at JFK. The emissions effect of these incremental aircraft operations are below U.S. Environmental Protection Agency (EPA) *de minimis* levels for conformity of general federal actions with the State Implementation Plan. The net effect - vehicular emissions reductions plus aircraft emissions increases - of the project on air quality is beneficial, as the Project will produce a net reduction in pollutant emissions.

Noise

As a steel-wheel-on-steel-rail technology, the LRS will produce operating noise effects. These effects will be imperceptible from ambient noise, within noise impact guidelines for residences and other receptors, and below the Federal Transit Administration threshold for noise abatement.

Other

The Project will be constructed primarily in an environment disturbed by previous urbanization activities, e.g., buildings, pavement and other landscape alteration. An area of wetland and open water at the head of Hawtree Basin near the Howard Beach LRS Station will be affected. However, the LRS will be elevated on columns and avoid the open water area, where possible. Less than one-half acre of wetland filling will be necessary to construct the Howard Beach LRS Station and connecting roadway access to the existing Long-Term Parking Lot. This unavoidable impact has been minimized and is in the process of being mitigated on site, under terms established by wetland permitting agencies.

U.S. Army Corps of Engineers and the New York State Department of Environmental Conservation Permits have been obtained for wetland impacts in the vicinity of the Howard Beach Station.

The Project will be constructed to create a safe environment for users. Based on measurements of electromagnetic fields (EMF) from similar systems, the EMF from the LRS will be well below established exposure thresholds and guidelines for protection of health and safety. Areas of potential waste contamination to be encountered by the Project have been identified; the control of these areas and disposal of waste from these areas during construction will be in accordance with applicable laws and regulations.

The Project will have visual impact on residences along its alignment between Jamaica Station and JFK; however, this impact is not expected to be significant, because the LRS will travel along existing transportation corridors and the Airport, except when the ROW crosses the Amoco Station Parcel at the corner of the VWE Service Road and 94th Street. Visual impact will be mitigated through use of landscaping treatments primarily along the ROW. Within the Airport there may be minor visual impacts to historic structures within the CTA Loop, as discussed below.

The construction of the project will potentially affect the following historic properties: Jamaica Station and the Trans World Airlines (TWA) and Delta (formerly Pan Am) terminals at JFK. The LRS would be located in proximity to all three properties, all of which are eligible for listing on the National Register of Historic Places. The TWA Terminal is also a New York City landmark. The State Historic Preservation Officer (SHPO) has concluded that the Project is conceptually appropriate and will have no adverse effect on historic resources if certain conditions are incorporated into planning documents to minimize physical and visual impacts at the terminals. As part of the Section 106 of the Historic Preservation Act of 1966 consultation process, the FAA forwarded supporting documentation and the SHPO finding to the Advisory Council for Historic Preservation (ACHP), Washington, D.C., for its concurrence. By letter, dated April 22, 1997, the ACHP, pursuant to the Council's regulations (36 C.F.R. 800.5 (d) (2)), agreed with the FAA and SHPO's determination of no adverse effect and advised that no further

steps to comply with the Section 106 process were required, other than to ensure the Project is implemented as proposed and consistent with the conditions reached with the New York SHPO.

The on-airport portions of the proposed Project fall within the federal coastal zone boundary. The Port Authority and the FAA have found the project to be consistent with the policy statements and local policy issues of the coastal zone program which is administered by the New York State Department of State and the New York City Department of City Planning Waterfront Revitalization Program.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Chasanoff, Donovan, Gargano, Eisenberg, Kalikow, Martini, Philibosian, Race, Sartor, Song and Weinstein voting in favor; Commissioner Mack abstaining; none against:

RESOLVED, that the following determination and findings be and are hereby made by The Port Authority of New York and New Jersey (Port Authority) as required by the New York State Eminent Domain Procedure Law (EDPL):

(1) The Public Use, Benefit or Purpose of the Project – The Legislatures of the States of New York and New Jersey as set forth in the Laws of New York, 1971, Chapter 474, Section 1, as amended, (65 McKinney's Unconsol. Laws of N.Y. Section 6651) and the Laws of New Jersey, 1971, Chapter 245, Section 1, as amended (N.J.S.A. 32:1-35.20) have made certain legislative findings and determinations regarding the public use, benefit or purpose to be served by the John F. Kennedy International Airport (JFK) Light Rail System (LRS) Project (Project) air terminal facilities to provide access to JFK, which findings and determinations the Port Authority hereby adopts.

(2) The Approximate Location of the Project – The Project involves the construction of an automated steel wheel/steel rail LRS which will provide access to, from and within JFK for airport patrons and employees. The system will consist of dual-track guideway, approximately 8.4 miles in length with ten stations. The proposed location of the Project not only is within existing JFK boundaries but will also include connections to the New York City Transit Authority (TA) Howard Beach Station and to the Long Island Railroad (LIRR) Jamaica Station and TA Sutphin Boulevard Station. These connections will become part of the JFK premises. The LRS Right of Way (ROW) in part will utilize the ROW of the Van Wyck Expressway (VWE) and will cross over seven City streets which cross the VWE. Turning easterly from the VWE, the LRS will require the acquisition of three privately owned parcels of land in the Borough of Queens, City of New York used for commercial purposes, including: (1) the Amoco Fuel Station located at 137-10/34 94th Avenue (Block 9990, Lot 5); (2) the Web Food Products Parking Lot located at 144-27 94th Avenue (Block 9989, Lot 11), and; (3) the Tri-Bro Auto Service Station, located at 93-50 Sutphin Boulevard (Block 9989, Lot 17), as well as property interests owned at the Jamaica Station and Yards by the LIRR or others on Block 9989, Lots 70, 90 and 95.

(3) The Reasons For the Selection of the Location – The alignment of the LRS was selected for the following reasons. The Project will be located almost exclusively within existing transportation corridors and ROWs. As such, the Project, with the exception of the above-mentioned commercial parcels which are to be acquired, is consistent with existing land use. The Project is also consistent with relevant federal, state and local plans, including highway development plans of the New York State Department of Transportation (NYSDOT). The Project will entail the acquisition of three business properties. All other land acquisitions for the Project involve public ROWs. The Project will not displace any residences or community facilities, nor will it involve the use of parkland. Minor wetland impacts in the vicinity of the TA's Howard Beach Station either have been or will be permitted by federal and state agencies and mitigation measures required. Counsel for Web Food Products, Inc. has brought to the Port Authority's consideration the possible effect the loss of a claimed fifty-two off-street parking spaces on Block 9989, Lot 11 may have on the premises across the street (94th Avenue) known as Block 9993, Lot 3, and suggested that the loss of such dedicated parking may give rise to compensable damages.

(4) The General Effect of the Project On the Environment and Residents of the Locality – A Draft Environmental Impact Statement (DEIS), and Final EIS (FEIS) were prepared by the Federal Aviation Administration (FAA) along with the NYSDOT acting as Joint Lead Agency. The FAA prepared a Written Reevaluation/Technical Report (WR/TR). Similarly, NYSDOT prepared a Reevaluation and Determination Regarding Need to Supplement the FEIS for the Development of the JFK International Airport Light Rail System – Queens County, New York (the NYSDOT Reevaluation and Determination). The FAA prepared Records of Decision approving an amended Airport Layout Plan including the ROW for the LRS and the use of Passenger Facility Charges (PFCs) in compliance with the National Environmental Policy Act (NEPA). The NYSDOT issued a Record of Decision containing Findings in connection with its authorization of property conveyances for the Project in compliance with the New York State Environmental Quality Review Act (SEQRA). The general effect of the JFK LRS Project on the environment and the residents of the locality are: (a) set in the WR/TR, the NYSDOT Reevaluation and Determination, and FEIS which are available public documents and such environmental documents are incorporated herein by reference; and (b) in the Environmental Impact Section of the Report portion of these minutes, which is incorporated in these determinations and findings by reference.

(5) Other Factors Considered Relevant –

(A) Consistent with State Environmental Quality Review standards: (1) as noted by the NYSDOT and the Council of the City of New York in their Record of Decision and Resolution, respectively, the requirements of Article 8 and section 8-0109 of the New York Environmental

Conservation Law and the requirements of 6 NYCRR 617, State Environmental Quality Review have been met; (2) relevant environmental impacts, facts and conclusions disclosed in the FEIS have been considered and will be taken into consideration in the implementation of the Project; (3) relevant environmental impacts have been weighed and balanced with social, economic and other considerations; (4) consistent with social, economic and other essential considerations, from among the reasonable alternatives available, the action is one that avoids or minimizes adverse environmental impacts, including those identified in the relevant FEIS, to the maximum extent practicable, and that adverse environmental impacts, revealed in the environmental impact statement process, will be avoided or minimized to the maximum extent practicable by incorporating as conditions to the approval those mitigative measures that were identified as practicable (It is a condition of FAA Project approval, as noted in NYSDOT's Record of Decision, that the mitigation measures presented in Section 7.0 of the FEIS are the responsibility of the Port Authority. The Port Authority has incorporated the mitigation measures as requirements of the design, construction and operation contracts or other contracts issued for the Project.); (5) these minutes of the Port Authority, together with the Resolution of the Council of the City of New York, Decision of the City Planning Commission, the FEIS, Written Reevaluation/Technical Report of the FAA, the NYSDOT Reevaluation and Determination, and the Records of Decision of the FAA and NYSDOT constitute the written statement of facts and of social, economic and other factors and standards that form the basis or rationale of the decision; and (6) as stated in NYSDOT's Record of Decision and the City Planning Commission's Report, the Project (and the Port Authority's decision) is consistent with applicable policies set forth in 19 NYCRR. Part 600.5 and is consistent to the maximum extent practicable with the policies of the coastal zone program which is administered by the New York State Department of State and the New York City Waterfront Revitalization Program.

(B) The Council of the City of New York, after public hearings required by the Uniform Land Use Review Procedure of the City Charter, on June 7, 1999 passed Resolution No. 863 approving the Decision of the City Planning Commission dated May 3, 1999, and filed with the Council on May 3, 1999, relating to certain real estate transactions associated with the JFK LRS Project.

(C) The Port Authority duly conducted a public hearing on September 16, 1999 in accordance with the EDPL and a record of the hearing has been kept. The record was kept open for receipt of statements until 4 p.m., Monday, September 20, 1999. There were fifteen speakers or statements in favor of the Project, not including a Port Authority representative, and four speakers against; and it is further

(D) The FAA, after a court-ordered comment period as a result of suit brought by the Air Transport Association on August 16, 1999, reauthorized the collection and use of Passenger Facility Charges for the

Project. Subsequently, an appeal of the FAA's reauthorization was filed by the Southeast Queens Concerned Neighbors and the Committee for Better Transit, Inc. with the United States Court of Appeals for the Second Circuit. Nevertheless, it is Port Authority staff's view that ultimately the FAA's reauthorization will be affirmed. Accordingly, in view of the Project schedule, it is deemed prudent to proceed with authorization of eminent domain proceedings at this time; and it is further

RESOLVED that the following determination and findings be and are hereby made by the Port Authority pursuant to applicable bistate legislation authorizing the Port Authority to acquire property for air terminal purposes by negotiation or the exercise of the power of eminent domain:

Having considered the foregoing and in light thereof, it is necessary for public use for air terminal purposes to acquire on behalf of the Port Authority by negotiation or by the exercise of the right or power of eminent domain for and in connection with the Air Terminal Facilities to provide access to JFK, known as the JFK LRS or AirTrain Project, fee title to the three privately owned parcels of land in the Borough of Queens, City of New York, generally identified on the Tax Map of the City of New York, Borough of Queens as: (1) Section 44, Block 9989, Lot 17 (93-50 Sutphin Boulevard) the Tri-Bro Service Station, Record Owner: Andrew Barone, Dominick Barone and Joseph Barone; (2) Section 44, Block 9989, Lot 11 (144-27 94th Avenue), Record Owner: Web Food Products, Inc.; and (3) Section 44, Block 9990, Lot 5 (137-10/34 94th Avenue) the Amoco Service Station, Record Owner: David Oil Corp., it being the intent of the Port Authority to acquire the larger of the areas covered by the tax lot designation, by the deed description, or the surveyed actual area of the parcel in the event there is any discrepancy among the areas; and it is further

RESOLVED, that the Executive Director or General Counsel, either one acting individually, be and they hereby are authorized, for and on behalf of the Port Authority, to acquire on behalf of the Port Authority by negotiation or the exercise of the right or power of eminent domain in accordance with applicable law the three privately owned parcels of land in the Borough of Queens identified above for public use for air terminal purposes, and to incur all related costs and expenses and execute all documents, including without limitation, agreements and conveyances, involving transfers of property interests to or from the Port Authority, necessary or incidental to such acquisition or the Project; and it is further

RESOLVED, that all documents necessary to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**LAGUARDIA AIRPORT – EAST END ROADWAY IMPROVEMENTS – PROJECT
AUTHORIZATION AND AWARD OF CONTRACTS LGA-124.041 AND
LGA-124.107**

On November 14, 1991, the Board authorized planning, including entering into contracts for the preparation of an Environmental Impact Statement (EIS), for a flyover bridge and related access/egress ramps and roadway improvements at LaGuardia Airport (LGA) at an estimated cost of \$6 million. The recommended project for east end roadway improvements at LGA which resulted from the planning effort includes the construction of new access/egress ramps, two of which would provide direct access to the westbound Grand Central Parkway (GCP) from the airport's east end. Other ramps would provide more direct routing of traffic on and off the airport via the 102nd Street Bridge and along the internal airport roadways. This project would also include the rehabilitation and upgrade of the 102nd Street Bridge to meet current traffic and safety standards and certain measures required by the EIS, including construction of a pedestrian bridge and landscaping. Based on the EIS's determination that the flyover bridge will not be needed until LGA's annual passengers reach 28 million, which staff estimates will be by 2008, the flyover bridge would not be included in this project. Authorization for the construction of the flyover bridge would be sought as that passenger level is approached.

This project would alleviate existing and projected vehicular congestion along the east end roadway system of LGA. Construction of the project is expected to take approximately three years. The airport roadways, 102nd Street Bridge and GCP would remain in operation throughout the construction period. Landscaping would be completed following completion of the various components of the work. Since some construction would take place along the GCP and Ditmars Boulevard, rights of entry onto these properties from the State of New York and the City of New York, respectively, would be required. The cost of this project would be partially recoverable (approximately 65 percent) through the airport flight fee formula. Federal aid under the Airport Improvement Program may be used to fund part of the project to the extent such funds are available.

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

RESOLVED, that a project for east end roadway improvements at LaGuardia Airport at a total estimated project cost of \$78.2 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, engineering, administrative 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: a) 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 LGA-124.041 for the construction of new access and egress ramps and a new pedestrian bridge, the rehabilitation of the 102nd Street Bridge, and various related items, at an estimated contract price of \$42.8 million, and the award of Contract LGA-124.107 for landscaping, at an estimated contract price of \$4.6 million, to the lowest bidder(s), qualified by reason of responsibility, experience and capacity to perform the work and 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 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) enter into an agreement with a consultant design firm, to be selected through a Request for Proposals process, to provide Stage III contract documents and Stage IV design and other related project services at a total estimated cost of \$3.7 million; d) enter into agreements with the State of New York and the City of New York for rights of entry in connection with the project; and, e) and 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.

**TETERBORO AIRPORT - GENERAL AVIATION AIRCRAFT SERVICES, INC. -
CONSENT TO AGREEMENTS EXTENDING USE AND OCCUPANCY
AGREEMENTS AT-125 AND TA-051**

It was recommended that the Board authorize the Executive Director to: 1) enter into Consent Agreements granting the Port Authority's consent to an extension of Use and Occupancy Agreements AT-125 and TA-051 between Johnson Controls World Services Inc. (Johnson Controls) and General Aviation Aircraft Services, Inc., doing business as Million Air-Teterboro (Million Air), at Teterboro Airport for a 20-year term commencing after a stated date or the demolition of Hangar 5 and completion of construction of a replacement hangar, whichever first occurs, with Million Air being obligated to make a minimum investment of \$5 million and provide security during construction; 2) provide funding to Million Air in an amount not to exceed said \$5 million in connection with the construction in phases of a new 40,000 square-foot hangar, an adjoining terminal of 15,000 square feet, and shop and office space of 2,000 square feet (all square footage being approximate), with Million Air paying an additional facility fee in connection therewith to the Port Authority based on a 20-year term on a financially self-sustaining basis; 3) subject to the relocation of Taxiway P by the Port Authority and the relocation of the airport maintenance facility, enter into one or more agreements adding a total of up to approximately 1.6 acres to the Million Air space consisting of ramp space to the east of the Million Air space, the former airport maintenance facility space, and the Hangar 14 maintenance yard, all at the then prevailing market rate for unimproved land, with Million Air being obligated to pave said added land as additional aircraft ramp area; and 4) expend an amount not to exceed \$200,000 for the cost of relocation of the airport maintenance facility to an interim location, required by the construction of the new hangar.

The Agreements shall provide that within six months of the date of execution of the Agreements, construction plans and specifications must be submitted to the Port Authority for approval. Following approval by the Port Authority, Million Air must complete construction within one year, assuming the Airport maintenance facility is relocated. In the event the construction is not completed by the end of the 12-month period following Port Authority approval and relocation of said facility, a surcharge equal to one-half of the total monthly land fees would be charged for each month until completion. Building fees and fees for improved and unimproved land would be increased and be subject to escalation by the change in the Consumer Price Index (CPI) from December 1998 to December 1999 effective January 1, 2000, with a maximum increase of 6 percent per year and no decrease below the prior year's rate, the Port Authority having the right to have the space appraised in 2009 with fees adjusted to the greater of the appraised rate or the December 2009 rate as then adjusted by CPI. Upon termination of the use of Hangar 5 by Million-Air in contemplation of demolition or revocation of its right by the Port Authority, the building fees for Hangar 5 would be abated. There would be no building fees on the replacement hangar until the 20th anniversary of the earlier of the completion of the replacement hangar or its use by Million Air, which fees would be based on the then prevailing market rate for similar space. Under the Agreements, Million Air would be responsible for all environmental damages and requirements, both pre-existing and those caused by Million Air, including any and all remediation of hazardous conditions and removal of hazardous substances and compliance with any new environmental

standards, with Million Air indemnifying Johnson Controls and the Port Authority with respect to third-party claims. Upon the expiration of the Airport Operating Agreement with Johnson Controls, the Port Authority or a successor operator of the Airport would assume the Agreements from Johnson Controls.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 granting the Port Authority's consent to an extension of Use and Occupancy Agreements TA-125 and TA-051 between Johnson Controls World Services Inc. (Johnson Controls) and General Aviation Aircraft Services, Inc. at Teterboro Airport and to assume said Agreements upon the expiration of the Airport Operating Agreement with Johnson Controls, substantially in accordance with the terms and conditions outlined to the Board; the form of the agreements, in each case, shall be subject to the approval of General Counsel or his authorized representative.

**THE WORLD TRADE CENTER – SUBGRADE SLAB REHABILITATION PROGRAM
– PHASE 1 – INCREASE IN PROJECT AUTHORIZATION AND AWARD OF
CONTRACT WTC-881.072**

The World Trade Center has over 900,000 square feet of subgrade space on four levels accessible to vehicles, including parking spaces, truck dock loading areas, and associated ramps and roadways. Due to corrosion from de-icing salts tracked in by trucks and other vehicles, as well as general wear and tear over 25 years, there is significant deterioration throughout the depth of the slabs. The top of the slab is the roadbed and the underside is the ceiling of the level below. The slab areas now require rehabilitation to repair the damage and to prevent further deterioration. The Truck Dock slab on the B-1 level, which is essential to the operation of The World Trade Center complex, is now in an advanced state of deterioration, and at the end of its useful life.

In August 1997, the Board authorized \$30.75 million for the first phase of a program to rehabilitate The World Trade Center's subgrade slabs, which included the rehabilitation of the B-1 Truck Dock slab and approximately 33,000 square feet in the B-3 parking area. Due to the high priority of this rehabilitation work, authorization for the project was sought prior to the completion of design development for most of this program. In the course of developing contracts and performing construction to date, staff and consultants have determined that projected costs to complete the program will be greater than initial estimates due to the requirement for full replacement, rather than partial depth replacement, of the B-1 Truck Dock slab. There has also been significant additional work required for necessary asbestos abatement, and utility and other relocations throughout the subgrade, prior to demolishing the B-1 slab.

A contract for the rehabilitation of approximately 33,000 square feet on the B-3 level was awarded in November 1997 and completed in March 1998. Work is currently underway to relocate approximately forty high-voltage electrical feeders serving The World Trade Center complex that are embedded in the B-1 slab, prior to any structural work being performed. Contract WTC-881.072 will complete the first phase of this rehabilitation program.

Contract WTC-881.072 includes replacement of approximately 80,000 square feet of the B-1 Truck Dock slab, and associated relocation of trash compacting equipment, police facilities, and reconstruction of certain ceiling areas. Construction work will occur during both day and evening hours to accelerate completion and to minimize disruption to daily operations. Certain truck delivery and pick-up schedules will be modified or switched to non-peak periods to accommodate the loss of several Truck Dock bays at any point throughout the construction period.

Various relocations and other preparatory work will occur from late 1999 through early 2000. Phased demolition and replacement of the B-1 Truck Dock slab is anticipated to begin by March 2000, and all work is expected to be completed by mid-2001.

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

RESOLVED, that an increase in the total estimated project cost for the first phase of a program to rehabilitate The World Trade Center's subgrade slabs, by an estimated \$6 million, up to a total of \$36.75 million, including administrative, engineering, planning and financial expense, payments to vendors, consultants and contractors and allowances for net cost work, extra work (if necessary), 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: (a) take such actions with respect to the award of purchase and construction contracts and contracts for professional and advisory services for the foregoing project as he deems in the best interest of the Port Authority, including, without limitation, award of contract WTC-881.072 – Rehabilitation of the B-1 Truck Dock at a total estimated contract price of \$14.5 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 the Executive Director deems reasonable, or to reject all bids, solicit new bids on revised or the same requirements from one or more contractors; or negotiate with one or more bidders or other contractors; (b) execute contracts and supplemental agreements with such contractors as he deems in the best interest of the Port Authority and order extra work and net cost work in connection with each such contract, including supplemental agreements; and, (c) 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 duly authorized representative.

THE WORLD TRADE CENTER - WINSTAR WIRELESS, INC. - LEASE SUPPLEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease supplement with Winstar Wireless, Inc. (Winstar) to provide expanded telecommunications services to World Trade Center (WTC) tenants.

Winstar purchased the telecommunications assets of Local Area Telecommunications, Inc. (a WTC tenant) and is seeking to expand the services provided by its predecessor by offering expanded telephone and Internet services to WTC tenants. Winstar requires additional space and facilities in the WTC for its telecommunications equipment, including antennas and fiber optic cable, and the term of its lease will be extended through November 2009.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philiposian, 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 lease supplement with Winstar Wireless, Inc., substantially in accordance with the terms and conditions outlined to the Board; and it is further

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

PARTICIPATION IN THE 2000 AIRPORTS COUNCIL INTERNATIONAL – NORTH AMERICA REGIONAL CONFERENCE AND EXHIBITION

It was recommended that the Board authorize the Executive Director to: 1) expend funds estimated at \$885,000 to participate in the year 2000 Airports Council International - North America (ACI-NA) Regional Conference and Exhibition, for which expenditures are anticipated to be recovered by corporate sponsorships; with any shortfall of such recovery amount to be paid by the Port Authority in an amount not expected to exceed \$350,000, with any additional expenditures to be provided through offsets in the Budget; and, 2) enter into agreements with entities necessary for the provision of services required for the planning and effectuation of this conference.

The conference in the year 2000 will represent an opportunity to showcase the full range of Port Authority programs and facilities which foster and facilitate airport/airline development activities, international trade, transportation and commerce throughout the region. It also will provide the opportunity to highlight the Port Authority in its many roles and act as a vehicle to bolster tourism in the New York/New Jersey region.

In March 1995, the Port Authority submitted a proposal to host the annual conference of the Airports Council International in New York, and was subsequently selected as the conference destination/host for the year 2000. The Port Authority competed against several other airport authorities to host this special millennium conference. ACI-NA headquarters in Washington, DC will be responsible for the business portion of the program and meeting facilities. As host, the Port Authority will be responsible for producing marketing items, an exhibit booth, host city events, spouse/guest programs, media room (equipment and staff), hospitality events, ground transportation, volunteers, printed material, and mementos.

The Airports Council International – North America Regional Conference and Exhibition will bring together over 2,000 delegates representing 450 member airports throughout the United States and Canada. These airports enplane more than 95 percent of the domestic and virtually all the international airline passenger and cargo traffic in North America.

As the host of the 2000 conference, the Port Authority also was responsible for promoting next year's conference at the 1999 ACI conference held in Las Vegas, Nevada in October of this year.

The total cost of Port Authority efforts for the 2000 conference and promotional activity during the 1999 conference is estimated at \$885,000, which is expected to be recovered through corporate sponsorships. Such sponsorships may be solicited by Port Authority staff from entities in the aviation industry community working through a joint Port Authority- aviation industry conference committee. Any shortfall of recovery amount will be paid by the Port Authority in an amount not expected to exceed \$350,000, with any additional expenditures to be provided through offsets in the Budget. It is estimated the conference will generate approximately \$9.5 million in regional economic activity.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 expend funds estimated at \$885,000 to participate in the year 2000 Airports Council International-North America Regional Conference and Exhibition, for which expenditures are anticipated to be recovered by corporate sponsorships, with any shortfall of such recovery amount to be paid by the Port Authority in an amount not expected to exceed \$350,000, and with any additional expenditures to be provided through offsets in the Budget; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into agreements necessary for the provision of services required for the planning and effectuation of this conference; and it is further

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

AGREEMENT WITH THE HUDSON RIVER FOUNDATION FOR PROFESSIONAL SERVICES RELATED TO THE BISTATE DREDGING PROGRAM

In 1996, the U.S. Environmental Protection Agency (EPA) Administrator, the Governor of New York and the Governor of New Jersey signed the Comprehensive Conservation and Management Plan (CCMP) for the New York/New Jersey Harbor Estuary. The CCMP recommended the establishment of a work group consisting of representatives from the States of New York and New Jersey, the Port Authority, the EPA and the Hudson River Foundation (HRF). This voluntary work group has established a program to track toxic contamination in the New York/New Jersey Harbor Estuary and identify methods for reduction of this contamination - the Contamination Assessment and Reduction Project (CARP). This project is a collection of integrated activities designed to establish a scientifically sound basis for taking action to reduce unacceptable chemical contamination in the harbor.

The States of New York and New Jersey have agreed to fund CARP through Port Authority funding and have requested that the funds be provided by the Port Authority from its \$130 million commitment to dredging projects. Given such state funding of the project and the Port Authority's involvement in the CARP, the states have also requested that the Port Authority act on their behalf and enter into an agreement with the HRF for the administration of contracts for quality assurance/quality control and modeling in connection with CARP.

The State of New Jersey, utilizing \$9.5 million from the Port Authority Bistate Dredging Program for CARP, has hired the U.S. Geological Survey to perform sampling of tributary loads for contaminants that may influence sediment toxicity in New Jersey streams. The State of New York, utilizing \$13 million from the Port Authority Bistate Dredging Program for CARP, will perform this work with staff from New York State Department of Environmental Conservation. These two separate efforts will produce a large quantity of data and the members of the CARP work group have agreed that an independent evaluation of this data is required to assure the accuracy of the information. Further, once the data has been validated, numerical modeling will be required to predict the success of any proposed management techniques. The states agreed that due to HRF's current involvement in the CARP project and their demonstrated scientific leadership and ability to bridge jurisdictional issues between the two states, HRF should administer this quality assurance and data validation and modeling program for them.

New York has committed to provide up to \$300,000 from the \$13 million and New Jersey has requested that a total of \$3.06 million from the \$9.5 million be set aside from the Bistate Dredging Fund for this work.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 an

agreement on behalf of the States of New York and New Jersey with the Hudson River Foundation to administer contracts for quality assurance/quality control and modeling in connection with the Contamination Assessment and Reduction Project, with funding, estimated at \$3.36 million, to be provided from the Port Authority's \$130 million Bistate Dredging Program commitment; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

HARBOR NAVIGATION STUDY - COMPREHENSIVE PORT IMPROVEMENT PLAN AND ENVIRONMENTAL IMPACT STATEMENT

A 45-foot channel deepening project is underway in the Kill Van Kull and Newark Bay Channels in the Port of New York and New Jersey to meet the immediate demand for improved access to Port Newark and Elizabeth-Port Authority Marine Terminal. Two additional channel improvement projects, the Port Jersey Channel (deepening to 41 feet) and Arthur Kill Channel (deepening to 45 feet), are provided for in the 1999 Water Resources Development Act. Future deepening of existing channels to 50 feet is also being recommended in the United States Army Corps of Engineers (Corps) New York and New Jersey Harbor Navigation Plan (Feasibility Study). While not necessary to justify these channel-deepening actions, further expansion of the Port will enhance the value of these channel improvements and maximize regional economic benefits.

Staff recommends that the Board authorize Port Authority participation in cost sharing agreements with various federal, state, and local entities for the preparation of a Comprehensive Port Improvement Plan (CPIP) and related Environmental Impact Statement (EIS) which will assess capacity enhancement alternatives, and their environmental impacts, to recommend an optimal development plan for benefiting the region.

On July 31, 1997, the Board authorized an analysis of comparative port development and investment options, culminating in development of *A Master Plan for Port Development & Investment for the Port of New York and New Jersey*. Concurrently, the Board authorized the Port Authority to enter into a Department of Army cost-sharing agreement to provide local sponsor funding, along with the States of New York and New Jersey, to conduct the NY-NJ Harbor Navigation Feasibility Study. The Draft Feasibility Study report is currently undergoing public review and indicates that there are sufficient benefits and acceptable environmental impacts to justify deepening existing channels to 50 feet or greater.

According to the Draft Harbor Feasibility Study, projected cargo demand for the metropolitan region in the year 2060 exceeds 19 million twenty-foot equivalent units (TEUs). However, the Corps' plan, based on the capacity of existing port facilities, may only accommodate up to 10 million TEUs. If the Port of New York and New Jersey is not expanded beyond the capacity of its existing facilities, the unsatisfied demand of approximately 9 million TEUs will likely be provided to the region by long distance truck or rail from other ports. This could result in higher costs for regional consumers and lost opportunities for regional economic growth. In order to progress and further evaluate future options for port development, it is necessary to meet state and federal regulatory requirements associated with possible port expansion and site development. The agencies involved have indicated that to obtain the necessary permits for possible port development sites a CPIP and EIS must be completed. The United States Environmental Protection Agency (USEPA) has advised that it considers proposed channel deepenings and projected port facility development projects to be inextricably linked. While it may be possible to evaluate the environmental impacts to the Harbor of channel deepening without considering the future configuration of port facilities, it would be virtually impossible for decision makers to pick which channels to deepen without knowing which port facilities would be expanded to accommodate the deeper draft vessels.

Port development and channel deepening activities rely on each other and, therefore, port facility development must be analyzed in the Harbor Navigation EIS, according to the USEPA.

The CPIP is being formulated as a comprehensive development framework that will view the port as a totally integrated system inclusive of terminal operations, intermodal services, and landside logistical operations. It will also recommend specific water and landside infrastructure improvements believed to be necessary by Port project sponsors to meet the region's unsatisfied capacity demand of 9 million TEUs in 2060.

The EIS will address the environmental issues associated with any recommended port development consistent with the goals of the President's Council on Sustainable Development. These goals are to promote sufficient growth to assure economic prosperity while conserving natural resources and ensuring the benefits of clean air, water, and a healthy environment. Particular attention will be paid to such issues as impact mitigation, harbor restoration, sediment contaminant reduction, public access, proposed fills, and landside traffic congestion.

It is anticipated that the cost-sharing partners will jointly administer the CPIP and that the Corps will be the federal lead agency responsible for preparation of the CPIP EIS.

It is estimated that the CPIP and related EIS will cost \$5 million and \$10 million, respectively. The lead agencies will enter into a separate cost-sharing agreement or agreements after signing an initial Memorandum of Understanding (MOU). It is anticipated that there will also be a regulatory MOU related to the procedures associated with preparation of the EIS. The scope of work and specific details of a cost-sharing agreement or agreements have yet to be defined. The Port Authority's share of the cost will be negotiated but will not exceed \$5 million without additional Board authorization.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 entities including but not limited to the State of New Jersey, Empire State Development Corporation, New York City Economic Development Corporation and the United States Army Corps of Engineers to arrange for the preparation of a Comprehensive Port Improvement Plan for the Port of New York and New Jersey, presently estimated to cost \$5 million, and of a related Environmental Impact Statement, presently estimated to cost \$10 million, with the Port Authority's share of the costs to be negotiated but not to exceed \$5 million without additional Board authorization; and it is further

RESOLVED, that all documents necessary to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

RED HOOK ANCHORAGE STUDY, NEW YORK HARBOR – COST-SHARING AGREEMENT WITH THE DEPARTMENT OF THE ARMY

The States of New York and New Jersey have requested that the Port Authority serve as the non-federal sponsor and enter into a cost-sharing agreement with the Department of the Army, Corps of Engineers (Corps) for the performance of a feasibility study of the Red Hook Anchorage. They have further requested that the non-federal sponsor's cost contribution be provided from the \$130 million Bistate Dredging Fund authorized by the Board at its meeting of May 9, 1996, with fifty percent of the total contribution being credited to each state.

The purpose of the feasibility study is to identify detailed optimal development alternatives, including possible deepening up to 60-foot depths and selected widening, in the Red Hook Anchorage. Study results will form the basis of a Corps recommendation to Congress for construction project authorization, if appropriate.

Deeper depths and other infrastructure improvements within the Red Hook Anchorage would enable larger, deep-draft vessels to navigate safely within the area and would improve the ability of vessels to off-load cargo to other vessels within the anchorage rather than off-shore where the risk of spills is greater. A vessel whose cargo load has been lightened rides higher in the water than it does when fully loaded and it requires lesser berth and harbor channel depths.

If the feasibility study is not conducted, then the federal government cannot fund future improvements to the Red Hook Anchorage.

As the non-federal sponsor, the Port Authority would be responsible for fifty percent of project costs, a share which is currently estimated at \$755,552. In the event the project exceeds this amount, the Port Authority would be obligated to pay fifty percent of the increased cost. This obligation is subject to the Port Authority's right to terminate on thirty days' notice. The Port Authority would also be responsible for the full cost of any betterments which it requested (i.e., changes in study methodology requested by the Port Authority which are beyond federal norms). The Port Authority, however, would discuss any betterments with the states before requesting that they be incorporated into the study.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 cost-sharing agreement with the Department of the Army, Corps of Engineers for the performance of a feasibility study of the Red Hook Anchorage, with the non-federal sponsor's share of cost (currently estimated at \$755,552) to be drawn from the \$130 million Bistate Dredging Fund authorized by the Board at its meeting of May 9, 1996, with fifty percent of the draw being credited to each State; and it is further

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

**BROOKLYN-PORT AUTHORITY MARINE TERMINAL - PIERS 1 TO 5 -
MEMORANDUM OF UNDERSTANDING WITH THE DOWNTOWN
BROOKLYN WATERFRONT LOCAL DEVELOPMENT CORPORATION**

It was recommended that the Board authorize the Executive Director to enter into a Memorandum of Understanding and all other necessary agreements with the Downtown Brooklyn Waterfront Local Development Corporation (DBWLDC) to investigate other uses for Piers 1 through 5 at the Brooklyn-Port Authority Marine Terminal and to adopt a policy committing the Port Authority to refrain from selling these piers to a private entity for a period of one year.

This action will allow the Port Authority to investigate other uses for the piers, which the Board declared "surplus" (no longer necessary for the purpose for which acquired) in 1994, by utilizing DBWLDC to assemble a master plan for a mixed-use and park development at the site, and to develop a plan for transferring the piers to a public entity.

DBWLDC is a not-for-profit local development corporation, created by the Brooklyn Borough President's Office for the purpose of redeveloping the downtown Brooklyn Waterfront areas, including developing a Brooklyn Bridge park, based on the guiding principles established by the community and local elected officials.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 Memorandum of Understanding and all other necessary agreements with the Downtown Brooklyn Waterfront Local Development Corporation committing the Port Authority to refrain from selling Piers 1 through 5 at the Brooklyn-Port Authority Marine Terminal to a private entity for a period of one year and providing for the investigation of other uses for these piers; 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.

PORT AUTHORITY BUS TERMINAL - DUANE READE - LEASE AMENDMENT

It was recommended that the Board authorize the Executive Director to amend the Port Authority's existing agreements (the Existing Supplements) with the partnership known as Duane Reade, and the partners thereof (Duane Reade), covering the relocation of the retail drug store being operated by Duane Reade in the North Wing of the Port Authority Bus Terminal (the existing space) to space in the South Wing of the Port Authority Bus Terminal (the substitute space) and extending the term of the letting under the Lease.

Under the Existing Supplements, the term of the letting under the Lease was to have been extended for a period expiring on the tenth anniversary of the date payment of rental for the substitute space was to have commenced, with Duane Reade to have the right to further extend the term of the letting of the substitute space for an additional five-year period. Payment of the rentals for the substitute space was to have commenced 240 days from the commencement date of the letting of the substitute space. The letting of the substitute space was to have commenced on or about November 1, 1998. Duane Reade would have surrendered the existing space approximately 270 days following the commencement date of the letting of the substitute space, and the Port Authority had the right to extend the effective date of the surrender to a date no later than December 31, 2000. If Duane Reade continued to occupy the existing space for more than 30 days after the commencement date of the letting of the substitute space, Duane Reade was obligated to pay an increased basic rental for the existing space until the date such space was surrendered.

As a result of delays associated with the construction project at the Port Authority Bus Terminal's 40th Street entrance, it is necessary to modify the Existing Supplements to postpone the commencement date of the letting of the substitute space. To minimize the effect of this delay, a tentative agreement has been reached with Duane Reade to commence the letting of the substitute space in two stages. In accordance with the proposed amendment of the Existing Supplements, a portion of the substitute space will be delivered to Duane Reade on or about November 1, 1999, and the balance of the space will be delivered on or about June 1, 2000. The extended term of the letting will expire ten years, eight months from the date that the entire substitute space has been delivered to Duane Reade. The rental rates and charges for all utilities and services remain as set forth in the Existing Supplements; however, prior to the delivery of the entire substitute space to Duane Reade, the rent and other charges for the portions of the substitute space actually occupied by Duane Reade will be prorated. Rental for each portion of the substitute space delivered to Duane Reade will commence 240 days after delivery thereof to Duane Reade. Duane Reade will continue to occupy and pay rent on the existing space through January 31, 2000, and the Port Authority will have the right to extend the effective date of the surrender of the existing space to a date no later than June 30, 2001. If the effective date of the surrender of the existing space occurs subsequent to the delivery of the entire substitute space to Duane Reade, the rental for the existing space will be increased. Finally, Duane Reade has agreed to act as the Port Authority's contractor for the purpose of performing certain construction work in certain common areas and in space occupied by Adirondack Trailways adjacent to the substitute space.

Duane Reade will be reimbursed in an amount not to exceed \$100,000 for its costs incurred in performing this work

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 an agreement with the partnership known as Duane Reade, and the partners thereof, in connection with the relocation of its premises at the Port Authority Bus Terminal, 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.

THE TELEPORT - TELEPORT COMMUNICATIONS GROUP, INC. - LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (the Lease) with Teleport Communications Group, Inc. (TCG) covering the letting of approximately 22,470 rentable square feet of office space, consisting of the entire second floor of the Telecenter Building at The Teleport.

TCG is a wholly owned subsidiary of AT&T and indirectly owns Teleport Communications, the partnership which operates communications facilities at The Teleport and which currently occupies the first floor of the Telecenter Building. Teleport Communications and TCG currently employ approximately 2,100 at the Teleport.

The Lease would be for a term commencing on or about November 1, 1999 and would expire on or about January 31, 2010, with TCG having the right to extend the term of the letting for two additional five-year periods. TCG will pay a graduated basic rental for the premises during the initial term of the letting aggregating approximately \$6.5 million. In the event that TCG exercises its right to extend the term of the letting, TCG will pay a rental during each extension term equivalent to 95 percent of the fair rental value of the premises, as defined in the Lease, for that extension term. Payment of rent under the Lease will commence on or about February 1, 2000. TCG will pay its proportionate share of the actual increases of common Teleport operation and maintenance expenses over common Teleport operation and maintenance expenses for the calendar year 2000. The Port Authority will provide TCG with a construction allowance, and will also grant TCG subletting rights as specified in the Lease. The final terms of the Lease will be subject to the approval of the Committee on Operations in the event that the gross effective rent and/or the term of the letting are not substantially in accordance with the terms outlined to the Board.

The Port Authority will pay a brokerage commission to Cushman & Wakefield, Inc., the broker involved in the transaction.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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: (1) enter into an agreement with Teleport Communications Group, Inc. for the letting of approximately 22,470 rentable square feet of office space at The Teleport, substantially in accordance with the terms and conditions outlined to the Board, and (2) enter into a brokerage agreement with Cushman & Wakefield, Inc. in connection with such letting; the form of the agreement in each instance shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the Committee on Operations is hereby authorized to approve the final terms of the foregoing lease agreement with Teleport Communications Group, Inc. in the event that the gross effective rent and/or the term of the letting are not substantially in accordance with the terms and conditions outlined to the Board.

THE TELEPORT – TELEPORT COMMUNICATIONS/AT&T – SUPPLEMENT TO LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to amend the Port Authority's existing lease agreement (the Lease) with Teleport Communications (TC) covering the installation and operation of satellite communication earth stations at the Teleport.

At its meeting on May 12, 1983, the Board authorized the Executive Director to enter into a lease agreement with TC to operate communications facilities at the Teleport. The Lease provides that TC will pay an annual site rental for each earth station located at the site, plus certain additional rentals, including, among others, a percentage rental equal to five percent of TC's Gross Revenue. As defined in the Lease, Gross Revenue is limited to revenues generated from the use of fiber-optic cables owned or operated by TC and which are located within the Port of New York District (Port District). Over the years, TC evolved from being primarily an operator of satellite communication earth stations to being primarily a telecommunications long distance carrier. As a result, a dispute has arisen between the Port Authority and TC concerning the type of revenues to be included in "Gross Revenue" under the Lease for the purpose of calculating the percentage rental payable thereunder. The dispute centers around revenue generated from the use by TC's long distance customers of fiber-optic cables owned or operated by TC which are situated both within and outside of the Port District and which connect telecommunications circuits located both within and outside of the Port District.

To settle this long-standing dispute, a tentative agreement has been reached with TC, pursuant to which the Port Authority will continue to receive five percent of revenues generated from the use of fiber-optic cables owned or operated by TC which are situated wholly within the Port District if such cables connect telecommunications circuits located wholly within the Port District. Revenues generated from the use of fiber-optic cables owned or operated by TC which are located either completely or partially within the Port District and which connect to telecommunications circuits located entirely outside of the Port District will not be includable in Gross Revenue under the Lease for the purpose of calculating the percentage rental payable thereunder. Where fiber-optic cables owned or operated by TC connect one telecommunications circuit located within the Port District to another telecommunications circuit located outside of the Port District, only 51 percent of the revenue generated from the use of such fiber-optic cables will be included in Gross Revenue under the Lease. The Port Authority will continue to receive five percent of those revenues which are includable in Gross Revenue under the Lease. The Port Authority will refund \$1.8 million to TC, representing the excess percentage rental paid by TC since January 1, 1992 on account of revenues generated from fiber-optic cables owned or operated by TC connecting one telecommunications circuit located within the Port District to another telecommunications circuit located outside of the Port District.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 an agreement with Teleport Communications (TC) amending the Port Authority's existing lease agreement with TC at the Teleport to revise the method of determining Gross Revenue, as defined in the 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.

SETTLEMENT OF CLAIM - THE WORLD TRADE CENTER - CONTRACT WTC 347.00A - LOCAL PASSENGER ELEVATOR REHABILITATION - ONE, TWO, FOUR AND FIVE WORLD TRADE CENTER

On May 14, 1992, the Executive Director authorized the Director of the World Trade Department to award Contract WTC 347.00A to National Cab and Door Corporation (National) at its bid price of \$2,793,875 and authorized the ordering of extra work up to \$279,388. The contract required National to replace existing elevator interior finishes with more durable and attractive materials. On February 15, 1994 and March 24, 1995 the Director of the World Trade Department authorized an increase in extra work of \$97,112 and a Supplemental Agreement in the amount of \$46,000, respectively, to provide enhanced life safety systems, minimize disruptions to tenants, and finish revisions and construction of additional cab prototypes.

On July 29, 1997, the Executive Director authorized an increase in extra work authorization from \$376,500 to \$652,000, to compensate for additional costs associated with the resumption of work after a four-year, Port Authority-imposed, stop-work order, including amounts for wage escalation, remobilization, replacement costs for obsolete and damaged inventory and extension of warranties. The resulting agreement between the Port Authority and National expressly excluded the impact costs of the stop-work order, which are the subject of this claim settlement.

National has submitted a claim against the Port Authority in the amount of \$2,305,015 for damages alleged to have been incurred by the contractor primarily because of said four year stop-work order, including a one-and-one-half year standby period ordered by the Port Authority, which National alleged served to diminish the company's demonstrated output efficiency and production capacity.

Thorough staff review of the claim followed and various discussions, reviews and negotiations ensued with National. In July 1999, it was tentatively agreed that, subject to approval of the Board, National would be paid the sum of \$966,000 in settlement of the claim, primarily representing loss to the company as a result of hampering its demonstrated factory efficiency/output. Financial losses peaked during the one-and-one-half year period when a considerable portion of the company's resources were on standby at the request of the Port Authority pending Port Authority approval to resume work. The stop-work order was based upon initial tenant dissatisfaction with the new cab interior finishes. National and staff developed a series of different prototypes during the stop-work period.

Total payments to National for all contract work and extra work (excluding the proposed claim settlement of \$966,000) is forecast to be approximately \$3,483,313.

Although the Law Department has advised that there are legal defenses to this claim, the settlement nevertheless appears equitable under the circumstances. National will sign a release of all claims under the Contract prior to receiving the \$966,000 payment.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 make a payment of \$966,000 to National Cab and Door Corporation (National) in full settlement of all claims National has against the Port Authority in connection with Contract WTC 347.00A; the form of the General Release of all claims to be executed by National prior to payment shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT OF CLAIM - LAGUARDIA AIRPORT - CONTRACT LGA-570 - PILE SUPPORTED STRUCTURES - POST-TENSIONED CONCRETE GIRDER REHABILITATION - BEAVER CONCRETE CONSTRUCTION CO., INC.

On September 19, 1995, the Executive Director authorized the Chief Engineer to award Contract LGA-570 to Beaver Concrete Construction Co., Inc. (Beaver), at its bid price in the estimated total amount of \$5,885,000 and authorized the ordering of extra work up to \$470,000. The contract required Beaver to rehabilitate 74 post-tensioned concrete girders and 99 pile caps of the runway and taxiway pile-supported structures at various locations under Runways 13-31 and 4-22, all at LaGuardia Airport. During the performance of the contract, the Chief Engineer authorized the award of a Supplemental Agreement for a priority structural integrity repair to a portion of the concrete deck extension at Taxiway "U" at an estimated amount of \$140,000. Actual expenditures under Supplemental Agreement No. 1 totaled \$129,000. Additionally, the Director of Aviation authorized an increase in extra work authorization from \$470,000 to \$591,000, an increase of \$121,000.

Beaver has submitted a claim against the Port Authority in connection with Contract LGA-570 in the amount of \$960,641 for damages alleged to have been incurred by Beaver primarily due to delays caused by modifications to the girder repair system.

Thorough staff review of the claim followed, and various discussions, reviews and negotiations ensued with Beaver. Subsequently, it was tentatively agreed that Beaver would be paid the sum of \$425,000 in settlement of the claim, primarily representing the unusual difficulty in constructing the girder repair system as specified, subject to approval of the Board. Total payments to Beaver for all contract work and extra work (excluding the proposed claim settlement of \$425,000) are forecast to be approximately \$6,609,000.

Although the Law Department has advised that there are legal defenses to this claim, the settlement nevertheless appears equitable under the circumstances. Beaver will sign a release of all claims under Contract LGA-570 prior to receiving the \$425,000 payment.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philiposian, 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 make a payment of \$425,000 to Beaver Concrete Construction Co., Inc. (Beaver) in full settlement of all claims Beaver has against the Port Authority in connection with Contract LGA-570, conditional upon the execution by Beaver of a release of all claims under this contract against the Port Authority; the form of the release shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT OF CLAIM – FEDERAL INSURANCE COMPANY AS SUBROGEE OF BANGKOK METROPOLITAN BANK et al. v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY – WORLD TRADE CENTER BOMBING LITIGATION

It was recommended that the Board authorize General Counsel to settle the pending action entitled Federal Insurance Company as subrogee of Bangkok Metropolitan Bank et al. v. The Port Authority of New York and New Jersey, by paying to plaintiff and its attorney the sum of \$550,000. In exchange, the Port Authority will receive a General Release and Stipulation of Discontinuance of the action, with prejudice. The settlement is inclusive of any interest, costs, disbursements and attorneys' fees.

Plaintiff Federal Insurance Company paid out certain monies to and on behalf of policy holders who were tenants at The World Trade Center (WTC) resulting from alleged property damage and business interruption arising out of the terrorist bombing at the WTC on February 26, 1993. This lawsuit covered payments made to forty-seven (47) claimants and the suit sought damages in an indeterminate amount in excess of \$5,874,000. (A later review placed the figure at \$7,350,804.35.) Although the Port Authority maintains it has no liability for the terrorist attack, it has attempted to negotiate settlements in response to requests by the presiding judge. This settlement has been negotiated with the input and concurrence of the representatives of the Port Authority's first layer of excess insurance.

Since the Port Authority has exhausted its \$4,000,000 self-insured retention with regard to the bombing, the entire settlement amount herein will be reimbursed to the Port Authority by its excess carriers.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 Federal Insurance Company as subrogee of Bangkok Metropolitan Bank, et al. v. The Port Authority of New York and New Jersey, by paying \$550,000 to plaintiff and its attorney. In exchange, the Port Authority will receive a General Release and Stipulation of Discontinuance, with prejudice. The settlement is inclusive of any interest, costs, disbursements an attorneys' fees.

SETTLEMENT OF CLAIM - AIR SOUTH AIRLINES, INC.

It was recommended that General Counsel be authorized to settle claims in the U.S. Bankruptcy Court for the District of South Carolina brought by the trustee for Air South Airlines, Inc. (Air South) in the amount of \$250,000. The settlement of this action will avoid both the cost of litigation as well as the risk of a potentially higher award. In May 1997, the Port Authority contacted Air South regarding arrears in flight fees, rentals, and passenger facility charges at John F. Kennedy and Newark International Airports due the Port Authority in an amount in excess of \$400,000. On August 28, 1997, Air South filed a bankruptcy petition in the U.S. Bankruptcy Court for the District of South Carolina. In November 1998, the Port Authority was contacted by an attorney for the Air South bankruptcy trustee. The trustee alleged that pursuant to Section 547 of the Bankruptcy Code, \$590,640.96 in arrears payments made during the preference period were not in the ordinary course of business. Under the Bankruptcy Code, during the ninety-day period prior to a bankruptcy filing, the estate can require a creditor to return payments received on debts that were not made in the ordinary course of business. Discussions ensued between the Trustee and the Port Authority and an agreement was reached, subject to necessary approvals, for the Port Authority to pay \$250,000 to settle all preference claims. The Port Authority will be released from all "preference claims" in the Air South bankruptcy by payment of this settlement of \$250,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 action, entitled Ryan W. Hovis, as Trustee for Air South Airlines, Inc. v. the Port Authority of New York and New Jersey, by payment of \$250,000 to the bankruptcy trustee for Air South Airlines, Inc., for which The Port Authority of New York and New Jersey will receive a General Release from the Trustee.

SETTLEMENT OF CLAIM - KIWI INTERNATIONAL HOLDINGS, INC.

It was recommended that General Counsel be authorized to settle claims in the United States Bankruptcy Court for the District of New Jersey brought by the Trustee for Kiwi International Holdings, Inc. (KIH), in a total amount of \$220,000 of the \$480,000 sought. The settlement of this action will avoid both the cost of litigation as well as the risk of a potentially higher award. In March 1999, KIH filed a bankruptcy petition, and the Port Authority was subsequently advised in May by the bankruptcy trustee that the Port Authority owed KIH's estate \$480,000 in "preference payments" which the Port Authority received from KIH during the period December 1998 to March 1999. Under the Bankruptcy Code, during the ninety-day period prior to a bankruptcy filing, the estate can require a creditor to return payments received on debts that were not made in the ordinary course of business. In November 1998, the Port Authority had advised KIH that they were in arrears in the amount of \$687,000 for flight fees, rentals and passenger facility charges. In December 1998, KIH made a payment of \$250,000 toward the arrears and a repayment schedule was agreed to. KIH made payments to the Port Authority in an amount of \$1.3 million from December 1998 to March 1999. The trustee has alleged that arrears payments made during this period pursuant to the December 1998 agreement were not in the ordinary course of business.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 preference claims in the United States Bankruptcy Court for the District of New Jersey brought by the Trustee for Kiwi International Holdings, Inc. (KIH), by payment of \$220,000 to the Trustee for KIH.

**SETTLEMENT OF CLAIM – WINSTON BARZEY AND YVONNE BARZEY v. THE
PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

It was recommended that General Counsel be authorized to enter into a settlement with Winston Barzey and Yvonne Barzey, his wife, and their attorney, in the amount of \$700,000, inclusive of attorneys' fees, interest, costs and disbursements, in exchange for a General Release and satisfaction of judgment in favor of the Port Authority.

The settlement will fully resolve plaintiffs' claim for damages arising from an incident on June 22, 1995 at John F. Kennedy International Airport in which plaintiff, Winston Barzey (Barzey), claims he was injured. At the time, Barzey was driving an American Airlines tug on a service road, where signs were posted which directed him into oncoming traffic. Barzey was thrown from his vehicle when it jackknifed as he swerved to avoid an oncoming vehicle. At trial, a jury determined that the jackknife was due, primarily, to the failure of Port Authority staff to use flagmen at the work site on the roadway at the Airport. Barzey sustained a compound fractured leg, requiring four surgeries and the possibility of a future joint replacement.

The matter was tried before a judge and jury, resulting in the entry of a judgment against the Port Authority in the amount of \$913,462.77 as of July 12, 1999. Post-judgment interest is accruing. Various issues have been raised on appeal, and the recommended settlement was arrived at with the assistance of the Appellate Division judge. If this matter were not settled and the judgment was affirmed on appeal, the Port Authority would be liable to plaintiffs to satisfy the \$913,462.77 damages award and would be liable for additional interest from July 12, 1999, plus the costs of the appeal.

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

RESOLVED, that General Counsel be and hereby is authorized, for and on behalf of the Port Authority, to settle the pending action entitled Winston Barzey and Yvonne Barzey v. The Port Authority of New York and New Jersey for the total amount of \$700,000.00 inclusive of attorneys' fees, interest, costs and disbursements by payment of said amount to plaintiffs and their attorney in exchange for a General Release and Satisfaction of Judgment in full settlement of the claim in favor of the Port Authority.

SETTLEMENT OF CLAIM - ANTONETTE SEGEL v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to settle the pending action entitled Antonette Segel v. The Port Authority of New York and New Jersey by paying to plaintiff and her attorneys the sum of \$125,000 in exchange for a General Release from liability and a Stipulation of Discontinuance of the action, with prejudice.

Mrs. Segel sustained serious injuries at John F. Kennedy International Airport on November 8, 1995, when she tripped and fell over a water access valve cover that was upended in a crosswalk in Parking Lot No. 4. Plaintiff suffered tears to her rotator cuff and medial and lateral meniscus and underwent orthoscopic surgery on her knee. Plaintiff claimed that the accident was caused by the Port Authority's failure to maintain the water access valve cover.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 Antonette Segel v. The Port Authority of New York and New Jersey, by paying \$125,000 to plaintiff and her attorneys in return for a General Release and Stipulation of Discontinuance with prejudice.

**SETTLEMENT OF CLAIM - JOHN TRIANDAFILLOU v. THE PORT AUTHORITY OF
NEW YORK AND NEW JERSEY AND NEAL M. HALPERN**

It was recommended that the Board authorize General Counsel to settle the pending action entitled, John Triandafillou v. The Port Authority of New York and New Jersey and Neal M. Halpern, by paying to plaintiff and his attorney the sum of \$200,000 in exchange for the Port Authority's receipt of a General Release from liability and a Stipulation Discontinuance of the action, with prejudice.

Mr. Triandafillou sustained serious injuries in front of the Delta Airlines Terminal at John F. Kennedy International Airport on February 26, 1993 when his auto was rear-ended by a Port Authority Police vehicle. Mr. Triandafillou suffered a skull fracture, detached retina, torn knee menisci, cervical herniated disk, right shoulder derangement and Temporo-Mandibular Joint Syndrome. He was disabled from work for six months as a self-employed machinist and has since hired an assistant machinist to do the heavy lifting that he is disabled from doing.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 John Triandafillou v. The Port Authority of New York and New Jersey and Neal M. Halpern by paying \$200,000 to plaintiff and his attorney in return for the Port Authority's receipt of a General Release from liability and a Stipulation of Discontinuance of the action, with prejudice.

SETTLEMENT OF CLAIM – BETTY YU LI AND KWANG FU LI v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AND PORT AUTHORITY TRANS-HUDSON CORPORATION

It was recommended that the Board authorize General Counsel to settle the action entitled, Betty Yu Li and Kwang Fu Li v. The Port Authority of New York and New Jersey and Port Authority Trans-Hudson Corporation, by paying to plaintiffs and their attorneys the amount of \$125,000, inclusive of attorneys fees, interest, costs and disbursements, in exchange for a General Release and satisfaction of judgment in favor of The Port Authority of New York and New Jersey (Port Authority) and Port Authority Trans-Hudson Corporation (PATH).

The settlement will fully resolve plaintiffs' claims for damages arising from an incident in which plaintiff Betty Yu Li was severely injured when she fell onto the train tracks at The World Trade Center PATH station and was struck by a train. As a result of the incident, her right leg was amputated above the knee and she is now unable to ambulate without the use of an orthopedic device. In the trial court, she stated that while she remembered walking into the PATH station and taking the escalator down to the track, she had no memory of the incident. Mrs. Li produced an expert who opined that the safety tiles along the edge of the platform were installed in such a manner as to cause someone to stop abruptly and fall, as did Mrs. Li.

The Port Authority and PATH moved for summary judgment in their favor on the ground that there was insufficient evidence of negligence on the part of the Port Authority and PATH. The trial court agreed and granted summary judgment in favor of the Port Authority and PATH.

The plaintiffs filed an appeal and the matter was scheduled for a settlement conference before a special master in the appellate court. There is a very distinct possibility that the appellate court will reverse the entry of judgment in the Port Authority's favor and order a trial to be held in this case. Due to the severe nature of Mrs. Li's injuries, if a jury trial were ordered in this case, the Port Authority's damage exposure would greatly exceed the settlement amount of \$125,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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 of New York and New Jersey (Port Authority) and Port Authority Trans-Hudson Corporation (PATH), to settle the pending action entitled Betty Yu Li and Kwang Fu Li v. The Port Authority of New York and New Jersey and Port Authority Trans-Hudson Corporation for the total amount of \$125,000, inclusive of attorneys fees, interest, costs and disbursements, by payment of said amount to plaintiffs and their attorney in exchange for a General Release and satisfaction of judgment, in full settlement of the claim, in favor of the Port Authority and PATH.

SETTLEMENT OF CLAIM – SHIRLEY BERNARD v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to settle the pending action entitled, Shirley Bernard v. Port Authority of New York and New Jersey, by paying to the plaintiff and her attorney the sum of \$135,000 in exchange for the Port Authority's receipt of a General Release and Stipulation of Dismissal of this action, with prejudice.

Plaintiff, Shirley Bernard, sustained serious injury while walking to work in The World Trade Center (WTC) on May 8, 1998, when she tripped and fell due to a raised metal stud on the floor of the concourse level of the WTC. Mrs. Bernard was taken to the hospital immediately after the accident, at which time it was determined that she suffered a fractured hip, requiring surgery with insertion of hardware. Due to this injury, Mrs. Bernard's physician has stated that plaintiff will never be able to return to work. As of September 30, 1999, plaintiff has sustained wage losses of approximately \$15,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Donovan, Eisenberg, Kalikow, Mack, Martini, Philibosian, 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, Shirley Bernard v. Port Authority of New York and New Jersey, by paying \$135,000 to plaintiff and her attorney. In exchange, the Port Authority will receive a General Release and Stipulation of Dismissal of the action, with prejudice.

RESCISSION AND CANCELLATION OF RESOLUTIONS AUTHORIZING CONSOLIDATED BONDS, ONE HUNDRED TWENTIETH SERIES THROUGH CONSOLIDATED BONDS, ONE HUNDRED TWENTY-SECOND SERIES AND CONSOLIDATED NOTES, SERIES TT, SERIES UU, SERIES VV, SERIES WW AND SERIES XX

The Board at its meeting on December 12, 1996, among other matters, established and authorized the issuance of, and authorized the sale of, Consolidated Bonds, One Hundred Twentieth Series through Consolidated Bonds, One Hundred Twenty-second Series and Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX. In place of these series, action with respect to the Authority's continuing plan of financing, consisting in part of Consolidated Bonds and Consolidated Notes is to be considered today by the Board in connection with the anticipated requirements associated with the Authority's capital program projections.

Therefore, it is recommended that prior to the actions to be taken at today's meeting in connection with the Authority's plan of financing, that the Board rescind and cancel certain resolutions solely with respect to the establishment and authorization of the issuance of, and the authorization of the sale of, Consolidated Bonds, One Hundred Twentieth Series through Consolidated Bonds, One Hundred Twenty-second Series and Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX, since these previously authorized series have not as yet been issued.

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

RESOLVED, that the resolutions of the Authority adopted December 12, 1996, entitled "*Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series—Establishment and Issuance*" and "*Consolidated Bonds, One Hundred Eighth Series through Consolidated Bonds, One Hundred Twenty-second Series—Sale*" (appearing, respectively, at pages 655 *et seq.* and pages 666-667 of the Official Minutes of that date), solely with respect to Consolidated Bonds, One Hundred Twentieth Series through Consolidated Bonds, One Hundred Twenty-second Series, are rescinded and cancelled in their entirety; and it is further

RESOLVED, that the resolutions of the Authority adopted December 12, 1996, entitled "*Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX—Establishment and Issuance*" and "*Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX—Sale*" (appearing, respectively, at pages 668 *et seq.* and pages 675-676 of the Official Minutes of that date), are rescinded and cancelled in their entirety.

PORT AUTHORITY PLAN OF FINANCING—REPORT

A flexible plan of financing permits the Authority to access the financial markets at favorable costs through the expeditious issuance of short-term, intermediate-term and long-term debt for authorized purposes.

Recommended actions with respect to this plan of financing would include the authorization of fifteen series of Consolidated Bonds and five series of Consolidated Notes, an increase in the principal amount of Equipment Notes which may be outstanding at any one time from \$100 million to \$250 million and provision of certain technical clarifications to the resolutions with respect to Versatile Structure Obligations, Variable Rate Master Notes, Equipment Notes and Commercial Paper Obligations.

Public Hearings

On October 27, 1999, public hearings in connection with this plan of financing, consistent with, and to the extent provided under, the public approval provisions of Section 147(f) of the Internal Revenue Code of 1986, were conducted by staff of the Authority's Treasury Department at the offices of the Authority located at One World Trade Center and at the Journal Square Transportation Center, pursuant to notices published on October 12, 1999, in *The New York Times*, a newspaper of general circulation in the New York portion of the Port District, and in *The Star-Ledger*, a newspaper of general circulation in the New Jersey portion of the Port District.

In pertinent part, the notices contained the following description of the Authority's proposed plan of financing: "Consolidated Bonds to be denominated as the One Hundred Twentieth Series through the One Hundred Thirty-fourth Series, inclusive; Consolidated Notes to be denominated as Series TT, Series UU, Series VV, Series WW and Series XX; Versatile Structure Obligations issued under a modified Port Authority Versatile Structure Obligations Resolution; Variable Rate Master Notes issued under a modified Port Authority Variable Rate Master Notes Resolution; Commercial Paper Obligations issued under a modified Port Authority Commercial Paper Program; and Equipment Notes issued under a modified Port Authority Equipment Notes Resolution, all to be issued and sold in connection with this plan of financing for authorized purposes, including in connection with certain of the facilities of the Port Authority located in the Port of New York District, to wit: the Holland Tunnel; Lincoln Tunnel; George Washington Bridge; Bayonne Bridge; Goethals Bridge; Outerbridge Crossing; Port Authority Bus Terminal; Hudson Tubes portion of the Port Authority Trans-Hudson System; Trans-Hudson Ferry Service, a facility for the provision of trans-Hudson ferry transportation services between terminal facilities in the vicinity of New Jersey Transit Corporation's rail and bus terminals in Hoboken, N.J., and in the vicinity of Battery Park City in lower Manhattan, N.Y.; LaGuardia Airport; John F. Kennedy International Airport; Newark International Airport; Teterboro Airport; Port Authority-Downtown Manhattan Heliport; Port Newark; Brooklyn-Port Authority Marine Terminal; Elizabeth-Port Authority Marine Terminal; Greenville Yard-Port Authority Marine Terminal; Howland Hook Marine Terminal; Port Authority Auto Marine Terminal, an imported automobile marine terminal facility located in Bayonne and Jersey City,

N.J.; Hoboken South Waterfront Development Facility located in Hoboken, N.J.; Queens West Waterfront Development Facility located in Hunters Point, Queens, N.Y.; Oak Point Rail Freight Link, a rail freight improvement project in The Bronx, N.Y.; World Trade Center, a facility of commerce in Manhattan, N.Y.; Newark Legal and Communications Center, a legal and communications center in Newark, N.J.; Teleport, a satellite communications center at the Staten Island Industrial Park, Staten Island, N.Y.; Bathgate Industrial Park, an industrial park in The Bronx, N.Y.; Port Authority Industrial Park at Elizabeth, an industrial park in Elizabeth, N.J.; Newark South Ward Industrial Park, an industrial park in Newark, N.J.; Essex County Resource Recovery Facility, a mass-burn resource recovery facility in Newark, N.J.; Pre-development Site Acquisition Program, a facility for the acquisition of real property in the New Jersey and New York portions of the Port of New York District; Regional Development Facility, a facility for certain of the economic development and infrastructure renewal projects to be undertaken at the request of the States of New Jersey and New York in the New Jersey and New York portions of the Port of New York District; New Jersey Marine Development Program, a facility for certain fishery, marine or port development projects to be undertaken at the request of the State of New Jersey in the New Jersey portion of the Port of New York District; and Regional Economic Development Program, a facility for certain of the transportation and economic development and infrastructure renewal projects to be undertaken at the request of the States of New Jersey and New York in the New Jersey and New York portions of the Port of New York District. The initial owner, operator or manager of these facilities is or will be the Port Authority or one of its subsidiaries (presently, Port Authority Trans-Hudson Corporation, Newark Legal and Communications Center Urban Renewal Corporation and New York and New Jersey Railroad Corporation). The major projects presently authorized or which may be authorized by the Port Authority while this plan of financing remains in effect include: LaGuardia Airport, central terminal building improvements, general runway, taxiway and roadway modification, paving and utility improvements; John F. Kennedy International Airport, general runway, taxiway and roadway modification, paving, construction of additional parking facilities, hangar and ancillary airport buildings, central terminal area roadway construction, construction of additional terminal facilities and related infrastructure and utility improvements, light rail transit system linking the terminals in the central terminal area of the airport with each other and with existing transit lines in Jamaica, Queens and Howard Beach, Queens, to provide exclusive airport access for passengers and others using the airport; Newark International Airport, general runway, taxiway and roadway modification, paving, construction of terminal improvements, construction of an intermodal connection linking the monorail with the northeast corridor rail line, construction of additional parking facilities; Howland Hook Marine Terminal, rail freight project providing rail freight services between this facility and the national rail system through interchanges in Cranford, N.J.; Port Newark, berth deepening, building construction, terminal improvements; Elizabeth-Port Authority Marine Terminal, berth deepening, building construction; intermodal improvements; Brooklyn-Port Authority Marine Terminal, wharf and pier rehabilitation; World Trade Center capital improvements, including the upgrade of basic building systems; capital improvements related to safety, maintenance or rehabilitation of the Port Authority Trans-Hudson system, Port Authority Bus Terminal, George Washington Bridge, Lincoln Tunnel, Holland Tunnel, Goethals Bridge, Bayonne Bridge, Outerbridge Crossing and Trans-Hudson Ferry Service; Queens West Waterfront Development Facility, participation in mixed use waterfront development project; Hoboken South Waterfront Development Facility, participation in mixed use waterfront development project; other miscellaneous capital improvements and

replacements and acquisitions of equipment in connection with the facilities of the Port Authority; and a comprehensive general port improvement project in the Port of New York and New Jersey, including channel deepening, dredging and disposal of dredged materials, which is also expected to be of benefit to the Port Authority's marine terminal facilities. The obligations of the Port Authority to be issued in connection with this plan of financing and to which the provisions of Section 147(f) of the Internal Revenue Code of 1986 would be applicable, would be in the maximum aggregate principal amounts noted below: each of Consolidated Bonds, One Hundred Twentieth Series through One Hundred Thirty-fourth Series, inclusive, would be in the principal amount of up to \$300,000,000; each of Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX, would be in the principal amount of up to \$200,000,000; Versatile Structure Obligations under a modified Port Authority Versatile Structure Obligations Resolution would be in a total aggregate principal amount of up to \$500,000,000 outstanding at any one time; Variable Rate Master Notes under a modified Port Authority Variable Rate Master Notes Resolution would be in a total aggregate principal amount of up to \$400,000,000 outstanding at any one time; Equipment Notes under a modified Port Authority Equipment Notes Resolution would be in a total aggregate principal amount of up to \$250,000,000 outstanding at any one time; and Commercial Paper Obligations under a modified Port Authority Commercial Paper Program would be in a total aggregate principal amount of up to \$500,000,000 outstanding at any one time."

Actions Pertaining to this Plan of Financing

The Board would establish Consolidated Bonds, One Hundred Twentieth Series through Consolidated Bonds, One Hundred Thirty-fourth Series, and would authorize the issuance and sale of each series in aggregate principal amount of up to \$300 million at a true interest cost to the Authority not in excess of 8% for a term not in excess of 35 years. The Board would also establish Consolidated Notes, Series TT, Series UU, Series VV, Series WW and Series XX, and would authorize the issuance and sale of each series in aggregate principal amount of up to \$200 million at a true interest cost to the Authority not in excess of 8% for a term not in excess of 3 years. The Committee on Finance would be authorized to sell and to deliver all or any part of each of such series with such terms and at such time or times as it deems appropriate, at public or private sale, and would also be authorized to take, and to delegate authority for, certain actions with respect to each of such series. An Authorized Officer of the Authority would be authorized to take any and all action which could be taken by the Committee on Finance in connection with each of such series, but only if such series is issued and sold on a competitive basis. The issuance and sale on a competitive basis would include submission by underwriters of sealed bids to be opened publicly; submission by underwriters of bids or other offers to purchase by electronic means through generally accepted procedures in the financial markets; and submission by underwriters of bids or other offers to purchase in response to written or telephonic requests for proposals directed to selected underwriters. Prior to the scheduling by an Authorized Officer of any competitive sale of Consolidated Bonds or Notes, such Authorized Officer would consult with the Chairman of the Committee on Finance and, to the extent practicable, the other members of the Committee.

To facilitate the continued issuance of Equipment Notes, the aggregate principal amount of Equipment Notes which may be outstanding at any one time would be increased from \$100 million to \$250 million, and the Board also would provide for certain technical clarifications generally within the scope of the current authorization with respect to such obligations. Additionally, to facilitate the continued issuance of Versatile Structure Obligations, Variable Rate Master Notes and Commercial Paper Obligations, the Board would also provide for certain technical clarifications generally within the scope of the current authorizations with respect to these obligations.

The total aggregate principal amount of the Authority's bonds, notes and other obligations to be issued for authorized purposes in connection with the Authority's facilities in any year under this plan of financing would not exceed the amount required to effectuate the applicable budget.

In the context of the suspension by the City of New York of lease negotiations relating to the New York City airports, the Authority has continued a program to accelerate the retirement of certain Consolidated Bonds that were outstanding as of December 31, 1994, and had maturities extending beyond 2015, the year in which such lease agreement expires. As of December 31, 1998, the Authority had achieved its program goals through the year 2001 with retirement of \$472,770,000 in principal amount of such Consolidated Bonds, through open-market purchases and refundings. If such lease agreement is not extended beyond 2015 and the program continues through 2015, all Consolidated Bonds outstanding as of December 31, 1994, with maturities beyond 2015 (other than Consolidated Bonds, Ninety-third Series) would be retired. Additionally, the Authority is limiting the maturity of future private activity Consolidated Bonds (the proceeds of which are used primarily at the airports) to 20 years from the date of issuance of any such series of bonds. The continuation of the program of accelerated retirements and maturity limitations, in each case, is subject to change at the discretion of the Authority.

**CONSOLIDATED BONDS, ONE HUNDRED TWENTIETH SERIES THROUGH
CONSOLIDATED BONDS, ONE HUNDRED THIRTY-FOURTH SERIES-
ESTABLISHMENT AND ISSUANCE**

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

WHEREAS, heretofore and on the 9th day of October, 1952, The Port Authority of New York and New Jersey (formerly known as The Port of New York Authority and hereinafter called the "Authority") adopted a resolution (hereinafter called the "Consolidated Bond Resolution"), constituting a contract with the holders of the obligations issued thereunder, providing for the issuance of certain direct and general obligations of the Authority (hereinafter called "Consolidated Bonds"), from time to time, in conformity with the Consolidated Bond Resolution for the purposes therein set forth; and

WHEREAS, the Consolidated Bond Resolution provides that Consolidated Bonds shall be issued in such series as the Authority may determine, and that the characteristics of each such series shall be determined by the Authority by and in the resolution establishing such series, and that the resolution establishing such series may contain other terms and provisions not inconsistent with the Consolidated Bond Resolution; and

WHEREAS, the Authority has heretofore established various series of Consolidated Bonds and has now determined that it is appropriate to establish certain additional series of Consolidated Bonds, without prejudice to its right hereafter to establish further series of Consolidated Bonds;

NOW, THEREFORE, be it resolved by the Authority:

SECTION 1. As used in this resolution, any words or phrases specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

SECTION 2. Each of Consolidated Bonds, One Hundred Twentieth Series through Consolidated Bonds, One Hundred Thirty-fourth Series, inclusive, is established as a separate series of Consolidated Bonds and the issuance of up to Three Hundred Million Dollars (\$300,000,000) of each such series with a term to maturity not in excess of thirty-five (35) years is authorized. Each of such series shall be issued in conformity with the Consolidated Bond Resolution for the purposes specified in this resolution. This resolution shall apply with equal force and effect to each of such series on an individual basis (each of such series hereinafter called the "Bonds"). This resolution shall constitute a contract with the registered holders of the Bonds and with each such registered holder.

SECTION 3. The Committee on Finance of the Authority (hereinafter called the "Committee on Finance") is authorized to establish, fix and determine the terms of the Bonds and, in connection therewith, to make such changes and adjustments to the provisions set forth in the third paragraph of this Section 3 and in Sections 4, 5, 6, 9 and 10 of this resolution as in the opinion of the Committee on Finance will effectuate the issuance of the Bonds, and to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

The proceeds of the Bonds may be used for any purpose for which at the time of issuance of the Bonds the Authority is authorized by law to issue its obligations. The Committee on Finance may allocate the proceeds of the Bonds, from time to time, to certain of the authorized purposes, including the specific designation of any obligations to be refunded with the proceeds of the Bonds.

Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America; principal of the Bonds shall be payable upon presentation and surrender thereof by the registered holders, at the office or offices, designated by the Authority, of the Paying Agent (or Paying Agents) appointed for the purpose by the Authority, in a county which is in whole or in part in the Port of New York District; and interest on the Bonds shall be payable when due to the registered holders thereof by check or draft drawn on the Paying Agent (or Paying Agents) appointed for the purpose by the Authority and mailed to said registered holders at their last known addresses as appearing upon the Authority's Registry Books for the Bonds.

SECTION 4. The Bonds shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in authorized denominations.

The Authority will keep or cause to be kept at the offices, designated by the Authority, of a Registrar appointed for that purpose, in a county which is in whole or in part in the Port of New York District, proper and sufficient Registry Books for the registration of the Bonds. The Bonds shall be transferable only upon such Registry Books by the registered holder thereof or by such registered holder's attorney duly authorized in accordance with the provisions of this resolution. Upon the written request of the registered holder or registered holders thereof and upon surrender thereof, a bond or bonds may be exchanged for a bond or bonds of like tenor, registered as designated in such request, of any other authorized denominations. All requests for registration, transfer, exchange and delivery pertaining to the Bonds as above provided shall be filed with the Registrar of the Authority; all bonds to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all bonds delivered in exchange as aforesaid shall be delivered by the Registrar. All bonds surrendered to the Registrar in exchange for other bonds or for transfer as above provided shall be cancelled by the Registrar upon such surrender. The Authority shall bear the cost incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of bonds, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this resolution.

SECTION 5. The Bonds shall be redeemable at the option of the Authority, on prior notice, in whole, or, from time to time, in part, at such redemption price and on such date set forth in the applicable notice of intention to redeem the Bonds.

If less than all of the Bonds then outstanding are to be called for redemption at the option of the Authority, and if the Bonds then outstanding include bonds of any serial maturities, the bonds so to be called shall be in inverse order of maturity, and if bonds constituting a particular maturity are to be called for redemption, but not all bonds constituting such maturity are to be called for redemption, the bonds so to be called shall be determined by lot by the Registrar.

If bonds are to be called for redemption to meet the schedule of mandatory periodic retirement for the Bonds, the bonds so to be called shall be determined by lot by the Registrar.

Notice of intention to redeem any of the Bonds shall be given by the Registrar not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption, to the registered holders of the bonds to be called for redemption, by deposit of a copy of such notice, postage prepaid by certified or registered mail, in a United States Post Office, addressed to such registered holders at their last known addresses as appearing upon the Authority's Registry Books for the Bonds. Notice of the mailing of such notice of intention to redeem bonds shall also be published by the Authority in a daily newspaper of general circulation in the Port of New York District not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption; *provided, however*, that failure to give such notice by publication, or any defect therein, shall not affect the validity of any action with respect to the redemption of such bonds.

On or before the date fixed for redemption specified in the notice of intention to redeem any of the Bonds, the Authority will pay or cause to be paid to the Paying Agent (or Paying Agents) an amount in cash in the aggregate sufficient to redeem all of the bonds which are to be redeemed, at the respective redemption price thereof, which, in each case, shall include the accrued interest until the date fixed for redemption and the premium (if any), such principal amount and premium (if any), to be held by the Paying Agent (or Paying Agents) in trust for the account of the registered holders of the bonds so called for redemption and to be paid to them respectively upon presentation and surrender of such bonds with accrued interest included in such redemption price to be paid to the registered holders in accordance with the provisions of this resolution. On and after the date fixed for redemption, the notice of intention to redeem having been completed as above provided, the bonds so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for redemption of such bonds on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the bonds so called on and after the date fixed for their redemption, and such bonds shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution, but shall rely solely upon the funds so deposited.

In the case of bonds of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value representing the minimum authorized denomination shall be treated as though it were a separate bond of the minimum authorized denomination, and the word "bond" as used in the foregoing provisions of this Section 5 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the

units of face value representing the minimum authorized denomination of any bond are to be called for redemption, then upon notice of intention to redeem such unit or units, the registered holder of such bond shall forthwith present such bond to the Registrar who shall issue a new bond or bonds of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange therefor, pursuant to Section 4 of this resolution, including a new bond or bonds with the aggregate principal amount of the unit or units of face value called for redemption; and such new bond or bonds shall be deemed to be duly called for redemption without further notice to the registered holder thereof. If the registered holder of such bond of a denomination greater than the minimum authorized denomination shall fail to present such bond to the Registrar for the issuance of new bonds of smaller denominations in exchange therefor, as aforesaid, such bond shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent (or Paying Agents), as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such bond represented by such unit or units of face value on and after the date fixed for redemption, and such bond shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption and premium, if any) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

SECTION 6. The Bonds shall be retired at or prior to maturity, by purchase, call or payment, by the dates and in at least the cumulative principal amounts set forth on the schedule of mandatory periodic retirement for the Bonds.

If, at least forty-five (45) days prior to the mandatory periodic retirement date in each year (except the year of maturity) set forth in the schedule of mandatory periodic retirement for the Bonds, the Authority shall not have purchased or redeemed (at any prior time or times during such year or at any time or times during any prior years) a principal amount of the Bonds at least equal to the principal amount of the Bonds to be retired on such mandatory periodic retirement date, then the Authority shall call a principal amount of the Bonds equal to such deficiency, at the respective redemption price thereof, in the manner and upon the notice set forth in Section 5 of this resolution. Any of the Bonds purchased by the Authority as aforesaid may be purchased at such prices as the Authority may deem reasonable and proper and, in the discretion of the Authority, at public or private sale, with or without advertisement and with or without notice to any person other than the seller, and such of the Bonds as are theretofore issued and negotiated and then held by the Authority may be purchased for such purpose as well as bonds held by others.

Nothing herein contained shall be construed in any way to prevent the Authority from retiring the Bonds more rapidly than is set forth in the schedule of mandatory periodic retirement for the Bonds.

SECTION 7. The Authority shall not apply any moneys in the Consolidated Bond Reserve Fund except for the payment of bonds secured by a pledge of the General Reserve Fund in whole or in part, the payment of debt service upon bonds so secured, the purchase for retirement of

bonds so secured or the redemption of bonds so secured, or for the payment of expenses incurred for the establishment, acquisition, construction or effectuation, or for the operation, maintenance, repair or administration of any facility financed or refinanced in whole or in part by bonds secured by a pledge of the General Reserve Fund in whole or in part, or otherwise for the fulfillment of any undertakings which the Authority has assumed or may or shall hereafter assume to or for the benefit of the holders of bonds secured by a pledge of the General Reserve Fund in whole or in part; *provided, however*, that nothing herein contained shall be construed to permit the application by the Authority of moneys in the Consolidated Bond Reserve Fund except for purposes and upon conditions which are authorized by the Consolidated Bond Resolution.

Consolidated Bonds proposed to be issued for purposes in connection with an additional facility or a group of additional facilities in connection with which the Authority has not theretofore issued bonds which have been secured by a pledge of the General Reserve Fund in whole or in part, may be issued, and bonds other than Consolidated Bonds proposed to be issued for purposes in connection with such an additional facility or group of additional facilities may be secured by a pledge of the General Reserve Fund in whole or in part, in each case if and only if the Authority shall certify at the time of issuance (as defined in Section 3 of the Consolidated Bond Resolution) its opinion that the issuance of such Consolidated Bonds or that such pledge of the General Reserve Fund as security for such bonds other than Consolidated Bonds will not, during the ensuing ten (10) years or during the longest term of any of such bonds proposed to be issued (whether or not Consolidated Bonds), whichever shall be longer, in the light of its estimated expenditures in connection with such additional facility or such group of additional facilities, materially impair the sound credit standing of the Authority or the investment status of Consolidated Bonds or the ability of the Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and the Authority may apply moneys in the General Reserve Fund for purposes in connection with those of its bonds and only those of its bonds which it has theretofore secured by a pledge of the General Reserve Fund in whole or in part. Expenditures in connection with an additional facility or group of additional facilities shall mean the amount of the excess, if any, of the sum of all items of expense to be considered in determining the net revenues of the additional facility or group of additional facilities plus the debt service upon the bonds proposed to be issued and upon any additional bonds which in the Authority's opinion would be required to be issued to place and maintain such facility or group of facilities upon a sound operating basis, over and above the sum of all items of revenue and income to be considered in determining such net revenues.

SECTION 8. The Authority shall appoint a bank or trust company as trustee for and in connection with the Bonds (hereinafter called the "Trustee"). The Trustee is authorized to (i) institute any action or proceeding on behalf of the registered holders of the Bonds against the Authority or others, or (ii) intervene in any pending action or proceeding, or (iii) take any other action which it shall in its sole discretion determine to be necessary or advisable in order to protect the rights of the registered holders of the Bonds. The rights of the Trustee in this respect and in all other respects shall be in addition to and not in substitution of any and all rights which would otherwise inure to the registered holder or registered holders of the Bonds. It is understood that the Trustee in its sole discretion may, but shall be under no obligation to, review the

activities or operations of the Authority or any of the contracts or agreements of the Authority or exercise any of the rights or powers vested in it by this Section 8 whether on the Trustee's initiative or at the request or direction of any of the registered holders of the Bonds.

The Trustee (which shall include any successor Trustee) appointed under the provisions of this Section 8 shall be a bank or trust company organized under the laws of the State of New York or the State of New Jersey or a national banking association doing business and having its principal office in the Port of New York District and having a total capital (including capital stock, surplus, undivided profits and capital notes, if any) aggregating at least \$25,000,000, which is willing and able to accept the office on reasonable and customary terms and is authorized by law to perform all the duties imposed upon it by this resolution.

The Trustee shall not be liable for any action taken or suffered upon any notice, resolution, request, consent, order, certificate, report, opinion, bond or other paper or document believed by it to be genuine, and to have been signed or presented by the proper party or parties. The Trustee may consult with counsel, who may or may not be counsel to the Authority, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this resolution in good faith and in accordance therewith. The Trustee shall not be liable in connection with the performance or nonperformance of its duties except for its own wilful misconduct, negligence or bad faith.

If the Trustee shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action under this resolution, such matter (unless other evidence in respect thereof be specifically prescribed) may be deemed to be conclusively proved and established by a certificate of an Authorized Officer, and such certificate shall be full warrant for any action taken or suffered in good faith under the provisions of this resolution upon the faith thereof; but in its discretion the Trustee may in lieu thereof accept other evidence of such fact or matter or may require such further or additional evidence as to it may seem reasonable.

The Authority shall annually, within one hundred twenty (120) days after the close of each calendar year, file with the Trustee a statement of an Authorized Officer showing for the preceding calendar year (i) net revenues, (ii) the aggregate interest paid on bonds of the Authority, and (iii) the payments of principal on bonds of the Authority.

The Authority shall annually, within one hundred twenty (120) days after the close of each calendar year, file with the Trustee a copy of its annual report for such year and its financial statement for such year accompanied by an opinion signed by an independent public accountant or firm of public accountants of recognized standing selected by the Authority and satisfactory to the Trustee.

The Authority shall file with the Trustee a copy of any Official Statement hereafter issued by the Authority in connection with the issuance of bonds by the Authority.

The Authority shall file with the Trustee a copy of the minutes of every meeting of the Authority and of its subsidiary corporations at the time said minutes are transmitted to the Governor of New York and the Governor of New Jersey.

The Authority shall not be required to file with the Trustee (except when requested to do so by the Trustee) and the Trustee shall not be required to review any document, instrument, report or paper other than those which the Authority is expressly required hereunder to file with the Trustee. The Trustee shall not be bound to make any investigation into the facts or matters stated in any document, instrument, report or paper supplied to it, but the Trustee in its sole discretion may make such further inquiry or investigation into such facts or matters as the Trustee may deem advisable, and, if the Trustee shall determine to make such further inquiry or investigation, the Trustee is authorized to examine such books and records of and properties owned or operated by the Authority as the Trustee may deem advisable, personally or by agent or attorney.

The Authority agrees (i) to pay to the Trustee from time to time reasonable compensation for all services rendered by it hereunder, (ii) to reimburse the Trustee upon its request for all reasonable expenses, disbursements and advances incurred or made by the Trustee in connection with the exercise or performance of any of its powers or duties hereunder (including the reasonable compensation and the expenses and disbursements of its agents and counsel), and (iii) to indemnify the Trustee for, and hold it harmless against, any loss, liability or expense incurred without wilful misconduct, negligence or bad faith on its part, arising out of or in connection with the exercise or performance of the Trustee's powers and duties hereunder, including the costs and expenses of defending itself against any claim or liability in connection with such exercise or performance.

The Trustee may become the owner or holder of any bonds of the Authority with the same rights as it would have were it not a Trustee. To the extent permitted by law, the Trustee may act as depositary for the Authority, act as Paying Agent and Registrar of bonds of the Authority and act itself and permit any of its officers or directors to act in any other capacity with respect to the Authority, the bonds of the Authority and the holders of bonds of the Authority as it or its officers or directors would be able to act were it not a Trustee.

The Trustee may at any time resign and be discharged of the duties and obligations created by this resolution by giving not less than sixty (60) days' written notice to the Authority and publishing notice thereof, specifying the date when such resignation shall take effect, once in each week for two (2) successive calendar weeks in a newspaper of general circulation in the City of New York, State of New York, and such resignation shall take effect upon the date specified in such notice unless previously a successor shall have been appointed by the Authority in which event such resignation shall take effect immediately on the appointment of such successor.

The Trustee may be removed at any time by an instrument or concurrent instruments in writing, filed with the Trustee, and signed and acknowledged by the registered holders of a majority in principal amount of the Bonds then outstanding or by their attorneys duly authorized, excluding the principal amount of any of the Bonds held by or for the account of the Authority.

In case at any time the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator

of the Trustee, or of its property, shall be appointed, or if any public officer shall take charge or control of the Trustee, or of its property or affairs, a successor may be appointed by the holders of a majority in principal amount of the Bonds then outstanding, excluding the principal amount of any of the Bonds held by or for the account of the Authority, by an instrument or concurrent instruments in writing signed and acknowledged by such registered holders of the Bonds or by their attorneys duly authorized and delivered to such successor Trustee, notification thereof being given to the Authority and the predecessor Trustee; *provided, however*, nevertheless, the Authority shall forthwith appoint a Trustee to fill such vacancy until a successor Trustee shall be appointed by the registered holders of the Bonds as authorized in this Section 8. The Authority shall publish notice of any such appointment made by it once in each week for two (2) consecutive calendar weeks, in a newspaper of general circulation in the City of New York, State of New York, the first publication to be made within twenty (20) days after such appointment. Any successor Trustee appointed by the Authority shall, immediately and without further act, be superseded by a Trustee appointed by the registered holders of the Bonds.

Any company into which any Trustee may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which any Trustee may sell or transfer all or substantially all of its corporate trust business (*provided, however*, such company shall be a bank or trust company located in the Port of New York District and shall be authorized by law to perform all the duties imposed upon it by this resolution), shall be the successor to such Trustee without the execution or filing of any paper or the performance of any further act.

The failure of the Authority to take any action required by this Section 8 shall not invalidate any bond or bonds issued pursuant to this resolution or hereafter issued by the Authority, or affect any other actions of the Authority. The Authority shall in no way be restricted by this Section 8 from entering any defense to an action or proceeding instituted by the Trustee or by the registered holder or registered holders of the Bonds.

SECTION 9. The form of the bond, including provisions with respect to assignment, for the Bonds shall be determined by the Committee on Finance or by an Authorized Officer. The bonds shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be manually signed by an Authorized Officer. In case any Authorized Officer who shall have signed any of the bonds shall cease to be an Authorized Officer before such bonds shall have been actually issued, such bonds may nevertheless be issued as though such Authorized Officer who signed such bonds had not ceased to be an Authorized Officer.

SECTION 10. In case any bond shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new bond of like tenor in exchange or substitution for and upon cancellation of such mutilated bond or in lieu of or in substitution for such destroyed or lost bond; or if such bond shall have matured, instead of issuing a substitute bond the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute bond shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such bond and of the ownership thereof and also such security and indemnity as may be required by the Authority. The Authority may execute and

deliver any such substitute bond or make any such payment; or any Paying Agent may make any such payment upon the written request or authorization of the Authority. Upon the issuance of any substitute bond, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new bond so issued in substitution. Any bond issued under the provisions of this Section 10 in lieu of any bond alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the bond so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this resolution and of the Consolidated Bond Resolution with all other bonds, notes and coupons (if any) issued hereunder or thereunder.

SECTION 11. An Authorized Officer is authorized to take any and all action which the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by an Authorized Officer if the Bonds are issued and sold on a competitive basis.

**CONSOLIDATED BONDS, ONE HUNDRED TWENTIETH SERIES THROUGH
CONSOLIDATED BONDS, ONE HUNDRED THIRTY-FOURTH SERIES–
SALE**

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

SECTION 1. This resolution shall apply with equal force and effect to each of Consolidated Bonds, One Hundred Twentieth Series through Consolidated Bonds, One Hundred Thirty-fourth Series, inclusive, on an individual basis (each such series hereinafter called the "Bonds").

SECTION 2. The Committee on Finance of the Authority (hereinafter called the "Committee on Finance") is authorized in the name of and on behalf of the Authority to sell all or any part of Three Hundred Million Dollars (\$300,000,000) in principal amount of the Bonds at a true interest cost to the Authority not in excess of eight percent (8%) with a term to maturity not in excess of thirty-five (35) years, at public or private sale, with or without advertisement, at one or more times, and to apply the proceeds of such sale or sales as provided in the resolution authorizing the establishment and issuance of the Bonds.

SECTION 3. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Bonds, to fix the time or times of sale of the Bonds, to determine the terms and conditions upon which such sales shall be made and to accept or reject offers in connection with such sales.

SECTION 4. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Bonds, to enter into any contracts or agreements pertaining to the Bonds; to fix the time or times and determine the terms and conditions of delivery of the Bonds; to appoint one or more Paying Agents and a Registrar and a Trustee, and to designate the office or offices of any such Paying Agent (or Paying Agents) at which payments shall be made and the office or offices of any such Registrar at which the Authority's Registry Books for the Bonds shall be kept; to make any selection, designation, determination or estimate and to take or withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Bonds, the Authority adopting all such selections, designations, determinations, estimates, actions, withholdings of action, formulations and expressions of opinions and exercises of discretion or judgment, including those pursuant to Section 3 of the Consolidated Bond Resolution, or otherwise, as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

SECTION 5. The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials in connection with the Bonds and (ii) for the preparation

and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 6. An Authorized Officer is authorized to take any and all action which the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by an Authorized Officer if the Bonds are issued and sold on a competitive basis.

SECTION 7. The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Bonds on the basis that the Bonds are to be in conformity with, and that the interest on the Bonds is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Bonds are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are ratified. Any Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of the Bonds, as to the status of the projects for which the proceeds of the Bonds are to be used, as to the Authority's intentions with respect to the application and investment of the proceeds of the Bonds, and as to such other matters as such Authorized Officer deems appropriate.

SECTION 8. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

**CONSOLIDATED NOTES, SERIES TT, SERIES UU, SERIES VV, SERIES WW AND
SERIES XX-ESTABLISHMENT AND ISSUANCE**

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

WHEREAS, heretofore and on the 9th day of October, 1952, The Port Authority of New York and New Jersey (formerly known as The Port of New York Authority and hereinafter called the "Authority") adopted a resolution (hereinafter called the "Consolidated Bond Resolution"), constituting a contract with the holders of the obligations issued thereunder, providing for the issuance of certain direct and general obligations of the Authority (hereinafter called "Consolidated Bonds"), from time to time, in conformity with the Consolidated Bond Resolution for the purposes therein set forth; and

WHEREAS, the Consolidated Bond Resolution provides that Consolidated Bonds shall be issued in such series as the Authority may determine, and that the characteristics of each such series shall be determined by the Authority by and in the resolution establishing such series, and that the resolution establishing such series may contain other terms and provisions not inconsistent with the Consolidated Bond Resolution; and

WHEREAS, the Authority has heretofore established various series of short-term bonds (hereinafter called "Consolidated Notes"), from time to time, in conformity with the Consolidated Bond Resolution and has now determined that it is appropriate to establish certain additional series of Consolidated Notes, without prejudice to its right hereafter to establish further series of Consolidated Bonds or Consolidated Notes;

NOW, THEREFORE, be it resolved by the Authority:

SECTION 1. As used in this resolution, any words or phrases specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

SECTION 2. Each of Consolidated Notes, Series TT, Consolidated Notes, Series UU, Consolidated Notes, Series VV, Consolidated Notes, Series WW and Consolidated Notes, Series XX, is established as a separate series of Consolidated Notes and the issuance of up to Two Hundred Million Dollars (\$200,000,000) of each such series with a term to maturity not in excess of three (3) years is authorized. Each of such series shall be issued in conformity with the Consolidated Bond Resolution for the purposes specified in this resolution. This resolution shall apply with equal force and effect to each of such series on an individual basis (each of such series hereinafter called the "Notes"). This resolution shall constitute a contract with the registered holders of the Notes and with each such registered holder.

SECTION 3. The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized to establish, fix and determine the terms of the Notes and, in connection therewith, to make such changes and adjustments to the provisions set forth in the third paragraph of this Section 3 and in Sections 4, 5, 6, 8 and 9 of this resolution as in the opinion of the Committee on Finance will effectuate the issuance of the Notes, and to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

The proceeds of the Notes may be used for any purpose for which at the time of issuance of the Notes the Authority is authorized by law to issue its obligations. The Committee on Finance may allocate the proceeds of the Notes, from time to time, to certain of the authorized purposes, including the specific designation of any obligations to be refunded with the proceeds of the Notes.

Both principal of and interest on the Notes shall be payable in lawful money of the United States of America; principal of the Notes shall be payable upon presentation and surrender thereof by the registered holders, at the office or offices, designated by the Authority, of the Paying Agent (or Paying Agents) appointed for the purpose by the Authority, in a county which is in whole or in part in the Port of New York District; and interest on the Notes shall be payable when due to the registered holders thereof by check or draft drawn on the Paying Agent (or Paying Agents) appointed for the purpose by the Authority and mailed to said registered holders at their last known addresses as appearing upon the Authority’s Registry Books for the Notes.

SECTION 4. The Notes shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in authorized denominations.

SECTION 5. The Authority will keep or cause to be kept at the offices, designated by the Authority, of a Registrar appointed for that purpose, in a county which is in whole or in part in the Port of New York District, proper and sufficient Registry Books for the registration of the Notes. The Notes shall be transferable only upon such Registry Books by the registered holder thereof or by such registered holder’s attorney duly authorized in accordance with the provisions of this resolution. Upon the written request of the registered holder or registered holders thereof and upon surrender thereof, a note or notes may be exchanged for a note or notes of like tenor, registered as designated in such request, of any other authorized denominations. All requests for registration, transfer, exchange and delivery pertaining to the Notes as above provided shall be filed with the Registrar of the Authority; all notes to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all notes delivered in exchange as aforesaid shall be delivered by the Registrar. All notes surrendered to the Registrar in exchange for other notes or for transfer as above provided shall be cancelled by the Registrar upon such surrender. The Authority shall bear the cost incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of notes, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this resolution.

SECTION 6. The Notes shall be redeemable at the option of the Authority, on prior notice, in whole, or, from time to time, in part, at such redemption price and on such date set forth in the applicable notice of intention to redeem the Notes.

If less than all of the Notes then outstanding are to be called for redemption at the option of the Authority, and if the Notes then outstanding include notes of any serial maturities, the notes so to be called shall be in inverse order of maturity, and if notes constituting a particular maturity are to be called for redemption, but not all notes constituting such maturity are to be called for redemption, the notes so to be called shall be determined by lot by the Registrar.

Notice of intention to redeem any of the Notes shall be given by the Registrar not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption, to the registered holders of the notes to be called for redemption, by deposit of a copy of such notice, postage prepaid by certified or registered mail, in a United States Post Office, addressed to such registered holders at their last known addresses as appearing upon the Authority's Registry Books for the Notes. Notice of the mailing of such notice of intention to redeem notes shall also be published by the Authority in a daily newspaper of general circulation in the Port of New York District not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption; *provided, however*, that failure to give such notice by publication, or any defect therein, shall not affect the validity of any action with respect to the redemption of such notes.

On or before the date fixed for redemption specified in the notice of intention to redeem any of the Notes, the Authority will pay or cause to be paid to the Paying Agent (or Paying Agents) an amount in cash in the aggregate sufficient to redeem all of the notes which are to be redeemed, at the respective redemption price thereof, which, in each case, shall include the accrued interest until the date fixed for redemption and the premium (if any), such principal amount and premium (if any) to be held by the Paying Agent (or Paying Agents) in trust for the account of the registered holders of the notes so called for redemption and to be paid to them respectively upon presentation and surrender of such notes with accrued interest included in such redemption price to be paid to the registered holders in accordance with the provisions of this resolution. On and after the date fixed for redemption, the notice of intention to redeem having been completed as above provided, the notes so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for redemption of such notes on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the notes so called on and after the date fixed for their redemption, and such notes shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution, but shall rely solely upon the funds so deposited.

In the case of notes of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value representing the minimum authorized denomination shall be treated as though it were a separate note of the minimum authorized denomination, and the word "note" as used in the foregoing provisions of this Section 6 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the

units of face value representing the minimum authorized denomination of any note are to be called for redemption, then upon notice of intention to redeem such unit or units, the registered holder of such note shall forthwith present such note to the Registrar who shall issue a new note or notes of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange therefor, pursuant to Section 5 of this resolution, including a new note or notes with the aggregate principal amount of the unit or units of face value called for redemption; and such new note or notes shall be deemed to be duly called for redemption without further notice to the registered holder thereof. If the registered holder of such note of a denomination greater than the minimum authorized denomination shall fail to present such note to the Registrar for the issuance of new notes of smaller denominations in exchange therefor, as aforesaid, such note shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent (or Paying Agents), as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such note represented by such unit or units of face value on and after the date fixed for redemption, and such note shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

SECTION 7. The Authority shall not apply any moneys in the Consolidated Bond Reserve Fund except for the payment of bonds secured by a pledge of the General Reserve Fund in whole or in part, the payment of debt service upon bonds so secured, the purchase for retirement of bonds so secured or the redemption of bonds so secured, or for the payment of expenses incurred for the establishment, acquisition, construction or effectuation, or for the operation, maintenance, repair or administration of any facility financed or refinanced in whole or in part by bonds secured by a pledge of the General Reserve Fund in whole or in part, or otherwise for the fulfillment of any undertakings which the Authority has assumed or may or shall hereafter assume to or for the benefit of the holders of bonds secured by a pledge of the General Reserve Fund in whole or in part; *provided, however*, that nothing herein contained shall be construed to permit the application by the Authority of moneys in the Consolidated Bond Reserve Fund except for purposes and upon conditions which are authorized by the Consolidated Bond Resolution.

Consolidated Bonds proposed to be issued for purposes in connection with an additional facility or a group of additional facilities in connection with which the Authority has not theretofore issued bonds which have been secured by a pledge of the General Reserve Fund in whole or in part, may be issued, and bonds other than Consolidated Bonds proposed to be issued for purposes in connection with such an additional facility or group of additional facilities may be secured by a pledge of the General Reserve Fund in whole or in part, in each case if and only if the Authority shall certify at the time of issuance (as defined in Section 3 of the Consolidated Bond Resolution) its opinion that the issuance of such Consolidated Bonds or that such pledge of the General Reserve Fund as security for such bonds other than Consolidated Bonds will not, during the ensuing ten (10) years or during the longest term of any of such bonds proposed to be issued (whether or not Consolidated Bonds), whichever shall be longer, in the light of its

estimated expenditures in connection with such additional facility or such group of additional facilities, materially impair the sound credit standing of the Authority or the investment status of Consolidated Bonds or the ability of the Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and the Authority may apply moneys in the General Reserve Fund for purposes in connection with those of its bonds and only those of its bonds which it has theretofore secured by a pledge of the General Reserve Fund in whole or in part. Expenditures in connection with an additional facility or group of additional facilities shall mean the amount of the excess, if any, of the sum of all items of expense to be considered in determining the net revenues of the additional facility or group of additional facilities plus the debt service upon the bonds proposed to be issued and upon any additional bonds which in the Authority's opinion would be required to be issued to place and maintain such facility or group of facilities upon a sound operating basis, over and above the sum of all items of revenue and income to be considered in determining such net revenues.

SECTION 8. The form of the note, including provisions with respect to assignment, for the Notes shall be determined by the Committee on Finance or by an Authorized Officer. The notes shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be signed manually by an Authorized Officer. In case any Authorized Officer who shall have signed any of the notes shall cease to be an Authorized Officer before such notes shall have been actually issued, such notes may nevertheless be issued as though such Authorized Officer who signed such notes had not ceased to be an Authorized Officer.

SECTION 9. In case any note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new note of like tenor in exchange or substitution for and upon cancellation of such mutilated note or in lieu of or in substitution for such destroyed or lost note; or if such note shall have matured, instead of issuing a substitute note the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute note shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such note and of the ownership thereof and also such security and indemnity as may be required by the Authority. The Authority may execute and deliver any such substitute note or make any such payment; or any Paying Agent may make any such payment upon the written request or authorization of the Authority. Upon the issuance of any substitute note, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new note so issued in substitution. Any note issued under the provisions of this Section 9 in lieu of any note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this resolution and of the Consolidated Bond Resolution with all other bonds, notes and coupons (if any) issued hereunder or thereunder.

SECTION 10. An Authorized Officer is authorized to take any and all action which the Committee on Finance is authorized to take under this resolution (without further action by the

Committee on Finance); *provided, however*, that any such action may only be taken by an Authorized Officer if the Notes are issued and sold on a competitive basis.

**CONSOLIDATED NOTES, SERIES TT, SERIES UU, SERIES VV, SERIES WW AND
SERIES XX–SALE**

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

SECTION 1. This resolution shall apply with equal force and effect to each of Consolidated Notes, Series TT, Consolidated Notes, Series UU, Consolidated Notes, Series VV, Consolidated Notes, Series WW and Consolidated Notes, Series XX, on an individual basis (each such series hereinafter called the “Notes”).

SECTION 2. The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized in the name of and on behalf of the Authority, to sell all or any part of Two Hundred Million Dollars (\$200,000,000) in principal amount of the Notes at a true interest cost to the Authority not in excess of eight percent (8%) with a term to maturity not in excess of three (3) years, at public or private sale, with or without advertisement, in one or more installments, at one or more times, and to apply the proceeds of such sale or sales as provided in the resolution authorizing the establishment and issuance of the Notes.

SECTION 3. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Notes, to fix the time or times of sale of the Notes, to determine the terms and conditions upon which such sales shall be made and to accept or reject offers in connection with such sales.

SECTION 4. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Notes, to enter into any contracts or agreements pertaining to the Notes; to fix the time or times and determine the terms and conditions of delivery of the Notes; to appoint one or more Paying Agents and a Registrar, and to designate the office or offices of any such Paying Agent (or Paying Agents) at which payments shall be made and the office or offices of any such Registrar at which the Authority’s Registry Books for the Notes shall be kept; to make any selection, designation, determination or estimate and to take or withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Notes, the Authority adopting all such selections, designations, determinations, estimates, actions, withholdings of action, formulations and expressions of opinions and exercises of discretion or judgment, including those pursuant to Section 3 of the Consolidated Bond Resolution, or otherwise, as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

SECTION 5. The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials in connection with the Notes and (ii) for the preparation

and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 6. An Authorized Officer is authorized to take any and all action which the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by an Authorized Officer if the Notes are issued and sold on a competitive basis.

SECTION 7. The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Notes on the basis that the Notes are to be in conformity with, and that the interest on the Notes is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Notes are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are ratified. Any Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of the Notes, as to the status of the projects for which the proceeds of the Notes are to be used, as to the Authority's intentions with respect to the application and investment of the proceeds of the Notes, and as to such other matters as such Authorized Officer deems appropriate.

SECTION 8. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

**PORT AUTHORITY VERSATILE STRUCTURE OBLIGATIONS RESOLUTION-
MODIFICATION**

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

WHEREAS, The Port Authority of New York and New Jersey (hereinafter referred to as the “Authority”) has been authorized and empowered to issue bonds, notes or other obligations or evidences of indebtedness to provide funds for authorized purposes; and

WHEREAS, on June 11, 1992, the Authority determined to authorize and establish an issue of Versatile Structure Obligations (such term and all other terms of special meaning having the meanings ascribed to such terms in or pursuant to Section 1 of this Resolution); and

WHEREAS, in establishing the issue of Versatile Structure Obligations on June 11, 1992, the Authority provided a method of financing in addition to other methods available or hereafter available to the Authority; and

WHEREAS, the Authority has determined to modify the Prior Resolution pursuant to Section 7(a) of the Prior Resolution, for the purpose of accomplishing certain technical clarifications of various provisions of the Prior Resolution; and

WHEREAS, Versatile Structure Obligations shall continue to be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2(c) of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the Prior Resolution is modified, and as so modified is restated in its entirety to read as follows:

SECTION 1. Definitions.

Unless the context shall clearly indicate some other meaning or may otherwise require, the terms defined in this Section 1 shall, for all purposes of this Resolution and of any resolution amendatory hereof or supplemental hereto and of any opinion, instrument or document herein or therein mentioned (unless otherwise defined therein), have the meanings specified in this Section 1, with the following definitions to be equally applicable to both the singular and plural forms of any terms defined in this Section 1 and *vice versa*. Any words or phrases not otherwise defined in this Section 1 and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions (except as herein otherwise expressly provided or unless the context otherwise requires).

The term “Authority-owned Certificates” shall have the meaning given to such term in Section 7(b)(v) of this Resolution.

The term “Certificate” shall mean any bond, note or other evidence of indebtedness of the Authority constituting the whole or a part of any series of Versatile Structure Obligations.

The term “Certificate Holder” or “Holder of a Certificate” shall mean the holder or holders, individually and collectively, of a Certificate or Certificates.

The term “Code” shall mean the Internal Revenue Code of 1986.

The term “Commercial Paper Obligations” shall mean the issue of special obligations of the Authority known as “Port Authority Commercial Paper Obligations”.

The term “Committee on Finance” shall mean the Committee on Finance of the Board of Commissioners of the Authority.

The term “Consolidated Bond Reserve Fund” shall mean the special fund by that name established by Section 7 of the Consolidated Bond Resolution.

The term “Consolidated Bond Resolution” shall mean the resolution of the Authority adopted October 9, 1952, entitled “*Consolidated Bonds—Establishment of Issue*”.

The term “Consolidated Bonds” shall mean the issue of obligations of the Authority known as “Consolidated Bonds” (which also includes short-term bonds known as “Consolidated Notes”).

The term “Designated Officer” shall mean the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

The term “General Reserve Fund” shall mean the special fund by that name established by the General Reserve Fund Statutes.

The term “General Reserve Fund Resolution” shall mean the resolution of the Authority adopted March 9, 1931, entitled “*General Reserve Fund Supporting Bonds Legal for Investment*”, as amended by the resolution of the Authority adopted May 5, 1932, entitled “*Investments: Authority of Finance Committee*”, as further amended by the Consolidated Bond Resolution to conform to the provisions of Section 6 of the Consolidated Bond Resolution.

The term “General Reserve Fund Statutes” shall mean Chapter 5 of the Laws of New Jersey of 1931, as amended, and Chapter 48 of the Laws of New York of 1931, as amended.

The term “Net Revenues”, solely for the purpose of this Resolution, shall mean, with respect to any date of calculation, the revenues of the Authority pledged under the Consolidated Bond Resolution and remaining after (i) payment or provision for payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; (ii) payment into the General Reserve Fund of the amount necessary to maintain the

General Reserve Fund at the amount specified in the General Reserve Fund Statutes; and (iii) applications to purposes authorized in accordance with Section 7 of the Consolidated Bond Resolution.

The term “Paying Agent” shall mean the Paying Agent or Paying Agents, individually and collectively appointed by the Authority for and in connection with a particular series of Versatile Structure Obligations or any successor or successors appointed by the Authority.

The term “Port Authority Equipment Notes” shall mean the issue of obligations of the Authority known as “Port Authority Equipment Notes”.

The term “Port Authority Versatile Structure Obligations Resolution” or “this Resolution” shall mean this resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Versatile Structure Obligations Resolution–Modification*”, including any amendments, modifications or supplements hereto.

The term “Prior Resolution” shall mean the resolution of the Authority adopted December 12, 1996, entitled “*Port Authority Versatile Structure Obligations Resolution–Modification*”.

The term “Registrar” shall mean the Registrar appointed by the Authority for and in connection with a particular series of Versatile Structure Obligations or any successor Registrar appointed by the Authority.

The term “Special Project Bonds” shall mean the issue of special limited obligations of the Authority known as “Special Project Bonds”.

The term “Variable Rate Master Notes” shall mean the issue of special obligations of the Authority known as “Port Authority Variable Rate Master Notes”.

The term “Versatile Structure Obligations” shall mean the issue of special obligations of the Authority known as “Port Authority Versatile Structure Obligations”.

SECTION 2. Establishment, Authorization, Terms and Issuance.

(a) Establishment and Authorization of Issue of Versatile Structure Obligations.

An issue of special obligations of the Authority to be known as “Port Authority Versatile Structure Obligations” is established under and pursuant to this Resolution. Versatile Structure Obligations shall be payable from the sources of payment and to the extent provided in Section 2(c) of this Resolution.

(b) General Terms of each Series of Versatile Structure Obligations.

Versatile Structure Obligations may be issued by the Committee on Finance, from time to time, in one or more series, which series may be comprised of one or more installments, and the Committee on Finance may establish such terms and conditions, from time to time, as it deems appropriate in connection with each series or installment of Versatile Structure Obligations, may enter into any contracts or agreements as it deems appropriate in connection with each such series or installment in the name of and on behalf of the Authority and may take such other action as in the opinion of the Committee on Finance will best serve the public interest.

A Designated Officer may take any and all action to be taken by the Committee on Finance under this Resolution (without further action by the Committee on Finance); *provided, however*, that any such action may only be taken by a Designated Officer in connection with a series of Versatile Structure Obligations either (i) issued on a competitive basis, (ii) bearing interest at a variable rate of interest or (iii) issued on a multimodal basis; *provided further, however*, that solely with respect to clauses (ii) and (iii) above, any remarketing agent (or successor thereto) for such series must have been selected on the basis of a request for proposals process pertaining to the selection of a remarketing agent for such series or for any prior series of Versatile Structure Obligations.

(c) Sources of Payment.

The principal of and interest on Versatile Structure Obligations shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from Net Revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or Net Revenues are insufficient therefor, from other moneys of the Authority legally available for such payments when due.

The principal of and interest on Versatile Structure Obligations shall not be payable from the General Reserve Fund and the payment thereof shall be subject in all respects to (i) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution and (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes.

(d) Application of Proceeds.

The proceeds of each series of Versatile Structure Obligations shall be used (i) for purposes of, or with respect to the financing of, capital expenditures in connection with any one or more of the facilities of the Authority; *provided, however*, that subject to agreements with the holders of obligations of the Authority, the Committee on Finance may authorize all or any portion of the unspent proceeds of any such series of Versatile Structure Obligations to be used for any purpose for which at the time of issuance of such series the Authority was authorized by law to issue its obligations, including for purposes of, or with respect to the financing of, capital expenditures in connection with additional facilities of the Authority certified or to be certified

after issuance of such series; (ii) for purposes of refunding, directly, by offers to exchange, or otherwise, all or any part of any bonds, notes or other obligations of the Authority; and (iii) for certain incidental purposes, including certain costs of, and relating to, such series.

The Committee on Finance may allocate the proceeds of a series of Versatile Structure Obligations, from time to time, to purposes in connection with some but not all of the purposes authorized in this Section 2(d), including the specific designation of any bonds, notes or other obligations to be refunded with the proceeds of such series; *provided, however*, that no portion of the proceeds of any series of Versatile Structure Obligations shall be allocated to purposes in connection with an additional facility of the Authority prior to the initial expenditure of proceeds of the first series of Consolidated Bonds issued for purposes of capital expenditures in connection with such additional facility.

(e) Form and Places of Payment.

Unless otherwise determined by the Committee on Finance, principal of and interest on the Certificates and any other payments pertaining to any of the Certificates shall be payable in lawful money of the United States of America; principal of the Certificates shall be payable upon presentation and surrender of the Certificates by the Certificate Holders, at the office or offices, designated by the Committee on Finance, of the Paying Agent or Paying Agents, in a county which is in whole or in part in the Port District; interest on the Certificates shall be payable when due to the Certificate Holders by check or draft drawn on the Paying Agent or Paying Agents and mailed to the Certificate Holders; and any other payments to the Certificate Holders shall be payable in the manner determined by the Committee on Finance.

(f) Effect of Saturdays, Sundays and Legal Holidays.

If the date for payment of principal of and interest on or the date for any other payments pertaining to any of the Certificates, or the date fixed for maturity or redemption of any of the Certificates shall be a Saturday, a Sunday, a legal holiday or a day on which banking institutions within the Port District are required or authorized by law to remain closed, then such payment or redemption may be made on the next succeeding business day not a Saturday, a Sunday, a legal holiday or a day on which banking institutions within the Port District are required or authorized by law to remain closed, with the same force and effect as if done on the nominal date provided in or pursuant to this Resolution.

(g) Form and Denominations.

Unless otherwise determined by the Committee on Finance, each series of Versatile Structure Obligations shall be issued only in registered form, and the Certificates pertaining to each such series shall be registered as to both principal and interest and not as to either alone in authorized denominations.

(h) Evidence of Ownership.

Unless otherwise determined by the Committee on Finance, the Authority may treat the Holder of a Certificate in whose name such Certificate is registered as the absolute owner of such Certificate for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and the Authority shall not be affected by any notice or knowledge to the contrary.

(i) Mutilated, Lost or Destroyed Certificates.

In case any Certificate shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new Certificate of like tenor in exchange or substitution for and upon cancellation of such mutilated Certificate or in lieu of or in substitution for such destroyed or lost Certificate; or if such Certificate shall have matured, instead of issuing a substitute Certificate the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute Certificate shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such Certificate and of the ownership thereof and also such security and indemnity as may be required by the Authority. Upon the issuance of any substitute Certificate, the Authority, at its option, may require the applicant for such substitute Certificate to pay a sum sufficient to reimburse the Authority for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new Certificate so issued in substitution. Any Certificate issued under the provisions of this Section 2(i) in lieu of any Certificate alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the Certificate so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this Resolution with all other Certificates issued under this Resolution.

(j) Authorization of Distribution of Disclosure Documents.

The Committee on Finance may arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials pertaining to any series of Versatile Structure Obligations and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 3. Execution of Certificates.**(a) Execution of Certificates.**

Each of the Certificates shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and, unless otherwise determined by the Committee on Finance, shall be manually signed by a Designated Officer.

(b) Validity of Signatures on Certificates.

In case any Designated Officer whose signature shall appear on any of the Certificates shall cease to be a Designated Officer before such Certificates shall have been actually issued, such Certificates may nevertheless be issued as though such Designated Officer whose signature appears on such Certificates had not ceased to be a Designated Officer.

SECTION 4. Form of the Certificates.

The form of the Certificates for each series of Versatile Structure Obligations, including provisions with respect to assignment, shall be determined by the Committee on Finance.

SECTION 5. Covenants.

The Authority covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the Certificate Holders all payments to such holders when due, in the manner, to the extent and as specified in their Certificates.

(b) Upon the date of issuance of each series of Versatile Structure Obligations, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such series shall exist, have happened and have been performed and such series, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) The Authority shall take all actions and shall do all things which it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, in accordance with the terms of such provisions.

SECTION 6. Limitations on Amount.

The Authority shall not issue new Versatile Structure Obligations, for purposes other than to refund outstanding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), if at the time of issuance of such new Versatile Structure Obligations, either:

(a) the total principal amount of all bonds, notes or other obligations of the Authority outstanding as of such time of issuance, including the new Versatile Structure Obligations and excluding Consolidated Bonds, Special Project Bonds, Commercial Paper Obligations and Port Authority Equipment Notes, exceeds twenty-five percent (25%) of the total

principal amount of all bonds, notes and other obligations of the Authority outstanding as of such time of issuance, including the new Versatile Structure Obligations and excluding Special Project Bonds, Commercial Paper Obligations and Port Authority Equipment Notes; or

(b) net revenues for any period of twelve (12) consecutive months during the thirty-six (36) month period preceding such time of issuance shall not have amounted to at least one and fifteen one-hundredths (1.15) times the prospective debt service (computed as hereinafter set forth) for the calendar year after such time of issuance, for which the combined debt service (so computed) upon all obligations outstanding as of such time of issuance which are secured by or payable from net revenues, including the new Versatile Structure Obligations and excluding Commercial Paper Obligations, would be at a maximum. In calculating such prospective debt service there may, at the Authority's option, be substituted for the actual prospective interest payable on any of such obligations secured by or payable from net revenues, including the new Versatile Structure Obligations, prospective interest on any of such obligations, as follows: in the event that any of such obligations (i) bears interest at a fixed interest rate and has a remaining term to maturity of less than three (3) years from such time of issuance, then the interest rate on such obligation shall be deemed to be the higher of the interest rate on such obligation as of such time of issuance and the interest rate on the most recent series of the Authority's obligations with a term to maturity of at least thirty (30) years, or (ii) bears interest on the basis of an interest payment schedule providing for payments less frequently than annually, then the interest rate on such obligation shall be deemed to be the interest rate equal to the yield to maturity of such obligation as of such time of issuance, or (iii) bears interest at a variable interest rate, then the interest rate on such obligation shall be deemed to be the higher of the rate as published in the Revenue Bond Index of *The Bond Buyer* in effect as of such time of issuance (and in the event such Revenue Bond Index is not published as of such time of issuance, then such rate determined on the basis of a comparable index to be selected in the sole discretion of the Committee on Finance) and the average interest rate on such obligation for the twelve (12) calendar months preceding such time of issuance (and in the event such obligation has not been outstanding for a full twelve (12) calendar months preceding such time of issuance, then such average interest rate determined on the basis of the period of time during which such obligation has been outstanding), or (iv) is associated with an interest rate exchange contract, then the interest rate on such obligation shall be deemed to be the effective interest rate for such obligation determined by reference to such interest rate exchange contract, or (v) is convertible from one interest rate mode to another, then the interest rate on such obligation shall be deemed to be the interest rate in effect as of such time of issuance. In addition, in calculating such prospective debt service, in the event that any of such obligations secured by or payable from net revenues, including the new Versatile Structure Obligations, has (i) a term to maturity from such time of issuance of less than three (3) years or (ii) no stated periodic repayment schedule, there may at the Authority's option be substituted for the actual prospective debt service upon any of such obligations, the debt service which would be payable if such obligation was forthwith refunded by a series of Versatile Structure Obligations having the following characteristics: maturity—thirty (30) years from the time of issuance of the new Versatile Structure Obligations; interest—at the rate of interest determined in accordance with the

provisions of the immediately preceding sentence and payable semiannually beginning six (6) months from such time of issuance; amortization—in such annual amounts as would be required to retire the principal amount of such obligation by the thirtieth anniversary of such time of issuance if such annual retirement were effected at par at each anniversary of such time of issuance and if the annual debt service thereon would be equal for all years thereafter until the thirtieth anniversary of such time of issuance.

In the event that the Authority has entered into a contract, prior to the delivery of any obligation to be taken into account in the calculations to be performed under this Section 6, for the sale to and purchase by the other party to such contract upon original issue, and such obligation (or portion thereof) is to be issued solely for the purpose of refunding bonds, notes or other obligations of the Authority, then in such event the time of issuance of such obligation (or portion thereof) shall be deemed to be the date of original issue of such obligation and such obligation (or portion thereof) shall not be deemed to be outstanding prior to such date of original issue. In the event that an obligation (or portion thereof) issued solely for the purpose of refunding bonds, notes or other obligations of the Authority is outstanding, including the new Versatile Structure Obligations, at the same time as the bonds, notes or other obligations of the Authority to be refunded, for purposes of the calculation to be performed under this Section 6 only such obligation (or portion thereof) issued solely for the purpose of refunding such bonds, notes or other obligations of the Authority shall be included and such bonds, notes or other obligations of the Authority to be refunded shall not be deemed to be outstanding for purposes of such calculation.

In the event that any obligation to be taken into account in the calculation to be performed under this Section 6 is subject to tender at the option of the holder or holders of such obligation, then in such event, in all such calculations such obligation shall be deemed to have been issued without such tender rights and without any credit facilities entered into by the Authority with respect to such tender rights; *provided, however*, in the event that upon any payment under such credit facilities to the holder of such obligation, such payment is deemed to be a loan to the Authority and such obligation nevertheless remains outstanding, then in such event, such obligation shall be deemed to have been refunded under such credit facilities through such payment.

Net revenues for purposes of the calculation to be performed under Section 6(b) of this Resolution, may include in the case of fare and tolls increases adopted by the Authority which have not yet been put into effect or have not been in effect for a full year, the additional net revenues estimated by the Authority to be derived annually from such increases.

Net revenues for purposes of the calculation to be performed under Section 6(b) of this Resolution may also include, in the case of facilities (including additions or improvements to facilities) which have not been in operation, in each case during the entire period of the twelve (12) consecutive months selected for the purposes of such calculation (including facilities under construction as of such time of issuance of the new Versatile Structure Obligations or which are to be acquired, established or constructed by the Authority), the average annual net revenues which the Authority estimates will be derived from each of such facilities during the first thirty-six (36) months of operation thereof after such time of issuance; *provided, however*, that debt

service on all additional obligations estimated to be issued to complete such facilities prior to the date any such facilities (including the addition or improvement thereto) become fully operational, is included in calculation of prospective debt service; and *provided further, however*, that the amount of any net revenues estimated under this paragraph shall in no event exceed twenty-five percent (25%) of the net revenues (including any net revenues estimated under the immediately preceding paragraph) determined under Section 6(b) of this Resolution.

In the event that the new Versatile Structure Obligations are issued solely for the purpose of refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), then no calculations under this Section 6 shall be required at such time of issuance. In the event that the new Versatile Structure Obligations are issued in part for purposes of refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes), then no calculations under this Section 6 shall be required to include the principal amount of such new Versatile Structure Obligations allocated to refunding bonds, notes or other obligations of the Authority (other than Commercial Paper Obligations and Variable Rate Master Notes) or the prospective debt service associated therewith.

SECTION 7. Modifications.

The Authority may from time to time and at any time:

(a) without authorization, consent or other action by any of the Holders of Certificates, amend or modify this Resolution to make any changes or corrections in this Resolution if such changes or corrections are technical wording corrections or changes or are required for the purpose of curing or correcting any ambiguity or defective or inconsistent provision or omission or mistake or error contained in this Resolution or to insert in this Resolution such provisions clarifying matters or questions arising under this Resolution as are appropriate in the sole opinion of the Authority; *provided, however*, that no such amendment or modification made pursuant to this Section 7(a) shall alter or impair the rights of any Holder of a Certificate; and

(b) amend, repeal or modify in the manner hereinafter set forth in this Section 7(b), any of the terms or provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution) for any purpose whatsoever (other than any such amendment or modification which may be made pursuant to Section 7(a) of this Resolution) with the express consent of such Holder of a Certificate, subject to the following:

(i) Whenever the Authority shall desire any such amendment, repeal or modification of any of the provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution), it shall call a meeting of the holders of Versatile Structure Obligations (or if the amendment, repeal or modification proposed shall affect the rights of the holders of Versatile Structure Obligations of only one or more particular series or installments, then of the holders of Versatile

Structure Obligations of each such series or installment so to be affected) for the purpose of considering and acting upon any such proposed amendment, repeal or modification. A notice specifying the purpose, place, date and hour of such meeting shall be published by the Authority in a daily newspaper of general circulation in the Port District. Such notice shall be published once a week for four (4) consecutive weeks, the first publication to be not less than thirty (30) days nor more than ninety (90) days prior to the date fixed for the meeting. Such notice also shall briefly set forth the nature of the proposed amendment, repeal or modification, and shall state that a copy thereof is on file with the Authority for inspection. On or before the date of the first publication of the notice, a similar written or printed notice shall be mailed by the Authority, postage prepaid by first class mail, certified or registered, in a United States Post Office addressed to the Certificate Holders to which such notice pertains, at their last known addresses as appearing upon the Registry Books for the registration of the Certificates as maintained by the Registrar or Registrars, as appropriate. The actual receipt by any Certificate Holder of such notice shall not be essential to the validity of any such meeting, and a statement by the Authority, duly executed by its Chairman or Vice-Chairman, that the meeting has been called and notice thereof given as herein provided, shall be conclusive as against all parties, and it shall not be open to any Certificate Holder to show that such Certificate Holder failed to receive such notice or to object to the form of such notice; *provided, however*, that such notice shall conform to the provisions of this Section 7(b)(i).

(ii) No person shall be entitled to vote at such meeting unless such person shall be a Certificate Holder or shall hold a proxy duly executed by a Certificate Holder and (1) such person shall present at the meeting a Certificate or Certificates (or in the case of the holder of a proxy, the Certificate or Certificates of the Certificate Holder), or (2) such person shall present at the meeting a receipt of the character described in Section 7(b)(iii) of this Resolution or (3) such person's name (or in the case of the holder of a proxy, the name of the Certificate Holder) shall appear as a Certificate Holder on the list prepared and presented to the meeting by the Registrar or Registrars, as appropriate, as provided in Section 7(b)(iv) of this Resolution.

(iii) Any Certificate Holder may, prior to any such meeting, deliver a Certificate or Certificates, at such Certificate Holder's own expense, to the Registrar of the series of Versatile Structure Obligations to which such Certificate pertains, or to such bank, trust company or national banking association as shall be designated by the Authority, and thereupon shall be entitled to receive an appropriate receipt for the Certificates so deposited, calling for the redelivery of such Certificates at any time after the meeting. A receipt signed by such Registrar, or by such bank, trust company or national banking association that the Certificates have been so deposited, and giving the amount, denomination, series and numbers thereof, shall be sufficient evidence to permit such Certificate Holder, including the holder of a proxy who shall produce such receipt, to be present and to vote at any meeting.

(iv) The Registrar or Registrars, as appropriate, shall prepare and deliver to the Authority at the time of the convening of the meeting, a list of the names and

addresses of the Certificate Holders proposed to be affected by said amendment, repeal or modification, as of the close of business on the day before the date set for the meeting, or the date to which such meeting shall have been adjourned, based upon the Registry Books for the registration of the Certificates as maintained by such Registrar or Registrars, together with a statement of the denominations, series and numbers of the Certificates of such Certificate Holders.

(v) The Authority shall present to the meeting, at the convening thereof, a statement duly executed by its Chairman or Vice-Chairman or by the Chairman or Vice-Chairman of the Committee on Finance, listing the denominations, series and numbers of all Certificates of all series of Versatile Structure Obligations proposed to be affected by said amendment, repeal or modification, owned by it or held for its account directly or indirectly, including any Certificates registered in the name of the Authority or held for the account of the Authority, and no person shall be permitted at the meeting to cast any vote or give any consent because of any Certificates listed on such statement, and no such Certificates (hereinafter referred to as "Authority-owned Certificates") shall be counted in determining any vote at such meeting, including the determination of whether or not a quorum is present.

(vi) A representation of at least sixty percent (60%) in aggregate principal amount of the Versatile Structure Obligations then outstanding (exclusive of Authority-owned Certificates) or, if the amendment, repeal or modification proposed shall only affect one or more particular series or installments of Versatile Structure Obligations, then sixty percent (60%) in aggregate principal amount of the Certificates outstanding (exclusive of Authority-owned Certificates) of each such series or installment so to be affected, shall be necessary to constitute a quorum at any such meeting of Certificate Holders; but less than a quorum may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice, whether such adjournment shall have been held by a quorum or by less than a quorum. The Authority shall designate a Commissioner or other officer of the Authority to preside as temporary chairman, and such temporary chairman shall immediately call for nominations for a permanent chairman for such meeting. Such permanent chairman shall be some person who shall be a Certificate Holder, or the holder of a proxy, entitled to vote at the meeting. At such meeting each person entitled to vote pursuant to Section 7(b)(ii) of this Resolution shall be entitled to the number of votes determined by dividing the total aggregate principal amount of such person's Certificate or Certificates by One Thousand Dollars (\$1,000), and such votes shall be cast by ballot. Except as herein provided, the meeting may adopt its own rules of procedure.

(vii) At any such meeting held as aforesaid, the Authority shall submit for consideration and action of the Certificate Holders of Versatile Structure Obligations or, if the amendment, repeal or modification proposed shall only affect the rights of the Certificate Holders of one or more particular series or installments of each such series or installments to be affected, a proposed resolution embodying the amendment, repeal or modification to be considered by the meeting. If such proposed resolution shall be consented to and approved (either in person or by proxy) by the Certificate

Holders of at least sixty percent (60%) in aggregate principal amount of the Certificates to be affected thereby outstanding at the time (exclusive of Authority-owned Certificates), then, and in such case, the Authority shall thereby be authorized and empowered to adopt such resolution, and any such resolution so adopted by the Authority shall be binding upon all Certificate Holders, whether or not present at such meeting in person or by proxy; *provided, however*, that no such amendment, repeal or modification shall affect the rights of the Certificate Holders of one or more series or installments of Versatile Structure Obligations in a manner or to an extent differing from that in or to which the rights of Certificate Holders of any other series or installments of Versatile Structure Obligations are affected unless such resolution shall be approved (either in person or by proxy) by the Certificate Holders of at least sixty percent (60%) in aggregate principal amount of the Certificates then outstanding (exclusive of Authority-owned Certificates) of each such series or installment so affected; and no Certificate Holder shall have any right or cause to object to the adoption of any such resolution by the Authority or to object to any of the terms or provisions therein contained or the exercise thereof or of the authorization contained therein, or in any manner to question the propriety of the adoption thereof or to enjoin or restrain the Authority from executing the same or from taking any action pursuant to the provisions thereof.

(viii) Minutes of all resolutions adopted and proceedings had at every such meeting shall be made and duly entered in books to be from time to time provided for that purpose by the Authority, and any such minutes as aforesaid, if signed by the chairman of the meeting at which such resolutions were passed or proceedings had, shall be *prima facie* evidence of the matters therein stated, and until the contrary is proved, every such meeting in respect of the proceedings of which minutes shall have been so made and signed and shall be deemed to have been duly held and conveyed, and all resolutions passed thereat or proceedings had thereat shall be deemed to have been duly passed and had.

(ix) In lieu of a meeting of Certificate Holders to approve any amendment, repeal or modification of any of the provisions of this Resolution (or of any resolution amendatory of or supplemental to this Resolution), such approval may be evidenced by written consents of the holders of the requisite percentage of Certificates specified in Section 7(b)(vi) of this Resolution.

Upon the adoption by the Authority of any resolution pursuant to the provisions of this Section 7, this Resolution (and any resolution amendatory of or supplemental to this Resolution) shall be modified and amended in accordance therewith, and the respective rights, duties and obligations of the Authority and all holders of outstanding Certificates shall be thereafter determined, exercised and enforced subject, in all respects, to such modifications and amendments.

SECTION 8. Registrars and Paying Agents.

The Committee on Finance may designate a Registrar and one or more Paying Agents to act as such for and in connection with each series of Versatile Structure Obligations, and may, from time to time, terminate such appointments or designations, designate new, substitute or additional Registrars and Paying Agents, designate separate and different Registrars and Paying Agents in connection with different series or installments of Versatile Structure Obligations, and designate the Authority to act as Registrar or Paying Agent.

SECTION 9. Liability.

Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Designated Officer shall be held personally liable to any Certificate Holder, or under this Resolution, the Prior Resolution or any resolution heretofore or hereafter adopted relating to Versatile Structure Obligations, or because of the issuance or attempted issuance of any of the Versatile Structure Obligations, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things wilfully done by such person with an intent to defraud or wilfully omitted to be done by such person with an intent to defraud.

SECTION 10. Certifications.

A Designated Officer may, in connection with any series of Versatile Structure Obligations which is issued on the basis that such series is to be in conformity with, and that the interest on such series is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Code, or successor provisions of law, and the regulations thereunder, take any action which may be appropriate to assure that such series is issued, and during its term is outstanding on such basis, and any such actions taken in connection therewith are ratified. A Designated Officer may certify on behalf of the Authority as to the need for the issuance of any such series for the purposes for which such series is issued, as to the status of the projects for which the proceeds of such series would be used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other matters as such Designated Officer deems appropriate.

SECTION 11. Determinations.

Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made in connection with a series of Versatile Structure Obligations, or that any action may be taken or withheld in connection with a series of Versatile Structure Obligations, or that any action which shall or may be taken or withheld is dependent upon opinion, discretion or judgment, then such selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution,

whether required to be made, taken or withheld as a condition precedent to the issuance of any such series or for the purpose of determining if all conditions precedent to the issuance of such series exist, or otherwise, the Authority adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 12. Resolution to Constitute a Contract.

The provisions of this Resolution shall constitute a contract with each Certificate Holder.

SECTION 13. Titles.

Titles to the Sections of this Resolution are solely for convenience and are not an aid in the interpretation of this Resolution or any part of this Resolution.

**PORT AUTHORITY VARIABLE RATE MASTER NOTES RESOLUTION–
MODIFICATION**

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

WHEREAS, The Port Authority of New York and New Jersey (hereinafter referred to as the “Authority”) has been authorized and empowered to issue bonds, notes or other obligations or evidences of indebtedness to provide funds for authorized purposes; and

WHEREAS, on July 14, 1988, the Authority determined to authorize and establish an issue of Port Authority Variable Rate Master Notes (such term and all other terms of special meaning having the meanings ascribed to such terms in or pursuant to Article I of this Resolution); and

WHEREAS, the Authority has heretofore entered into certain variable rate master note agreements with selected banks, trust companies and financial institutions and issued notes thereunder for certain authorized purposes, without prejudice to its rights thereafter from time to time to enter into further and additional agreements (and issue further and additional notes thereunder); and

WHEREAS, the Authority has determined to modify the Prior Resolutions for the purpose of accomplishing certain technical clarifications of various provisions of the Prior Resolutions; and

WHEREAS, Port Authority Variable Rate Master Notes shall continue to be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the Prior Resolutions are modified, with respect to Notes to be issued after the date of this Resolution, and, to the extent not otherwise inconsistent with the provisions of the Prior Resolutions or the provisions of any Variable Rate Master Note Agreement entered into prior to the date of this Resolution, with respect to any Note issued and outstanding under such Variable Rate Master Note Agreement, and as so modified, the Prior Resolutions are restated in their entirety to read as follows:

ARTICLE I. DEFINITIONS.

As used in this Resolution and unless otherwise indicated or unless the context otherwise requires, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the defined terms). As used in this Resolution, any words or phrases not otherwise defined herein and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions.

The term “Authorized Officer” shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

The term “Consolidated Bond Reserve Fund” shall mean the special fund by that name established by Section 7 of the Consolidated Bond Resolution.

The term “Consolidated Bond Resolution” shall mean the resolution of the Authority adopted October 9, 1952, entitled “*Consolidated Bonds—Establishment of Issue*”.

The term “Consolidated Bonds” shall mean the issue of obligations of the Authority known as “Consolidated Bonds” (which also includes short-term bonds known as “Consolidated Notes”).

The term “General Reserve Fund” shall mean the special fund by that name established by the General Reserve Fund Statutes.

The term “General Reserve Fund Resolution” shall mean the resolution of the Authority adopted March 9, 1931, entitled “*General Reserve Fund Supporting Bonds Legal for Investment*”, as amended by the resolution of the Authority adopted May 5, 1932, entitled “*Investments: Authority of Finance Committee*”, as further amended by the Consolidated Bond Resolution to conform to the provisions of Section 6 of the Consolidated Bond Resolution.

The term “General Reserve Fund Statutes” shall mean Chapter 5 of the Laws of New Jersey of 1931, as amended, and Chapter 48 of the Laws of New York of 1931, as amended.

The term “Net Revenues”, solely for the purpose of this Resolution, shall mean, with respect to any date of calculation, the revenues of the Authority pledged under the Consolidated Bond Resolution and remaining after (i) payment or provision for payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes; and (iii) applications to purposes authorized in accordance with Section 7 of the Consolidated Bond Resolution.

The term “Note” shall mean a promissory note of the Authority, issued under and pursuant to a Variable Rate Master Note Agreement to evidence the principal amount outstanding under such Variable Rate Master Note Agreement and any repayments of such principal amount.

The term “Port Authority Variable Rate Master Notes Resolution” or “this Resolution” shall mean this resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Variable Rate Master Notes Resolution—Modification*”, including any amendments, modifications or supplements hereto.

The term "Port Authority Variable Rate Master Notes" shall mean the issue of special obligations of the Authority known as "Port Authority Variable Rate Master Notes".

The term "Prior Resolutions" shall mean the resolution of the Authority adopted July 14, 1988, entitled "*Port Authority Variable Rate Master Note Agreements*", the resolution of the Authority adopted March 9, 1989, entitled "*Port Authority Variable Rate Master Note Agreements with Selected Financial Institutions*", the resolution of the Authority adopted November 14, 1991, entitled "*Port Authority Variable Rate Master Note Resolution*", the resolution of the Authority adopted October 13, 1994, entitled "*Port Authority Variable Rate Master Note Resolution–Modification*" and the resolution of the Authority adopted December 12, 1996, entitled "*Port Authority Variable Rate Master Note Resolution–Modification*".

The term "Variable Rate Master Note Agreement" shall mean an agreement, as the same may be amended or supplemented from time to time, between the Authority and a selected bank, trust company or financial institution, providing, *inter alia*, for the issuance of a Note.

ARTICLE II. ESTABLISHMENT, AUTHORIZATION, TERMS AND ISSUANCE.

SECTION 2.01. Establishment and Authorization of Variable Rate Master Notes. An issue of special obligations of the Authority to be known as "Port Authority Variable Rate Master Notes" is established under and pursuant to this Resolution, and the issuance of Notes from time to time by the Authority to banks, trust companies and financial institutions selected in accordance with the provisions of this Resolution, is authorized. Port Authority Variable Rate Master Notes in an unlimited aggregate principal amount are authorized to be issued for the purposes set forth in Section 2.04 of this Resolution; *provided, however*, that the aggregate principal amount of all Notes outstanding at any one time shall not exceed Four Hundred Million Dollars (\$400,000,000). All Notes issued on and after July 14, 1988 and outstanding prior to the date of this Resolution shall be taken into account for purposes of determining such aggregate principal amount while such Notes are outstanding. All Notes issued on and after July 14, 1988 shall be subject to the terms, conditions and limitations provided or referred to in this Resolution; *provided, however*, that with respect to Notes issued prior to the date of this Resolution, to the extent any such terms, conditions and limitations would be otherwise inconsistent with the terms, conditions and limitations of the Prior Resolutions or of any Variable Rate Master Note Agreement entered into prior to the date of this Resolution, the Prior Resolutions shall continue in full force and effect with respect to such Variable Rate Master Note Agreement and the Note issued and outstanding under such Variable Rate Master Note Agreement. Port Authority Variable Rate Master Notes shall be payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution.

SECTION 2.02. General Terms of the Variable Rate Master Note Agreements and the Notes. An Authorized Officer shall establish such terms and conditions as such Authorized Officer deems appropriate in connection with any Note and any Variable Rate Master Note Agreement, including the selection of the bank, trust company or financial institution to which such Note is to be issued, and is authorized, from time to time, to approve and enter into any

Variable Rate Master Note Agreement and issue a Note under such Variable Rate Master Note Agreement in the name of and on behalf of the Authority under this Resolution.

SECTION 2.03. Sources of Payment. The principal of and interest on Port Authority Variable Rate Master Notes shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from Net Revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or Net Revenues are insufficient therefor, from other moneys of the Authority legally available for such payments when due.

The principal of and interest on Port Authority Variable Rate Master Notes shall not be payable from the General Reserve Fund and the payment thereof shall be subject in all respects to (i) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution and (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes.

SECTION 2.04. Application of Proceeds. The proceeds of each Note shall be used (a) for purposes of, or with respect to the financing of, capital expenditures in connection with any one or more of the facilities of the Authority; *provided, however*, that subject to agreements with the holders of obligations of the Authority, an Authorized Officer may authorize all or any portion of the unspent proceeds of such Note to be used for any purpose for which at the time of issuance of such Note the Authority was authorized by law to issue its obligations, including for purposes of, or with respect to the financing of, capital expenditures in connection with additional facilities of the Authority certified or to be certified after issuance of such Note; (b) for purposes of refunding, directly, by offers to exchange, or otherwise, all or any part of any bonds, notes or other obligations of the Authority; and (c) for certain incidental purposes, including certain costs of, and relating to, such Note.

An Authorized Officer may allocate the proceeds of any Note, from time to time, to purposes in connection with some but not all of the purposes authorized in this Section 2.04; *provided, however*, that no portion of the proceeds of any Note shall be allocated to purposes in connection with an additional facility of the Authority prior to the initial expenditure of proceeds of the first series of Consolidated Bonds issued for purposes of capital expenditures in connection with such additional facility.

SECTION 2.05. Ownership of Notes. To the extent applicable, the Authority may treat the registered holder of a Note as the absolute owner of such Note for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and the Authority shall not be affected by any notice or knowledge to the contrary.

SECTION 2.06. Mutilated, Lost or Destroyed Notes. In case any Note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new Note of like tenor in exchange or substitution for and upon cancellation of such mutilated Note or in lieu of or in substitution for such destroyed or lost Note; or if such Note

shall have matured, instead of issuing a substitute Note the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute Note shall furnish to the Authority evidence satisfactory to it of the destruction or loss of such Note and of the ownership thereof and also such security and indemnity as may be required by the Authority. Upon the issuance of any substitute Note, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new Note so issued in substitution. Any Note issued under the provisions of this Section 2.06 in lieu of any Note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the Note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this Resolution with all other Notes issued hereunder.

SECTION 2.07. Authorization of Distribution of Disclosure Documents. An Authorized Officer may arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials pertaining to any Note, and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as such Authorized Officer deems appropriate, in each case, in the name of and on behalf of the Authority.

ARTICLE III. FORM AND EXECUTION OF NOTES.

SECTION 3.01. Form of Notes. Unless otherwise provided in a Variable Rate Master Note Agreement with respect to a Note, each Note shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be manually signed by an Authorized Officer. Each of the Notes shall be in the form set forth in the Variable Rate Master Note Agreement with respect to such Note, any blank spaces being appropriately filled in.

SECTION 3.02. Execution of Notes. In case any Authorized Officer who shall have signed any Note shall cease to be an Authorized Officer before such Note shall have been actually issued, such Note may nevertheless be issued as though such Authorized Officer who signed such Note had not ceased to be such Authorized Officer.

ARTICLE IV. COVENANTS.

The Authority covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the registered holder of each Note the principal of and interest on such Note, when due, in the manner, to the extent and as specified in the Variable Rate Master Note Agreement pertaining to such Note and such Note.

(b) Upon the date of issuance of each Note, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such Note shall exist, have happened and have been performed and such Note, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) The Authority shall take all action and shall do all things which it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, the Variable Rate Master Note Agreement pertaining to each Note and such Note, in accordance with the terms of such provisions.

ARTICLE V. MISCELLANEOUS.

SECTION 5.01. Contract. To the extent applicable, the provisions of this Resolution shall constitute a contract with the registered holder of each Note, and with each party to the Variable Rate Master Note Agreement pertaining to such Note.

SECTION 5.02. Amendments. The Authority may modify or amend this Resolution at any time by a supplemental resolution, without notice to or the consent of any registered holder of any Note or any party to a Variable Rate Master Note Agreement pertaining to such Note, but only in regard to such provisions as shall not materially and adversely affect the interests of such registered holder or party under such Variable Rate Master Note Agreement and Note.

SECTION 5.03. Liability. Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Authorized Officer shall be held personally liable to any purchaser or registered holder of any Note or to any party under any Variable Rate Master Note Agreement or otherwise under this Resolution, the Prior Resolutions or any resolution heretofore or hereafter adopted relating to Port Authority Variable Rate Master Notes, or because of the issuance or attempted issuance of any Note, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things wilfully done by such person with an intent to defraud or wilfully omitted to be done by such person with an intent to defraud.

SECTION 5.04. Certifications. An Authorized Officer is authorized, in connection with any Note which is issued on the basis that such Note is to be in conformity with, and that the interest on such Note is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that such Note is issued, and during its term is outstanding, on such basis, and any such actions taken in connection therewith are ratified. An Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of any Note for the purposes for which such Note is issued, as to the status of the projects for which the proceeds of

such Note would be used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other matters as such Authorized Officer deems appropriate.

SECTION 5.05. Determinations. Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made by an Authorized Officer, or that any action may be taken or withheld by an Authorized Officer, or that any action shall or may be taken or withheld at the option of or dependent upon the opinion, discretion or judgment of an Authorized Officer, then the selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution, whether required to be made, taken or withheld as a condition precedent to the issuance of any Note or for the purpose of determining if all conditions precedent to the issuance of such Note exist, or otherwise, the Authority adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 5.06. Authorized Officers. An Authorized Officer may take any action as in the opinion of such Authorized Officer will effectuate the issuance of any Note under this Resolution or will otherwise best serve the public interest.

SECTION 5.07. Titles. Titles to the Articles and Sections of this Resolution are solely for convenience, and are not an aid in the interpretation of this Resolution or any part of this Resolution.

PORT AUTHORITY EQUIPMENT NOTES RESOLUTION–MODIFICATION

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

WHEREAS, The Port Authority of New York and New Jersey (hereinafter called the “Authority”) has been authorized and empowered to issue bonds, notes or other obligations or evidences of indebtedness to provide funds for authorized purposes; and

WHEREAS, on June 10, 1993 the Authority determined to authorize and establish an issue of Port Authority Equipment Notes (such term and all other terms of special meaning having the meanings ascribed to such terms in or pursuant to Article I of this Resolution); and

WHEREAS, the Authority has heretofore entered into certain equipment note agreements with selected purchasers and issued notes thereunder for certain authorized purposes, without prejudice to its rights thereafter from time to time to enter into further and additional equipment note agreements (and issue further and additional notes thereunder); and

WHEREAS, the Authority has determined to increase the aggregate principal amount of all Port Authority Equipment Notes which may be outstanding at any one time from One Hundred Million Dollars (\$100,000,000) to Two Hundred Fifty Million Dollars (\$250,000,000); and

WHEREAS, the Authority has determined to modify the Prior Resolutions for the purpose of accomplishing certain technical clarifications of various provisions of the Prior Resolutions; and

WHEREAS, Port Authority Equipment Notes shall continue to be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the Prior Resolutions are modified, with respect to Notes to be issued after the date of this Resolution, and, to the extent not otherwise inconsistent with the provisions of the Prior Resolutions or the provisions of any Equipment Note Agreement entered into prior to the date of this Resolution, with respect to any Note issued and outstanding under such Equipment Note Agreement, and as so modified, the Prior Resolutions are restated in their entirety to read as follows:

ARTICLE I. DEFINITIONS.

As used in this Resolution and unless otherwise indicated or unless the context otherwise requires, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the defined terms). As used in this Resolution, any words or phrases not otherwise defined herein and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions.

The term “Authorized Officer” shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

The term “Equipment” shall mean any property (other than real property) purchased by the Authority or its wholly-owned subsidiaries for use by the Authority or others.

The term “Equipment Note Agreement” shall mean an agreement, as the same may be amended or supplemented from time to time, between the Authority and a purchaser or purchasers selected by the Authority or designated by a financial services entity selected by the Authority, providing, *inter alia*, for the issuance of a Note to such purchaser or purchasers.

The term “Note” shall mean a promissory note of the Authority, issued under and pursuant to an Equipment Note Agreement to evidence the principal amount outstanding under such Equipment Note Agreement and any repayments of such principal amount.

The term “Port Authority Equipment Notes Resolution” or “this Resolution” shall mean this resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Equipment Notes Resolution–Modification*”, including any amendments, modifications or supplements hereto.

The term “Port Authority Equipment Notes” shall mean the issue of special obligations of the Authority known as “Port Authority Equipment Notes”.

The term “Prior Resolutions” shall mean the resolution of the Authority adopted October 13, 1994, entitled “*Port Authority Equipment Note Resolution–Modification*” and the resolution of the Authority adopted December 12, 1996, entitled “*Port Authority Equipment Note Resolution–Modification*”.

ARTICLE II. ESTABLISHMENT, AUTHORIZATION, TERMS AND ISSUANCE.

SECTION 2.01. Establishment and Authorization of Port Authority Equipment Notes.

An issue of special obligations of the Authority to be known as “Port Authority Equipment Notes” is established under and pursuant to this Resolution, and the issuance of Notes from time to time by the Authority to a purchaser or purchasers selected in accordance with the provisions of this Resolution, is authorized. Port Authority Equipment Notes in an unlimited aggregate principal amount are authorized to be issued for the purposes set forth in Section 2.04 of this Resolution; *provided, however*, that the aggregate principal amount of all Notes outstanding at any one time under this Resolution shall not exceed Two Hundred Fifty Million Dollars (\$250,000,000). All Notes issued on and after October 13, 1994 and outstanding prior to the date of this Resolution shall be taken into account for purposes of determining such aggregate principal amount while such Notes are outstanding. All Notes issued on and after October 13, 1994 shall be subject to the terms, conditions and limitations provided or referred to in this

Resolution; *provided, however*, that with respect to Notes issued prior to the date of this Resolution, to the extent any such terms, conditions and limitations would be otherwise inconsistent with the terms, conditions and limitations of the Prior Resolutions or of any Equipment Note Agreement entered into prior to the date of this Resolution, the Prior Resolutions shall continue in force and effect with respect to such Equipment Note Agreement and the Note issued and outstanding under such Equipment Note Agreement. Port Authority Equipment Notes shall be payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution.

SECTION 2.02. General Terms of the Equipment Note Agreements and the Notes. An Authorized Officer shall establish such terms and conditions as such Authorized Officer deems appropriate in connection with any Note and any Equipment Note Agreement, including the selection of the purchaser or purchasers to which such Note is to be issued or the selection of a financial services entity which shall designate such purchaser or purchasers (*provided, however*, that any placement fee payable by the Authority to such financial services entity shall not exceed one percent (1%) of the principal amount of such Note) and the selection of any remarketing agent for such Note, and is authorized, from time to time, to approve and enter into any Equipment Note Agreement and issue a Note under such Equipment Note Agreement in the name of and on behalf of the Authority under this Resolution.

SECTION 2.03. Sources of Payment. The principal of and interest on Port Authority Equipment Notes shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes or from the same revenues and in the same manner as operating expenses of the Authority.

SECTION 2.04. Application of Proceeds. The proceeds of each Note shall be used in connection with the purchase of Equipment by the Authority, to refund obligations issued by the Authority in connection with the purchase of Equipment and/or for certain incidental purposes, including certain costs of, and relating to, such Note.

An Authorized Officer may allocate the proceeds of any Note, from time to time, to purposes in connection with some but not all of the purposes authorized in this Section 2.04.

SECTION 2.05. Ownership of Notes. To the extent applicable, the Authority may treat the registered holder of a Note as the absolute owner of such Note for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and the Authority shall not be affected by any notice or knowledge to the contrary.

SECTION 2.06. Mutilated, Lost or Destroyed Notes. In case any Note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new Note of like tenor in exchange or substitution for and upon cancellation of such mutilated Note or in lieu of or in substitution for such destroyed or lost Note; or if such Note shall have matured, instead of issuing a substitute Note the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute Note shall furnish to the Authority evidence satisfactory to it of the destruction or loss of such Note and of the ownership thereof and also such security and indemnity as may be required by the Authority.

Upon the issuance of any substitute Note, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new Note so issued in substitution. Any Note issued under the provisions of this Section 2.06 in lieu of any Note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the Note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this Resolution with all other Notes issued hereunder.

SECTION 2.07. Authorization of Distribution of Disclosure Documents. An Authorized Officer may arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials pertaining to any Note and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as such Authorized Officer deems appropriate, in each case, in the name of and on behalf of the Authority.

ARTICLE III. FORM AND EXECUTION OF NOTES.

SECTION 3.01. Form of Notes. Unless otherwise provided in an Equipment Note Agreement with respect to a Note, each Note shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be manually signed by an Authorized Officer. Each Note shall be in the form set forth in the Equipment Note Agreement with respect to such Note, any blank spaces being appropriately filled in.

SECTION 3.02. Execution of Notes. In case any Authorized Officer who shall have signed any Note shall cease to be an Authorized Officer before such Note shall have been actually issued, such Note may nevertheless be issued as though such Authorized Officer who signed such Note had not ceased to be such Authorized Officer.

ARTICLE IV. COVENANTS.

The Authority covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the registered holder of each Note the principal of and interest on such Note, when due, in the manner, to the extent and as specified in the Equipment Note Agreement pertaining to such Note and such Note.

(b) Upon the date of issuance of each Note, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such Note shall exist, have happened and have been performed and such Note, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) The Authority shall take all action and shall do all things which it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, the Equipment Note Agreement pertaining to each Note and such Note, in accordance with the terms of such provisions.

ARTICLE V. MISCELLANEOUS.

SECTION 5.01. Contract. To the extent applicable, the provisions of this Resolution shall constitute a part of the contract with the registered holder of each Note, and with each party to the Equipment Note Agreement pertaining to such Note.

SECTION 5.02. Amendments. The Authority may modify or amend this Resolution at any time by a supplemental resolution, without notice to or the consent of any registered holder of any Note or any party to the Equipment Note Agreement pertaining to such Note, but only in regard to such provisions as shall not materially and adversely affect the interests of such registered holder or party under such Equipment Note Agreement and Note.

SECTION 5.03. Liability. Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Authorized Officer shall be held personally liable to any purchaser or registered holder of any Note or to any party under any Equipment Note Agreement or otherwise under this Resolution, the Prior Resolutions or any resolution heretofore or hereafter adopted relating to Port Authority Equipment Notes, or because of the issuance or attempted issuance of any Note, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things wilfully done by such person with an intent to defraud or wilfully omitted to be done by such person with an intent to defraud.

SECTION 5.04. Certifications. An Authorized Officer is authorized, in connection with any Note which is issued on the basis that such Note is to be in conformity with, and that the interest on such Note is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that such Note is issued, and during its term is outstanding, on such basis, and any such actions taken in connection therewith are ratified. An Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of any Note for the purposes for which such Note is issued, as to the status of the equipment purchases or other purposes for which the proceeds of such Note would be used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other matters as such Authorized Officer deems appropriate.

SECTION 5.05. Determinations. Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made by an Authorized Officer,

or that any action may be taken or withheld by an Authorized Officer, as the case may be, or that any action shall or may be taken or withheld at the option of or dependent upon the opinion, discretion or judgment of an Authorized Officer, as the case may be, then the selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution, whether required to be made, taken or withheld as a condition precedent to the issuance of any Note or for the purpose of determining if all conditions precedent to the issuance of such Note exist, or otherwise, the Authority adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 5.06. Authorized Officers. An Authorized Officer may take any action as in the opinion of such Authorized Officer will effectuate the issuance of any Note under this Resolution or will otherwise best serve the public interest.

SECTION 5.07. Titles. Titles to the Articles and Sections of this Resolution are solely for convenience, and are not an aid in the interpretation of this Resolution or any part of this Resolution.

PORT AUTHORITY COMMERCIAL PAPER PROGRAM

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

RESOLVED, that, to facilitate the continued issuance of Port Authority Commercial Paper Obligations (as defined in the Port Authority Commercial Paper Obligations Resolution adopted November 9, 1995, hereinafter called the "Resolution") and to provide for other actions to be taken by Authorized Officers (as defined in the Resolution, hereinafter called "Authorized Officers") under the Port Authority Commercial Paper Program, the resolution of the Authority adopted December 12, 1996, entitled "*Port Authority Commercial Paper Program*", is modified to rescind the authorization to the Deputy Treasurer of the Authority to designate Authorized Officers, and the authorization to the Assistant Treasurer of the Authority under the Resolution, in this respect, is reinstated.

TRIBUTE TO COMMISSIONER MELVIN L. SCHWEITZER

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 the Honorable Melvin L. Schweitzer.

WHEREAS, since his appointment by New York Governor Mario M. Cuomo in 1993, the Honorable Melvin L. Schweitzer served with distinction as a member of the Board of Commissioners; and

WHEREAS, Commissioner Schweitzer well and diligently executed his duties as a member of the Audit Committee, and the Committees on Finance and Operations and always gave freely of his time to serve in ad hoc Board business; and

WHEREAS, during his six years on the Board, Commissioner Schweitzer gave tirelessly of his time and expertise to ensure that the interests of the Port Authority, the Port District and the citizens thereof were always of the highest concern; and

WHEREAS, Commissioner Schweitzer played an active role in the oversight of the advancement of the agency's major programs and projects, with particular focus on its capital program and customer service initiatives; and

WHEREAS, Commissioner Schweitzer was an avid proponent of improvements to customer service, and of expanding our employee training programs to effectuate those improvements; through his diligence and attention to detail, he encouraged staff throughout the agency to reach ever increasing levels of excellence.

NOW, THEREFORE, it is

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their heartfelt appreciation for Commissioner Schweitzer's 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 Commissioner Melvin L. Schweitzer as a memento from his fellow Commissioners.

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 June 1, 1999 to June 30, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK619	REPAIR AND/OR REHABILITATION OF UNDERGROUND HIGH PRESSURE FIRE PROTECTION VALVES JOHN F KENNEDY INT'L AIRPORT G&S VALVES AND FITTINGS, CO., INC.	39,834 (B) 3,983 (D) 43,817	39,076 (B) 0 (D) 39,076
JFK793	BULK FUEL FARM - REPLACEMENT OF FILTERING SYSTEM AT PIER A JOHN F. KENNEDY INT'L AIRPORT PARDY & SONS CONSTRUCTION CORP.	810,000 (A) 50,000 (C) 64,800 (D) 66,000 (F) 90,000 (G) 94,000 (I) 1,174,800	810,000 (A) 0 (C) 64,800 (D) 66,000 (F) 90,000 (G) 28,154 (I) 1,058,954
JFK950 106	IAB APRON PAVEMENT MAINTENANCE AND REPAIR JOHN F. KENNEDY INT'L AIRPORT TULLY CONSTRUCTION CO., INC.	1,841,100 (A) 1,558,630 (B) 125,000 (C) 170,000 (D) 3,694,730	527,785 (A,L) 300,389 (B) 199,737 (C) 54,000 (D) 1,081,911
JFK970 621	TAXIWAY PD BLAST FENCE JOHN F KENNEDY INT'L AIRPORT JANCO CONTRACTING CORP.	149,885 (A) 15,000 (C) 8,993 (D) 15,000 (K) 188,878	149,885 (A) 0 (C) 8,993 (D) 5,307 (K) 164,185
JFK615	TERMINAL SERVICE ROAD AT 82 ST REHABILITATION LAGUARDIA AIRPORT RAEBECK CONSTRUCTION CORP.	123,218 (A) 64,783 (B) 6,000 (C) 11,300 (D) 20,217 (E) 225,518	123,218 (A) 64,783 (B) 5,391 (C) 10,989 (D) 19,549 (E) 223,930
LGA626	REGRAIDING OF RUNWAY & TAXIWAY EROSION AREAS VIA WORK ORDERS LAGUARDIA AIRPORT RAEBECK CONSTRUCTION CORP.	250,000 (C) 250,000	271,976 (C) 271,976

LGA970 206	CENTRAL HEATING & REFRIGERATION PLANT REPLACEMENT OF HOT WATER CIRCULATION AND DISTRIBUTION PUMPS LAGUARDIA AIRPORT CLASSIC FUEL OIL CORP.	163,909 (A) 10,000 (D) 60,000 (M) 233,909	163,909 (A) 10,000 (D) 45,980 (M) 219,889
EWR124 050	EWR MONORAIL CCTV AND PUBLIC ADDRESS EXPANSION NEWARK INT'L AIRPORT TONI HARRIS ENTERPRISES INC.	175,000 (A) 50,000 (C) 11,000 (D) 236,000	175,000 (A) 0 (C) 7,638 (D) 182,638
GWB421	OVERHEAD GRILLE REPLACEMENT GEORGE WASHINGTON BRIDGE REGIS CONTRACTING INC.	27,999 (A) 2,240 (C) 30,239	27,999 (A) 0 (C) 27,999
BT333	SOUTH WING THIRD FLOOR ELEVATOR LOBBY PORT AUTHORITY BUS TERMINAL INDUS GENERAL CONSTRUCTION	99,400 (A) 7,952 (D) 107,352	99,400 (A) 0 (D) 99,400
BT337	STRUCTURAL PRIORITY REPAIRS PORT AUTHORITY BUS TERMINAL METROPOLITAN CONSTRUCTION CORP.	231,965 (A) 218,035 (B) 12,000 (C) 45,000 (D) 507,000	231,965 (A) 179,212 (B) 6,989 (C) 2,585 (D) 420,751
BT371	REHABILITATION OF SUBWAY MEZZANINE LEVEL PASSAGEWAY DOORS PORT AUTHORITY BUS TERMINAL DAN MCCARRON & SON	48,712 (A) 3,897 (D) 52,609	48,712 (A) 0 (D) 48,712
LT410	REPLACEMENT OF MOTOR-GENERATOR SETS IN VENTILATION BUILDINGS LINCOLN TUNNEL NUNEZ ELECTRIC INC.	176,000 (A) 15,000 (D) 191,000	176,000 (A) 6,349 (D) 182,349
LT411	NEW JERSEY LAND VENTILAITON BUILDING REPLACEMENT OF DEMAND METERS LINCOLN TUNNEL LEROY NUNERY & SONS, INC.	20,860 (A) 2,100 (D) 22,960	20,860 (A) 0 (D) 20,860
HT371	REHABILITATION AND REPAINTING OF PEDESTRIAN BRIDGE HOLLAND TUNNEL RALSTAN CONSTRUCTION CORP.	290,800 (A) 24,000 (D) 314,800	27,500 (A,J) 0 (D) 27,500

MFB100 509	IMMEDIATE REPAIRS LINCOLN TUNNEL & PABT HALLEN CONSTRUCTION CO. INC.	1,000,000 (C) 1,000,000	816,797 (C) 816,797
MFB100 510	IMMEDIATE REPAIRS HOLLAND TUNNEL & S.I. BRIDGES RAILROAD CONSTRUCTION CO., INC.	1,000,000 (C) 1,000,000	708,005 (C) 708,005
PM237	BUILDING 302 & 303 STRUCTURAL ROOF REPLACEMENT PORT NEWARK PLATO GENERAL CONSTRUCTION CORP.	2,742,000 (A) 100,000 (C) 219,360 (D) 26,270 (H) 3,087,630	2,742,000 (A) 92,054 (C) 207,396 (D) 26,270 (H) 3,067,720

(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 in the amount of \$20,217 authorized on 02/08/99.

(F) Increase in extra work in the amount of \$66,000 authorized on 04/04/97.

(G) Increase in extra work in the amount of \$90,000 authorized on 10/21/97.

(H) Premium for furnishing performance and payment bond as provided for in the contract.

(I) Increase in extra work in the amount of \$94,000 authorized on 12/19/97.

(J) The difference between "Total Authorized" and "Total Payments" represents the fact that the contract was mutually terminated, with the Port Authority paying the contractor the amount of \$27,500 pursuant to a negotiated settlement agreement.

(K) Increase in extra work in the amount of \$15,000 authorized on 10/13/98.

(L) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$1,300,000 for changes in the scope of work and a deduction from compensation in the amount of \$13,315 for asphalt pavement density.

(M) Increase in extra work in the amount of \$60,000 authorized on 01/06/99.

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 July 1, 1999 to July 31, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK134051	FUEL TANK DETECTION SYSTEM- SUPPLEMENT AGREEMENT #1- PROPOSED MODIFICATION TO OUT FALL 003 BULK FUEL FARM EAST JOHN F. KENNEDY INT'L AIRPORT JANCO CONTRACTING CORP	948,000 (A) 45,000 (C) 75,000 (D) 130,000 (G) 11,156 (H) 7,800 (I) 112,200 (J) 1,329,156	944,670 (A,F) 5,631 (C) 75,000 (D) 130,000 (G) 11,156 (H) 7,800 (I) 91,296 (J) 1,265,553
JFK668	REPAIR AND/OR REHABILITATION OF UNDERGROUND HIGH PRESSURE FIRE PROTECTION VALVES JOHN F. KENNEDY INT'L AIRPORT G&S VALVES AND FITTING CO., INC	57,965 (A) 5,796 (D) 63,761	57,965(A) 0 (D) 57,965
JFK743	REHABILITATION OF BERGEN, VAN WYCK AND FARMERS BOULEVARD SUBSTATIONS JOHN F. KENNEDY INT'L AIRPORT LCL ELECTRIC CORP/ SATIN AMERICAN CORP	749,500 (A) 120,000 (C) 38,000 (D) 10,995 (H) 918,495	749,500 (A) 24,990 (C) 27,680 (D) 10,995 (H) 813,165
LGA630	PARKING LOT 10E ACCESS CONTROL SYSTEM UPGRADE VIA WORK ORDER LAGUARDIA AIRPORT RAEBECK CONSTRUCTION CORP.	250,000 (C) 250,000	286,334 (C) 286,334
LGA633	PARKING LOT NO.7 AND FAA PARKING LOT SECURITY FENCE LAGUARDIA AIRPORT RAEBECK CONSTRUCTION CORP.	344,500 (A) 22,000 (C) 20,670 (D) 387,170	344,500(A) -0-(C) 17,300 (D) 361,800
EW154112	RENOVATIONS OF TERMINAL B DEPARTURE LEVEL NEWARK INT'L AIRPORT EAST HILL METRO INC.	91,000 (A) 5,500 (D) 45,000 (K) 14,500 (L) 156,000	91,000 (A) 5,500 (D) 30,812 (K) 10,378 (L) 137,690

LT110070	DYER PLAZA SOUTH WALL	903,995 (A)	903,995 (A)
	REHABILITATION	44,540 (B)	6,400 (B)
	LINCOLN TUNNEL	80,000 (C)	10,113 (C)
	K.G. INDUSTRIES INC.	76,000 (D)	20,903 (D)
		35,261 (H)	35,261 (H)
		1,139,796	976,672
LT234014	NEW YORK RIVER VENTILATION	498,000 (A)	498,000 (A)
	BUILDING SANITARY SEWER	100,000 (C)	101,316 (C)
	CONNECTIONS	30,000 (D)	30,000 (D)
	LINCOLN TUNNEL	160,000 (E)	158,430 (E)
	PRUDE CONSTRUCTION CORP.	788,000	787,746
GWB244012	REMOVAL OF LEAD BASED PAINT	4,613,500 (A)	4,613,500 (A)
	AND REPAINTING	181,500 (B)	11,550 (B)
	NEW YORK LOWER TOWER	750,000 (C)	146,012 (C)
	GEORGE WASHINGTON BRIDGE	384,000 (D)	93,143 (D)
	KEYSTONE CONSTRUCTION CORP.	40,436 (H)	40,436 (H)
		5,969,436	4,904,641
GWB422	BUS STATION-REPLACEMENT OF	924,000 (A)	924,000 (A)
	CEILING AT SUBURBAN CONCOURSE	100,000 (C)	27,111 (C)
	AND EMERGENCY LIGHTING	73,900 (D)	68,958 (D)
	GEORGE WASHINGTON BRIDGE	19,740 (H)	19,740 (H)
	IMPERIAL DEVELOPMENT	1,117,640	1,039,809
	CONSTRUCTION CORP		
AKO284001	REMOVAL OF LEAD BASE PAINT	10,311,000 (A)	10,311,000 (A)
	AND REPAINTING	100,000 (B)	38,808 (B)
	OUTERBRIDGE CROSSING	1,500,000 (C)	196,404 (C)
	L&L PAINTING CO., INC.	1,041,000 (D)	783,379 (D)
		78,829 (H)	78,829 (H)
		13,030,829	11,408,420

- (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 \$160,000 authorized on 01/12/98.
- (F) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the total amount of \$3,330 for changes in the scope of the work.
- (G) Supplemental Agreement No. 1 which included an increase in the amount of \$130,000 for lump sum work authorized on 12/06/96.
- (H) Premium for furnishing performance and payment bond as provided for in the contract.
- (I) Supplemental Agreement No. 1 which included an increase in the amount of \$7,800 for extra work authorized on 12/06/96.
- (J) Increase in extra work in the amount of \$112,200 authorized on 10/21/97
- (K) Increase in extra work in the amount of \$45,000 authorized on 01/15/98.
- (L) Increase in net cost work in the amount of \$14,500 authorized on 01/15/98.

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 August 1, 1999 to August 31, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK134118	TAXIWAY 'FB' JOHN F. KENNEDY INT'L AIRPORT HALMAR BUILDERS OF NEW YORK INC.	7,404,000 (A) 164,600 (B) 200,000 (C) 379,000 (D) 16,400 (F) --0-- (G) 8,164,000	7,404,000 (A) 164,600 (B) 153,572 (C) 226,107 (D) 16,400 (F) 65,954 (G) 8,030,633
JFK554009 REVISED FINAL 10/95	DIRECTORY PULL-OFF AND TRUCK U-TURN JFK REDEVELOPMENT PROGRAM JOHN F. KENNEDY INT'L AIRPORT S&A CONTRACTING INC.	210,000 (A) 21,000 (C) 21,000 (D) 252,000	208,020 (A,T) 21,000 (C) 21,000 (D) 250,020
JFK751 REVISED FINAL 07/96	BUS STOP IMPROVEMENTS JOHN F. KENNEDY INT'L AIRPORT S&A CONTRACTING INC.	285,000 (A) 514,200 (B) 13,500 (C) 80,000 (D) 51,420 (F) 944,120	285,000 (A) 514,200 (B) --0-- (C) 80,000 (D) 43,184 (F) 922,384
LGA110114A	CENTRAL TERMINAL BUILDING DEPARTURE LEVEL CANOPY AND CROSSWALK CEILING IMPROVEMENT LAGUARDIA AIRPORT MAY INDUSTRIES CORP	878,000 (A) 88,000 (D) --0-- (K) 966,000	878,000 (A) 20,200 (D) 64,351 (K) 962,551

(Board - 11/18/99)

LGA220043	RUNWAY 13-31 OVERRUN AREA	72,140 (A)	72,140 (A)
	WETLAND MITIGATION	371,550 (B)	371,550 (B)
	LAGUARDIA AIRPORT	38,000 (C)	41,112 (C)
	C.D.M. ASSOCIATES INC	18,000 (D)	18,000 (D)
		37,155 (F)	16,931 (F)
		44,000 (S)	37,560 (S)
		580,845	557,293
EWR100529	IMMEDIATE REPAIRS	1,000,000 (C)	1,000,000 (C)
	NEWARK INT'L AIRPORT	1,000,000 (H)	1,000,000 (H)
	DAMON DOUGLAS COMPANY	600,000 (I)	534,477 (I)
		2,600,000	2,534,477
GWB308C	COMMUNICATION CENTER AND	1,599,405 (A)	1,599,405 (A)
	LOBBY RENOVATION	50,000 (C)	28,505 (C)
	GEORGE WASHINGTON BRIDGE	127,952 (D)	127,952 (D)
	GILSTON ELECTRICAL CONTRACTING	250,000 (E)	241,524 (E)
	CORP.	2,027,357	1,997,386
GWB411	ADMINISTRATION BUILDING	285,000 (A)	285,000 (A)
	CONFERENCE ROOM RELOCATION	25,000 (C)	11,177 (C)
	AND FEMALE OFFICERS LOCKER	23,000 (D)	23,000 (D)
	ROOM FACILITIES	97,000 (J)	88,828 (J)
	GEORGE WASHINGTON BRIDGE		
	CIPRIETTI-TOLISANO ASSOCIATES IN	430,000	408,005
GWB442	REHABILITATION OF CONDENSER	119,000 (A)	119,000 (A)
	WATER PIPING	9,500 (D)	8,800 (D)
	GEORGE WASHINGTON BRIDGE		
	A.C. GENERAL MECHANICAL CORP	128,500	127,800
BT180073	PUBLIC RESTROOM RENOVATIONS	1,200,000 (A)	1,140,000 (A,L)
	PORT AUTHORITY BUS TERMINAL	200,000 (C)	24,719 (C)
	ROBERT CHARLES ENTERPRISES INC.	120,000 (D)	84,674 (D)
		1,520,000	1,249,393

HH240001A	WHARF REHABILITATION	581,234 (A)	387,087 (A,R)
	HOWLAND HOOK MARINE TERMINAL	2,718,756 (B)	2,718,756 (B)
	ROBERT CHARLES ENTERPRISES INC.	742,500 (C)	1,983,455 (C)
		330,000 (D)	330,000 (D)
		504,272 (M)	504,272 (M)
		1,245,728 (N)	1,245,728 (N)
		250,000 (O)	250,000 (O)
		750,000 (P)	509,760 (P)
		34,500 (Q)	34,500 (Q)
		250,000 (F)	207,941 (F)
		7,406,990	8,171,499
MF415580	ASBESTOS REMOVAL VIA WORK ORDER	600,000 (C)	517,709 (C)
	INTERSTATE TRANSPORTATION DEPARTMENT NEW JERSEY FACILITIES FACILITIES		
	PROJECT DEVELOPMENT GROUP INC.	600,000	517,709

- (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 \$250,000 authorized on 03/06/98.
- (F) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.

- (G) Per AP 45-1.01.5, uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (F).
- (H) Increase in net cost work in the amount of \$1,000,000 authorized on 11/15/96.
- (I) Increase in net cost work in the amount of \$600,000 authorized on 09/22/97.
- (J) Increase in extra work in the amount of \$97,000 authorized on 12/04/98.
- (K) Direct payment to subcontractors not paid by the General Contractor utilizing unspent extra work funds, pursuant to Chief Engineer's memorandum to the Executive Director dated 11/18/98.
- (L) The difference between "Total Authorized" and Total Payments" represents the fact that the contractor agreed to accept \$60,000 less than the compensation specified in the contract, pursuant to a negotiated settlement agreement with the Port Authority.
- (M) Supplemental Agreement No.1 which included an increase in the amount of \$504,272 for lump sum work authorized on 10/31/94.
- (N) Supplemental Agreement No.1 which included an increase in the amount of \$1,245,728 for classified work authorized on 10/31/94.
- (O) Increase in extra work in the amount of \$250,000 authorized on 7/17/95.
- (P) Increase in extra work in the amount of \$750,000 authorized on 6/13/96.
- (Q) Premium for furnishing performance and payment bond as provided for in the contract.
- (R) The difference between "Total Authorized" and Total Payments" represents the fact that the contractor agreed to accept \$194,147 less than the compensation specified in the contract, pursuant to a negotiated settlement agreement with the Port Authority.
- (S) Increase in extra work in the amount of \$44,000 authorized on 1/17/97.
- (T) The difference between "Total Authorized" and Total Payments" represents a credit change order in the amount of \$1,980 for changes in the scope of the work .

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 September 1, 1999 to September 30, 1999.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
JFK775	BUILDING 161 REPLACEMENT OF BOILER FEED SYSTEM JOHN F. KENNEDY INT'L AIRPORT TRIUMPHANT PLUMBING, HEATING & CONTRACTING CORP	85,300 (A) 6,824 (D) 92,124	85,300 (A) 2,131 (D) 87,431
LGA604	UNDERGROUND STORAGE TANK UPGRADES LA GUARDIA AIRPORT AQUA-X-CONSERVATION, INC.	1,077,200 (A) 100,000 (C) 64,620 (D) 1,241,820	1,077,200 (A) 84,694 (C) 30,709 (D) 1,192,603
LGA608	HANGAR 7 ROOF REHABILITATION LA GUARDIA AIRPORT ATTRI ENTERPRISES INC	782,400 (A) 175,000 (C) 62,600 (D) 1,020,000	782,400 (A) 80,297 (C) --0-- (D) 862,697
LGA621	FIBER OPTIC NETWORK FOR CCTV LINKAGE LA GUARDIA AIRPORT WALTON ELECTRICAL CONSTRUCTION CORP.	308,715 (A) 30,000 (C) 19,000 (D) 357,715	308,715 (A) 23,202 (C) 18,730 (D) 350,647
LGA634	MARINE AIR TERMINAL 2ND FLOOR BRANCH CIRCUIT UPGRADE LA GUARDIA AIRPORT VOLTAIC ELECTRICAL CO., INC.	53,000 (A) 4,300 (D) 57,300	53,000 (A) 4,300 (D) 57,300

EWR996512	EWR TERMINAL B- EMERGENCY GENERATOR NO. 1 REPLACEMENT NEWARK INT'L AIRPORT ABCON CONTRACTING INC.	162,460 (A) 9,800 (D) 172,260	162,460 (A) 5,083 (D) 167,543
GWB320A	MODERNIZATION OF TELEVISION SURVEILLANCE SYSTEM GEORGE WASHINGTON BRIDGE GILSTON ELECTRICAL CONTRACTING CORP.	1,195,000 (A) 120,000 (D) --0-- (I) 1,315,000	1,185,500 (A,H) 55,815 (D) 19,301 (I) 1,260,616
GWB381	REHABILITATION OF HENRY HUDSON RAMPS GEORGE WASHINGTON BRIDGE DEFOE CORPORATION	2,650,000 (A) 4,827,200 (B) 300,000 (C) 599,000 (D) 250,000 (F) 8,626,200	2,636,502 (A,G) 4,827,200 (B) 132,437 (C) 342,392 (D) 194,328 (F) 8,132,859
GWB403	LOWER LEVEL LIGHTING REPLACEMENT GEORGE WASHINGTON BRIDGE GILSTON ELECTRICAL CONTRACTING CORP.	3,210,000 (A) 193,000 (D) 57,000 (J) 80,000 (K) 3,540,000	3,210,000 (A) 193,000 (D) 22,213 (J) 73,579 (K) 3,498,792
GWB405	CLEANING DRAINAGE SYSTEM VIA WORK ORDER GEORGE WASHINGTON BRIDGE ALLSTATE POWER-VAC INC	99,125 (B) 20,000 (C) 6,000 (D) 9,913 (F) 135,038	99,125 (B) 62,540 (C) --0-- (D) 7,356 (F) 169,021
WTC115555	TWO WTC 40TH FLOOR ASBESTOS ABATEMENT WORLD TRADE CENTER ASBESTOS CONTAINMENT SERVICES, INC.	650,000 (A) 52,000 (D) 10,663 (L) 712,663	650,000 (A) 52,000 (D) 8,663 (L) 710,663

WTC45703	DESIGN/BUILD SERVICES FOR THE WORLD TRADE CENTER	1,657,608 (C)	1,657,608 (C)
	WORLD TRADE CENTER	1,462,440 (E)	1,441,985 (E)
	TISHMAN INTERIORS CORP & HWL ARCHITECTS	3,120,048	3,099,593
WTC45705	DESIGN/BUILD SERVICES FOR THE WORLD TRADE CENTER	322,000 (C)	328,092 (C)
	WORLD TRADE CENTER DESIGN INTERFACE INC.	322,000	328,092

- (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 net cost work in the amount of \$1,462,440 authorized on 05/20/97.
- (F) Per AP 45-1.01.5, classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization.
- (G) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$13,498 for the deletion of part of the work .
- (H) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$9,500 for the deletion of part of the work .
- (I) Increase in compensation pursuant to "Emergency Delays" clause, as provided for in the contract.
- (J) Supplemental Agreement No.1 which included an increase in the amount of \$57,000 for extra work authorized on 1/28/98.
- (K) Supplemental Agreement No.1 which included an increase in the amount of \$80,000 for net cost work authorized on 1/28/98.
- (L) Increase in extra work in the amount of \$10,663 authorized on 2/12/99.

(Board - 11/18/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period June 1, 1999 through June 30, 1999.

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.

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>
06/01/99	\$10,000,000	US T-NOTE	5.250%	05/15/04	98.45	--	5.611%	\$ 9,845,312.50	Paribas Corporation
06/01/99	10,000,000	US T-NOTE	5.250	05/15/04	98.41	--	5.621	9,841,406.25	Paribas Corporation
06/01/99	20,000,000	US T-NOTE	5.250	05/31/01	99.77	--	5.375	19,953,125.00	Prudential Securities
06/01/99	25,000,000	US T-BILL	--	06/15/99	99.82	4.720%	4.794	24,954,111.10	Banc One Capital Markets
06/02/99	10,000,000	US T-NOTE	5.250	05/15/04	97.97	--	5.726	9,796,875.00	Dresdner Kleinwort Benson
06/04/99	45,000,000	US T-NOTE	5.500	05/31/00	100.24	--	5.245	45,108,984.38	Paribas Corporation*
06/07/99	35,000,000	US T-BILL	--	12/02/99	97.66	4.740	4.921	34,179,716.66	Dresdner Kleinwort Benson*
06/08/99	20,000,000	USTB (117S)	--	06/15/99	99.91	4.670	4.739	19,981,838.88	Warburg Dillon Read LLC
06/08/99	20,000,000	USTB (114S)	--	06/15/99	99.91	4.670	4.739	19,981,838.88	Warburg Dillon Read LLC
06/08/99	35,000,000	USTB (116S)	--	06/15/99	99.91	4.670	4.739	34,968,218.04	Warburg Dillon Read LLC
06/10/99	15,000,000	US T-NOTE	5.250	05/15/04	97.73	--	5.784	14,660,156.25	Paribas Corporation

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>
06/10/99	\$15,000,000	US T-NOTE	5.250%	05/31/01	99.34	--	5.605%	\$14,901,562.50	Morgan Stanley & Co
06/10/99	25,000,000	US T-BILL	--	05/25/00	95.31	4.820%	5.066	23,828,472.23	Nesbitt Burns Securities
06/10/99	25,000,000	FNDN	--	08/10/99	99.17	4.880	4.989	24,793,277.78	Lehman Brothers
06/11/99	15,000,000	US T-NOTE	5.250	05/31/01	99.24	--	5.661	14,886,328.13	C.S. First Boston
06/15/99	15,000,000	US T-NOTE	5.250	05/31/01	99.25	--	5.658	14,887,500.00	Nesbitt Burns Securities
06/15/99	25,000,000	US T-BILL	--	09/09/99	98.91	4.575	4.690	24,726,770.83	Paribas Corporation
06/15/99	25,000,000	FMCDN	--	08/06/99	99.29	4.910	5.014	24,822,694.45	Lehman Brothers
06/21/99	10,000,000	US T-NOTE	5.250	05/15/04	98.14	--	5.689	9,814,062.50	Paribas Corporation
06/21/99	25,000,000	GECC CP	--	07/21/99	99.59	4.980	5.070	24,896,250.00	General Electric Capital
06/23/99	15,000,000	US T-NOTE	5.250	05/31/01	99.29	--	5.640	14,893,359.38	Nesbitt Burns Securities
06/24/99	10,000,000	US T-NOTE	5.250	05/15/04	97.27	--	5.900	9,726,562.50	Prudential Securities

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>
06/24/99	\$10,000,000	US T-BILL	--	06/22/00	95.07	4.875%	5.133%	\$ 9,507,083.33	Paribas Corporation
06/24/99	10,000,000	US T-BILL	--	06/22/00	95.07	4.880	5.139	9,506,577.78	Paribas Corporation
06/24/99	15,000,000	US T-NOTE	5.250%	05/31/01	99.27	--	5.654	14,889,843.75	Nesbitt Burns Securities
06/24/99	25,000,000	US T-BILL	--	09/23/99	98.84	4.595	4.714	24,709,621.53	Prudential Securities
06/24/99	25,000,000	US T-BILL	--	09/23/99	98.84	4.595	4.714	24,709,621.53	Morgan Stanley & Co
06/30/99	<u>20,000,000</u>	US T-BILL	--	01/06/00	97.46	4.810	4.999	<u>19,492,277.78</u>	Nesbitt Burns Securities
	<u>\$555,000,000</u>							<u>\$548,263,448.94</u>	

BEY - Bond Equivalent Yield

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

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>
06/01/99	\$45,000,000	US T-BILL	--	06/24/99	99.73	4.290%	\$44,876,662.51	Dresdner Kleinwort Benson
06/01/99	10,000,000	US T-NOTE	5.250%	05/15/04	98.50	--	9,850,000.00	Paribas Corporation
06/01/99	10,000,000	US T-NOTE	5.250	05/15/04	98.57	--	9,857,812.50	Paribas Corporation
06/04/99	45,000,000	US T-NOTE	5.625	11/30/99	100.31	--	45,140,625.00	Paribas Corporation*
06/07/99	35,000,000	US T-BILL	--	07/15/99	99.55	4.220	34,844,094.46	Dresdner Kleinwort Benson*
06/10/99	50,000,000	US T-BILL	--	07/22/99	99.52	4.150	49,757,916.65	Prudential Securities
06/15/99	40,000,000	US T-BILL	--	07/29/99	99.49	4.190	39,795,155.57	Morgan Stanley & Co
06/18/99	15,000,000	US T-NOTE	5.250	05/31/01	99.58	--	14,936,718.75	Nesbitt Burns Securities
06/18/99	15,000,000	US T-NOTE	5.250	05/31/01	99.58	--	14,936,718.75	Paribas Corporation
06/21/99	10,000,000	US T-NOTE	5.250	05/15/04	98.20	--	9,820,312.50	Paribas Corporation
06/24/99	10,000,000	US T-NOTE	5.250	05/15/04	97.39	--	9,739,062.50	Prudential Securities

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

Sale of Securities (Cont.)

<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>
06/29/99	<u>\$ 25,000,000</u>	US T-BILL	--	08/26/99	99.28	4.440%	<u>\$ 24,821,166.68</u>	Paribas Corporation
	<u>\$310,000,000</u>						<u>\$308,376,245.87</u>	

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

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>
Banc One Capital Markets	06/01/99	06/02/99	\$ 4,769,000	4.960%	\$ 657.06
Paribas Corporation	06/01/99	06/02/99	10,821,000	4.980	1,496.91
Deutsche Bank Securities	06/01/99	06/02/99	32,299,000	4.970	4,459.06
Banc One Capital Markets	06/01/99	06/02/99	38,249,000	4.960	5,269.86
Paribas Corporation	06/01/99	06/02/99	38,432,000	4.980	5,316.43
Paribas Corporation	06/01/99	06/02/99	39,177,000	4.980	5,419.49
Deutsche Bank Securities	06/01/99	06/02/99	41,013,000	4.970	5,662.07
Banc One Capital Markets	06/01/99	06/02/99	41,388,000	4.960	5,702.35
Paribas Corporation	06/02/99	06/03/99	1,005,000	4.660	130.09
Zions First National Bank	06/02/99	06/03/99	20,000,000	4.650	2,583.33
Warburg Dillon Read LLC	06/02/99	06/03/99	28,431,000	4.650	3,672.34

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>
Warburg Dillon Read LLC	06/02/99	06/03/99	\$32,303,000	4.650%	\$ 4,172.47
Warburg Dillon Read LLC	06/02/99	06/03/99	38,493,000	4.650	4,972.01
Dresdner Kleinwort Benson	06/02/99	06/11/99	38,950,000	4.650	45,008.89 *
Paribas Corporation	06/02/99	06/03/99	39,431,000	4.660	5,104.12
Zions First National Bank	06/02/99	06/03/99	46,163,000	4.650	5,962.72
Paribas Corporation	06/02/99	06/03/99	48,998,000	4.660	6,342.52
Lehman Brothers	06/03/99	06/04/99	757,500	4.680	98.48 *
Banc One Capital Markets	06/03/99	06/04/99	11,398,000	4.670	1,478.57
Zions First National Bank	06/03/99	06/04/99	17,000,000	4.650	2,195.83
Lehman Brothers	06/03/99	06/04/99	23,906,250	4.680	3,107.81 *
Lehman Brothers	06/03/99	06/07/99	24,875,000	4.600	12,769.17 *

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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	06/03/99	06/04/99	\$25,314,000	4.670%	\$ 3,283.79
Paribas Corporation	06/03/99	06/04/99	28,000,000	4.670	3,632.22
Dresdner Kleinwort Benson	06/03/99	06/10/99	33,031,250	4.600	29,636.37 *
Banc One Capital Markets	06/03/99	06/04/99	34,772,000	4.670	4,510.70
Banc One Capital Markets	06/03/99	06/04/99	38,497,000	4.670	4,993.92
Warburg Dillon Read LLC	06/03/99	06/04/99	39,436,000	4.670	5,115.73
Paribas Corporation	06/03/99	06/04/99	46,686,000	4.670	6,056.21
Lehman Brothers	06/03/99	06/04/99	47,055,000	4.680	6,117.15 *
Warburg Dillon Read LLC	06/03/99	06/04/99	50,010,000	4.670	6,487.41
Warburg Dillon Read LLC	06/04/99	06/07/99	20,000,000	4.600	7,666.67
Zions First National Bank	06/04/99	06/07/99	21,539,000	4.600	8,256.62

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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	06/04/99	06/07/99	\$22,932,000	4.590%	\$ 8,771.49
Banc One Capital Markets	06/04/99	06/07/99	23,064,000	4.590	8,821.98
Banc One Capital Markets	06/04/99	06/07/99	23,112,000	4.590	8,840.34
Paribas Corporation	06/04/99	06/07/99	27,083,000	4.590	10,359.25
Zions First National Bank	06/04/99	06/07/99	28,000,000	4.600	10,733.33
Banc One Capital Markets	06/04/99	06/07/99	38,068,000	4.590	14,561.01
Paribas Corporation	06/04/99	06/07/99	38,776,000	4.590	14,831.82
Zions First National Bank	06/04/99	06/07/99	50,461,000	4.600	19,343.38
Nesbitt Burns Securities	06/07/99	06/08/99	646,000	4.670	83.80
Nesbitt Burns Securities	06/07/99	06/08/99	12,251,000	4.670	1,589.23
Greenwich Capital Mkts	06/07/99	06/08/99	15,000,000	4.650	1,937.50

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>
Dresdner Kleinwort Benson	06/07/99	06/11/99	\$19,650,000	4.650%	\$ 10,097.92 *
Paribas Corporation	06/07/99	06/08/99	26,309,000	4.660	3,405.55
Nesbitt Burns Securities	06/07/99	06/08/99	26,540,000	4.670	3,442.83
Paribas Corporation	06/07/99	06/08/99	28,000,000	4.660	3,624.44
Greenwich Capital Mkts	06/07/99	06/08/99	37,970,000	4.650	4,904.46
Paribas Corporation	06/07/99	06/08/99	45,691,000	4.660	5,914.45
Greenwich Capital Mkts	06/07/99	06/08/99	46,194,000	4.650	5,966.73
Nesbitt Burns Securities	06/07/99	06/08/99	49,387,000	4.670	6,406.59
Nesbitt Burns Securities	06/08/99	06/09/99	15,071,000	4.600	1,925.74
Nesbitt Burns Securities	06/08/99	06/09/99	17,993,000	4.600	2,299.11
Nesbitt Burns Securities	06/08/99	06/09/99	18,814,000	4.600	2,404.01

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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	06/08/99	06/09/99	\$25,282,000	4.600%	\$ 3,230.48
Paribas Corporation	06/08/99	06/09/99	28,000,000	4.600	3,577.78
Warburg Dillon Read LLC	06/08/99	06/09/99	34,000,000	4.620	4,363.33
Nesbitt Burns Securities	06/08/99	06/09/99	46,200,000	4.600	5,903.33
Paribas Corporation	06/08/99	06/09/99	46,718,000	4.600	5,969.52
Nesbitt Burns Securities	06/09/99	06/10/99	15,051,000	4.620	1,931.55
Nesbitt Burns Securities	06/09/99	06/10/99	17,883,000	4.620	2,294.99
Nesbitt Burns Securities	06/09/99	06/10/99	18,674,000	4.620	2,396.50
Warburg Dillon Read LLC	06/09/99	06/10/99	21,510,000	4.600	2,748.50
Warburg Dillon Read LLC	06/09/99	06/10/99	28,000,000	4.600	3,577.78
Paribas Corporation	06/09/99	06/10/99	38,000,000	4.630	4,887.22

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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	06/09/99	06/14/99	\$39,760,000	4.660%	\$ 25,711.47 *
Nesbitt Burns Securities	06/09/99	06/10/99	46,206,000	4.620	5,929.77
Warburg Dillon Read LLC	06/09/99	06/10/99	50,490,000	4.600	6,451.50
Nesbitt Burns Securities	06/10/99	06/11/99	13,838,000	4.680	1,798.94
Greenwich Capital Mkts	06/10/99	06/14/99	14,681,250	4.650	7,626.09
Warburg Dillon Read LLC	06/10/99	06/11/99	14,925,000	4.680	1,940.25
Nesbitt Burns Securities	06/10/99	06/11/99	15,049,000	4.680	1,956.37
Nesbitt Burns Securities	06/10/99	06/11/99	16,878,000	4.680	2,194.14
Nesbitt Burns Securities	06/10/99	06/11/99	18,614,000	4.680	2,419.82
Nesbitt Burns Securities	06/10/99	06/11/99	19,449,000	4.680	2,528.37
Paribas Corporation	06/10/99	06/14/99	19,875,000	4.670	10,318.44 *

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>
Warburg Dillon Read LLC	06/10/99	06/11/99	\$24,000,000	4.720%	\$ 3,146.67
Paribas Corporation	06/10/99	06/11/99	28,135,000	4.680	3,657.55
Paribas Corporation	06/10/99	06/11/99	43,077,000	4.680	5,600.01
Lehman Brothers	06/10/99	07/01/99	47,625,000	4.850	129,262.19 *
Warburg Dillon Read LLC	06/10/99	06/11/99	48,835,000	4.680	6,348.55
Warburg Dillon Read LLC	06/11/99	06/14/99	15,000,000	4.670	5,837.50
Nesbitt Burns Securities	06/11/99	06/14/99	15,051,000	4.660	5,844.81
Nesbitt Burns Securities	06/11/99	06/14/99	16,880,000	4.660	6,555.07
Nesbitt Burns Securities	06/11/99	06/14/99	17,526,000	4.660	6,805.93
Nesbitt Burns Securities	06/11/99	06/14/99	18,616,000	4.660	7,229.21
Greenwich Capital Mkts	06/11/99	Open	23,812,500 *	Variable**	64,584.79 ***

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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>
Paribas Corporation	06/14/99	06/15/99	\$32,249,000	4.820%	\$ 4,317.78
Banc One Capital Markets	06/14/99	06/15/99	33,304,000	4.800	4,440.53
Greenwich Capital Mkts	06/14/99	Open	34,168,750 *	Variable**	79,157.60 ***
Nesbitt Burns Securities	06/14/99	06/15/99	38,853,000	4.820	5,201.99
Nesbitt Burns Securities	06/15/99	06/16/99	9,391,000	4.800	1,252.13
Banc One Capital Markets	06/15/99	06/16/99	9,819,000	4.800	1,309.20
Zions First National Bank	06/15/99	06/16/99	19,820,000	3.750	2,064.58 *
Paribas Corporation	06/15/99	06/16/99	20,597,000	4.800	2,746.27
Nesbitt Burns Securities	06/15/99	06/16/99	21,097,000	4.800	2,812.93
Nesbitt Burns Securities	06/15/99	06/16/99	28,942,000	4.800	3,858.93
Nesbitt Burns Securities	06/15/99	06/16/99	29,211,000	4.800	3,894.80

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>
Warburg Dillon Read LLC	06/15/99	06/16/99	\$30,550,000	4.700%	\$ 3,988.47
Paribas Corporation	06/15/99	06/16/99	33,308,000	4.800	4,441.07
Lehman Brothers	06/15/99	06/16/99	34,037,500	4.800	4,538.33 *
Banc One Capital Markets	06/15/99	06/16/99	36,718,000	4.800	4,895.73
Paribas Corporation	06/15/99	06/16/99	45,257,000	4.800	6,034.27
Banc One Capital Markets	06/15/99	06/16/99	49,145,000	4.800	6,552.67
Nesbitt Burns Securities	06/16/99	06/17/99	2,935,000	4.530	369.32
Paribas Corporation	06/16/99	06/17/99	3,764,000	4.530	473.64
Paribas Corporation	06/16/99	06/17/99	8,579,000	4.530	1,079.52
Warburg Dillon Read LLC	06/16/99	06/17/99	8,972,000	4.510	1,123.99
Banc One Capital Markets	06/16/99	06/17/99	10,000,000	4.400	1,222.22

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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	06/16/99	06/17/99	\$20,565,000	4.530%	\$ 2,587.76
Paribas Corporation	06/16/99	06/17/99	20,820,000	4.530	2,619.85
Paribas Corporation	06/16/99	06/17/99	21,827,000	4.530	2,746.56
Paribas Corporation	06/16/99	06/17/99	24,445,000	4.530	3,076.00
Nesbitt Burns Securities	06/16/99	06/21/99	24,781,250	4.500	15,488.28 *
Nesbitt Burns Securities	06/16/99	06/17/99	32,470,000	4.530	4,085.81
Greenwich Capital Mkts	06/16/99	06/18/99	32,943,750	4.500	8,235.94 *
Warburg Dillon Read LLC	06/16/99	06/17/99	33,312,000	4.510	4,173.25
Nesbitt Burns Securities	06/16/99	06/17/99	38,577,000	4.530	4,854.27
Banc One Capital Markets	06/16/99	06/17/99	46,453,000	4.400	5,677.59
Lehman Brothers	06/16/99	06/17/99	47,900,000	4.500	5,987.50 *

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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>
Warburg Dillon Read LLC	06/16/99	06/17/99	\$50,000,000	4.510%	\$ 6,263.89
Nesbitt Burns Securities	06/17/99	06/18/99	1,271,000	4.500	158.88
Lehman Brothers	06/17/99	07/01/99	1,320,000	4.820	2,380.03 *
Paribas Corporation	06/17/99	06/18/99	2,200,000	4.500	275.00
Dresdner Kleinwort Benson	06/17/99	06/18/99	3,417,900	4.450	422.49 *
Warburg Dillon Read LLC	06/17/99	06/18/99	8,429,000	4.480	1,048.94
Banc One Capital Markets	06/17/99	06/18/99	10,000,000	4.450	1,236.11
Dresdner Kleinwort Benson	06/17/99	06/18/99	14,943,750	4.450	1,847.21 *
Banc One Capital Markets	06/17/99	06/18/99	21,429,000	4.450	2,648.86
Nesbitt Burns Securities	06/17/99	06/18/99	28,505,000	4.500	3,563.13
Banc One Capital Markets	06/17/99	06/18/99	33,316,000	4.450	4,118.23

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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>
Warburg Dillon Read LLC	06/17/99	06/18/99	\$33,588,000	4.480%	\$ 4,179.84
Paribas Corporation	06/17/99	06/18/99	37,976,000	4.500	4,747.00
Nesbitt Burns Securities	06/17/99	06/18/99	45,224,000	4.500	5,653.00
Dresdner Kleinwort Benson	06/17/99	06/18/99	46,394,600	4.450	5,734.89 *
Lehman Brothers	06/17/99	07/01/99	47,180,000	4.820	85,068.16 *
Paribas Corporation	06/17/99	06/18/99	47,821,000	4.500	5,977.63
Warburg Dillon Read LLC	06/17/99	06/18/99	50,551,000	4.480	6,290.79
Paribas Corporation	06/18/99	06/21/99	747,000	4.450	277.01
Dresdner Kleinwort Benson	06/18/99	06/21/99	19,000,000	4.450	7,045.83
Nesbitt Burns Securities	06/18/99	06/21/99	33,248,000	4.430	12,274.05
Nesbitt Burns Securities	06/18/99	06/21/99	33,320,000	4.430	12,300.63

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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	06/18/99	06/21/99	\$37,285,000	4.420%	\$ 13,733.31
Warburg Dillon Read LLC	06/18/99	06/21/99	38,447,000	4.440	14,225.39
Paribas Corporation	06/18/99	06/21/99	47,847,000	4.450	17,743.26
Paribas Corporation	06/18/99	06/21/99	47,847,000	4.450	17,743.26
Banc One Capital Markets	06/18/99	06/21/99	49,049,000	4.420	18,066.38
Warburg Dillon Read LLC	06/18/99	06/21/99	50,490,000	4.440	18,681.30
Nesbitt Burns Securities	06/21/99	06/22/99	10,000,000	4.580	1,272.22
Banc One Capital Markets	06/21/99	06/22/99	17,447,000	4.580	2,219.65
Nesbitt Burns Securities	06/21/99	06/22/99	28,477,000	4.580	3,622.91
Banc One Capital Markets	06/21/99	06/22/99	31,669,000	4.580	4,029.00
Paribas Corporation	06/21/99	06/22/99	31,781,000	4.610	4,069.73

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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	06/21/99	06/22/99	\$32,836,000	4.610%	\$ 4,204.83
Nesbitt Burns Securities	06/21/99	06/22/99	33,332,000	4.580	4,240.57
Paribas Corporation	06/21/99	06/22/99	35,164,000	4.610	4,502.95
Banc One Capital Markets	06/21/99	06/22/99	36,386,000	4.580	4,629.11
Warburg Dillon Read LLC	06/21/99	06/22/99	38,542,000	4.580	4,903.40
Warburg Dillon Read LLC	06/21/99	06/22/99	50,428,000	4.580	6,415.56
Greenwich Capital Mkts	06/22/99	06/23/99	20,000,000	4.530	2,516.67
Paribas Corporation	06/22/99	06/23/99	29,158,000	4.570	3,701.45
Zions First National Bank	06/22/99	06/23/99	31,135,000	4.550	3,935.12
Paribas Corporation	06/22/99	06/23/99	32,197,000	4.570	4,087.23
Zions First National Bank	06/22/99	06/23/99	33,336,000	4.550	4,213.30

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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	06/22/99	06/23/99	\$35,135,000	4.570%	\$ 4,460.19
Zions First National Bank	06/22/99	06/23/99	35,397,000	4.550	4,473.79
Deutsche Bank Securities	06/22/99	06/23/99	38,831,000	4.550	4,907.81
Warburg Dillon Read LLC	06/22/99	06/23/99	49,114,000	4.550	6,207.46
Deutsche Bank Securities	06/22/99	06/23/99	50,060,000	4.550	6,327.03
Paribas Corporation	06/23/99	06/24/99	16,000,000	4.500	2,000.00
Nesbitt Burns Securities	06/23/99	06/24/99	31,122,000	4.500	3,890.25
Nesbitt Burns Securities	06/23/99	06/24/99	33,340,000	4.500	4,167.50
Paribas Corporation	06/23/99	06/24/99	35,115,000	4.500	4,389.38
Nesbitt Burns Securities	06/23/99	06/24/99	35,389,000	4.500	4,423.63
Paribas Corporation	06/23/99	06/24/99	38,844,000	4.500	4,855.50

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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	06/23/99	06/24/99	\$47,069,000	4.500%	\$ 5,883.63
Warburg Dillon Read LLC	06/23/99	06/24/99	49,111,000	4.500	6,138.88
Zions First National Bank	06/23/99	06/24/99	49,437,000	4.500	6,179.63
Dresdner Kleinwort Benson	06/24/99	06/29/99	915,440	4.950	598.85 *
Warburg Dillon Read LLC	06/24/99	06/25/99	9,456,000	4.520	1,187.25
Nesbitt Burns Securities	06/24/99	06/25/99	15,000,000	4.550	1,895.83
Warburg Dillon Read LLC	06/24/99	06/25/99	28,084,000	4.520	3,526.10
Paribas Corporation	06/24/99	06/25/99	31,081,000	4.540	3,919.66
Paribas Corporation	06/24/99	06/25/99	33,344,000	4.540	4,205.05
Paribas Corporation	06/24/99	06/25/99	35,350,000	4.540	4,458.03
Dresdner Kleinwort Benson	06/24/99	06/29/99	48,897,060	4.950	31,986.83 *

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	06/24/99	06/25/99	\$49,106,000	4.520%	\$ 6,165.53
Warburg Dillon Read LLC	06/24/99	06/25/99	49,571,000	4.520	6,223.91
Zions First National Bank	06/25/99	06/28/99	7,604,000	4.700	2,978.23
Warburg Dillon Read LLC	06/25/99	06/28/99	13,700,000	4.700	5,365.83
Warburg Dillon Read LLC	06/25/99	06/30/99	24,000,000	4.800	15,900.00 *
Paribas Corporation	06/25/99	06/28/99	28,088,000	4.720	11,047.95
Paribas Corporation	06/25/99	06/28/99	31,084,000	4.720	12,226.37
Paribas Corporation	06/25/99	06/28/99	33,348,000	4.720	13,116.88
Banc One Capital Markets	06/25/99	06/28/99	35,354,000	4.710	13,876.45
Warburg Dillon Read LLC	06/25/99	06/30/99	48,000,000	4.800	31,800.00 *
Banc One Capital Markets	06/25/99	06/28/99	49,112,000	4.710	19,276.46

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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	06/25/99	06/28/99	\$51,430,000	4.700%	\$ 20,143.42
Warburg Dillon Read LLC	06/28/99	06/29/99	22,800,000	4.900	3,103.33
Paribas Corporation	06/28/99	06/29/99	24,284,000	4.980	3,359.29
Paribas Corporation	06/28/99	06/29/99	24,688,000	4.980	3,415.17
Banc One Capital Markets	06/28/99	06/29/99	26,364,000	4.970	3,639.70
Zions First National Bank	06/28/99	06/29/99	31,972,000	4.950	4,396.15
Banc One Capital Markets	06/28/99	06/29/99	32,693,000	4.970	4,513.45
Zions First National Bank	06/28/99	06/29/99	33,361,000	4.950	4,587.14
Paribas Corporation	06/28/99	06/29/99	34,849,000	4.980	4,820.78
Paribas Corporation	06/29/99	06/30/99	10,099,000	4.800	1,346.53
Nesbitt Burns Securities	06/29/99	06/30/99	12,306,000	4.800	1,640.80

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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>
Paribas Corporation	06/29/99	06/30/99	\$15,672,000	4.800%	\$ 2,089.60
Paribas Corporation	06/29/99	06/30/99	18,003,000	4.800	2,400.40
Paribas Corporation	06/29/99	06/30/99	18,355,000	4.800	2,447.33
Banc One Capital Markets	06/29/99	06/30/99	27,000,000	4.700	3,525.00
Paribas Corporation	06/29/99	06/30/99	31,171,000	4.800	4,156.13
Nesbitt Burns Securities	06/29/99	06/30/99	33,366,000	4.800	4,448.80
Nesbitt Burns Securities	06/29/99	06/30/99	46,759,000	4.800	6,234.53
Zions First National Bank	06/29/99	06/30/99	47,461,000	4.800	6,328.13
Paribas Corporation	06/30/99	07/01/99	8,693,000	4.900	1,183.21
Warburg Dillon Read LLC	06/30/99	07/01/99	13,878,000	4.800	1,850.40
Paribas Corporation	06/30/99	07/01/99	28,106,000	4.900	3,825.54

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>
Greenwich Capital Mkts	06/30/99	07/01/99	\$28,334,000	4.850%	\$ 3,817.22
Banc One Capital Markets	06/30/99	07/01/99	34,024,000	4.850	4,583.79
Warburg Dillon Read LLC	06/30/99	07/01/99	39,650,000	4.800	5,286.67
Banc One Capital Markets	06/30/99	07/01/99	47,390,000	4.850	6,384.49
Paribas Corporation	06/30/99	07/01/99	50,380,000	4.900	6,857.28

* 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 (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>
Dresdner Kleinwort Benson	06/02/99	06/11/99	\$38,950,000	4.250%	\$25,047.01
Dresdner Kleinwort Benson	06/03/99	06/10/99	33,031,250	4.400	27,617.80
Lehman Brothers	06/03/99	06/04/99	23,906,250	4.000	2,656.25
Lehman Brothers	06/03/99	06/07/99	24,875,000	4.200	11,732.71
Lehman Brothers	06/03/99	06/04/99	47,812,500	4.000	5,312.50
Dresdner Kleinwort Benson	06/07/99	06/11/99	19,650,000	3.150	6,577.29
Lehman Brothers	06/09/99	06/14/99	39,760,000	4.260	23,447.36
Lehman Brothers	06/10/99	07/01/99	47,625,000	4.600	105,568.75
Paribas Corporation	06/10/99	06/14/99	19,875,000	4.300	8,226.04
Greenwich Capital Mkts	06/10/99	06/14/99	14,681,250	4.000	5,403.52
Greenwich Capital Mkts	06/11/99	Open	23,812,500	Variable*	48,703.18 **

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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	06/11/99	06/14/99	\$26,717,000	4.670%	\$ 10,397.37
Nesbitt Burns Securities	06/11/99	06/14/99	31,332,000	4.660	12,167.26
Banc One Capital Markets	06/11/99	06/14/99	33,291,000	4.650	12,900.26
Paribas Corporation	06/11/99	06/14/99	44,504,000	4.670	17,319.47
Paribas Corporation	06/14/99	06/15/99	8,567,000	4.820	1,147.03
Warburg Dillon Read LLC	06/14/99	06/15/99	10,000,000	4.770	1,325.00
Nesbitt Burns Securities	06/14/99	06/15/99	10,024,000	4.820	1,342.10
Nesbitt Burns Securities	06/14/99	06/15/99	15,039,000	4.820	2,013.56
Nesbitt Burns Securities	06/14/99	06/15/99	16,756,000	4.820	2,243.44
Nesbitt Burns Securities	06/14/99	06/15/99	18,607,000	4.820	2,491.27
Paribas Corporation	06/14/99	06/15/99	30,433,000	4.820	4,074.64

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

Reverse Repurchase (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>
Greenwich Capital Mkts	06/14/99	Open	\$34,168,750	Variable*	\$66,486.69 **
Lehman Brothers	06/15/99	06/16/99	34,037,500	4.300%	4,065.59
Zions First National Bank	06/15/99	06/16/99	19,820,000	3.150	1,734.25
Greenwich Capital Mkts	06/16/99	06/18/99	32,943,750	3.750	6,176.95
Lehman Brothers	06/16/99	06/17/99	47,900,000	4.050	5,388.75
Nesbitt Burns Securities	06/16/99	06/21/99	24,781,250	4.200	14,145.96
Dresdner Kleinwort Benson	06/17/99	06/18/99	49,812,500	3.950	5,465.54
Dresdner Kleinwort Benson	06/17/99	06/18/99	14,943,750	3.950	1,639.66
Lehman Brothers	06/17/99	07/01/99	48,500,000	4.350	77,370.97
Dresdner Kleinwort Benson	06/24/99	06/29/99	49,812,500	4.600	29,818.32
Warburg Dillon Read LLC	06/25/99	06/30/99	48,000,000	3.700	26,800.00

(Board - 11/18/99)

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

Reverse Repurchase (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>
Warburg Dillon Read LLC	06/25/99	06/30/99	\$24,000,000	3.700%	\$13,400.00

* This rate subject to change daily.
** Total interest paid to the last day of the month.

(Board - 11/18/99)

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 June 1, 1999 through June 30, 1999, 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 June 1, 1999 and June 30, 1999 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 June 1, 1999 and June 30, 1999 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 - 11/18/99)

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 April 1, 1999 through June 30, 1999 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 2nd Quarter 1999.

(Board - 11/18/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period July 1, 1999 through July 31, 1999.

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.

(Board - 11/18/99)

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>
07/09/99	\$30,000,000	FMCDN	--	09/02/99	99.24	5.000%	5.108%	\$29,770,833.33	C.S. First Boston
07/12/99	25,000,000	GECC	--	08/13/99	99.55	5.070	5.164	24,887,333.33	General Electric Capital
07/15/99	15,000,000	US T-NOTE	5.750%	06/30/01	100.40	--	5.531	15,059,765.63	Nesbitt Burns Securities
07/19/99	15,000,000	US T-NOTE	5.750	06/30/01	100.45	--	5.500	15,067,968.75	Nesbitt Burns Securities
07/21/99	10,000,000	US T-NOTE	5.250	05/15/04	98.55	--	5.594	9,855,468.75	Paribas Corporation
07/21/99	25,000,000	GECC CP	--	08/02/99	99.84	4.930	5.007	24,958,916.68	General Electric Capital
07/23/99	15,000,000	US T-NOTE	5.750	06/30/01	100.62	--	5.408	15,092,578.13	Prudential Securities
07/23/99	15,000,000	US T-BILL	--	07/20/00	95.22	4.745	4.991	14,282,318.75	Goldman, Sachs & Co
07/26/99	<u>10,000,000</u>	US T-NOTE	5.250	05/15/04	98.13	--	5.698	<u>9,813,281.25</u>	Paribas Corporation
	<u>\$160,000,000</u>							<u>\$158,788,464.60</u>	

BEY - Bond Equivalent Yield

(Board - 11/18/99)

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>
07/14/99	\$25,000,000	US T-NOTE	5.125%	08/31/00	99.75	--	\$24,937,500.00	Nesbitt Burns Securities
07/14/99	25,000,000	US T-BILL	--	02/03/00	97.42	4.560%	24,354,000.00	Paribas Corporation
07/19/99	15,000,000	US T-NOTE	5.750	06/30/01	100.49	--	15,073,828.13	Nesbitt Burns Securities
07/21/99	10,000,000	US T-NOTE	5.250	05/15/04	98.65	--	9,864,843.75	Paribas Corporation
07/21/99	10,000,000	US T-NOTE	5.250	05/15/04	98.80	--	9,879,687.50	S.G. Cowen Securities Corporation
07/26/99	<u>10,000,000</u>	US T-NOTE	5.250	05/15/04	98.23	--	<u>9,823,437.50</u>	Paribas Corporation
	<u>\$95,000,000</u>						<u>\$93,933,296.88</u>	

(Board - 11/18/99)

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	07/01/99	07/08/99	\$ 1,572,500	4.750%	\$ 1,486.89 *
Paribas Corporation	07/01/99	07/06/99	13,880,000	4.900	9,446.11
Zions First National Bank	07/01/99	07/02/99	15,000,000	5.000	2,083.33
Banc One Capital Markets	07/01/99	07/06/99	25,081,000	4.920	17,138.68
Banc One Capital Markets	07/01/99	07/06/99	28,110,000	4.920	19,208.50
Banc One Capital Markets	07/01/99	07/06/99	28,338,000	4.920	19,364.30
Zions First National Bank	07/01/99	07/02/99	34,000,000	5.000	4,722.22
Paribas Corporation	07/01/99	07/06/99	34,028,000	4.900	23,157.94
Lehman Brothers	07/01/99	07/08/99	47,240,000	4.750	44,668.04 *
Paribas Corporation	07/01/99	07/06/99	47,397,000	4.900	32,256.29
Lehman Brothers	07/01/99	07/07/99	48,625,000	4.850	39,561.84 *

(Board - 11/18/99)

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	07/02/99	07/06/99	\$11,136,000	4.820%	\$ 5,963.95 *
Zions First National Bank	07/02/99	07/06/99	12,889,000	4.820	6,902.78 *
Warburg Dillon Read LLC	07/02/99	07/06/99	30,000,000	4.850	16,166.67
Zions First National Bank	07/02/99	07/06/99	48,050,000	4.820	25,733.44 *
Paribas Corporation	07/06/99	07/07/99	13,889,000	4.860	1,875.02
Nesbitt Burns Securities	07/06/99	07/07/99	14,838,000	4.850	1,999.01
Warburg Dillon Read LLC	07/06/99	07/07/99	25,000,000	4.830	3,354.17
Nesbitt Burns Securities	07/06/99	07/07/99	26,367,000	4.850	3,552.22
Paribas Corporation	07/06/99	07/07/99	32,684,000	4.860	4,412.34
Nesbitt Burns Securities	07/06/99	07/07/99	44,281,000	4.850	5,965.63
Paribas Corporation	07/06/99	07/07/99	47,085,000	4.860	6,356.48

(Board - 11/18/99)

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>
Warburg Dillon Read LLC	07/07/99	07/08/99	\$ 7,044,000	4.750%	\$ 929.42
Nesbitt Burns Securities	07/07/99	07/08/99	13,891,000	4.760	1,836.70
Nesbitt Burns Securities	07/07/99	07/08/99	18,551,000	4.760	2,452.85
Paribas Corporation	07/07/99	07/08/99	20,000,000	4.820	2,677.78
Lehman Brothers	07/07/99	07/15/99	24,687,500	4.960	26,552.78 *
Warburg Dillon Read LLC	07/07/99	07/08/99	26,322,000	4.750	3,473.04
Paribas Corporation	07/07/99	07/08/99	28,132,000	4.820	3,766.56
Nesbitt Burns Securities	07/07/99	07/08/99	28,537,000	4.760	3,773.23
Nesbitt Burns Securities	07/07/99	07/08/99	32,689,000	4.760	4,322.21
Warburg Dillon Read LLC	07/07/99	07/08/99	52,083,000	4.750	6,872.06
Nesbitt Burns Securities	07/08/99	07/09/99	2,294,000	4.800	305.87

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	07/08/99	07/09/99	\$ 8,188,000	4.800%	\$ 1,091.73
Zions First National Bank	07/08/99	07/09/99	12,000,000	4.800	1,600.00
Nesbitt Burns Securities	07/08/99	07/09/99	18,835,000	4.800	2,511.33
Lehman Brothers	07/08/99	07/15/99	24,125,000	4.960	22,764.62 *
Zions First National Bank	07/08/99	07/09/99	28,136,000	4.800	3,751.47
Nesbitt Burns Securities	07/08/99	07/09/99	32,684,000	4.800	4,357.87
Warburg Dillon Read LLC	07/08/99	07/09/99	34,000,000	4.840	4,571.11
Nesbitt Burns Securities	07/08/99	07/09/99	44,724,000	4.800	5,963.20
Lehman Brothers	07/08/99	07/12/99	47,875,000	4.800	25,533.33 *
Paribas Corporation	07/08/99	07/09/99	48,687,500	4.850	6,559.29 *
Zions First National Bank	07/08/99	07/09/99	50,947,000	4.800	6,792.93

(Board - 11/18/99)

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>
Nesbitt Burns Securities	07/09/99	07/12/99	\$12,000,000	4.810%	\$ 4,810.00
Warburg Dillon Read LLC	07/09/99	07/12/99	18,744,000	4.830	7,544.46
Paribas Corporation	07/09/99	07/12/99	22,000,000	4.850	8,891.67
Paribas Corporation	07/09/99	07/20/99	24,062,500	4.930	35,940.02 *
Nesbitt Burns Securities	07/09/99	07/12/99	28,140,000	4.810	11,279.45
Warburg Dillon Read LLC	07/09/99	07/12/99	32,687,000	4.830	13,156.52
Warburg Dillon Read LLC	07/09/99	07/12/99	46,977,000	4.830	18,908.24
Paribas Corporation	07/09/99	07/20/99	48,125,000	4.880	71,786.46 *
Nesbitt Burns Securities	07/09/99	07/12/99	59,143,000	4.810	23,706.49
Dresdner Kleinwort Benson	07/12/99	07/14/99	648,285	4.800	174.68 *
Warburg Dillon Read LLC	07/12/99	07/13/99	6,962,000	4.920	951.47

(Board - 11/18/99)

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>
Warburg Dillon Read LLC	07/12/99	07/13/99	\$12,000,000	4.920%	\$ 1,640.00
Deutsche Bank Securities	07/12/99	07/13/99	18,734,000	4.900	2,549.91
Warburg Dillon Read LLC	07/12/99	07/13/99	28,151,000	4.920	3,847.30
Deutsche Bank Securities	07/12/99	07/13/99	32,693,000	4.900	4,449.88
Deutsche Bank Securities	07/12/99	07/13/99	46,974,000	4.900	6,393.68
Dresdner Kleinwort Benson	07/12/99	07/14/99	48,039,215	4.800	12,943.90 *
Warburg Dillon Read LLC	07/12/99	07/13/99	52,205,000	4.920	7,134.68
Nesbitt Burns Securities	07/13/99	07/14/99	5,372,000	4.860	725.22
Nesbitt Burns Securities	07/13/99	07/14/99	12,670,000	4.860	1,710.45
Banc One Capital Markets	07/13/99	07/14/99	18,677,000	4.850	2,516.21
Warburg Dillon Read LLC	07/13/99	07/14/99	19,000,000	4.890	2,580.83

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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>
Nesbitt Burns Securities	07/13/99	07/14/99	\$25,052,000	4.860%	\$ 3,382.02
Nesbitt Burns Securities	07/13/99	07/14/99	28,155,000	4.860	3,800.93
Nesbitt Burns Securities	07/13/99	07/14/99	28,751,000	4.860	3,881.39
Banc One Capital Markets	07/13/99	07/14/99	32,652,000	4.850	4,398.95
Banc One Capital Markets	07/13/99	07/14/99	46,837,000	4.850	6,309.98
Warburg Dillon Read LLC	07/14/99	07/15/99	5,675,000	4.950	780.31
Warburg Dillon Read LLC	07/14/99	07/15/99	13,899,000	4.950	1,911.11
Nesbitt Burns Securities	07/14/99	07/15/99	17,781,000	4.950	2,444.89
Banc One Capital Markets	07/14/99	07/15/99	18,785,000	4.940	2,577.72
Lehman Brothers	07/14/99	07/15/99	19,775,000	4.950	2,719.06 *
Warburg Dillon Read LLC	07/14/99	07/15/99	28,159,000	4.950	3,871.86

(Board - 11/18/99)

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>
Nesbitt Burns Securities	07/14/99	07/15/99	\$32,274,000	4.950%	\$ 4,437.68
Nesbitt Burns Securities	07/14/99	07/15/99	46,567,000	4.950	6,402.96
Banc One Capital Markets	07/14/99	07/15/99	49,215,000	4.940	6,753.39
Warburg Dillon Read LLC	07/14/99	07/15/99	52,267,000	4.950	7,186.71
Zions First National Bank	07/15/99	07/16/99	11,000,000	5.030	1,536.94
Warburg Dillon Read LLC	07/15/99	07/19/99	13,901,000	4.950	7,645.55
Nesbitt Burns Securities	07/15/99	07/19/99	15,428,000	4.950	8,485.40
Warburg Dillon Read LLC	07/15/99	07/19/99	28,153,000	4.950	15,484.15
Nesbitt Burns Securities	07/15/99	07/19/99	32,097,000	4.950	17,653.35
Warburg Dillon Read LLC	07/15/99	07/19/99	44,096,000	4.950	24,252.80
Nesbitt Burns Securities	07/15/99	07/19/99	46,444,000	4.950	25,544.20

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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	07/16/99	07/19/99	\$15,000,000	4.920%	\$ 6,150.00
Nesbitt Burns Securities	07/19/99	07/20/99	13,398,000	4.930	1,834.78
Nesbitt Burns Securities	07/19/99	07/20/99	13,760,000	4.930	1,884.36
Warburg Dillon Read LLC	07/19/99	07/20/99	13,909,000	4.920	1,900.90
Paribas Corporation	07/19/99	07/20/99	20,000,000	4.920	2,733.33
Lehman Brothers	07/19/99	07/21/99	24,375,000	4.850	6,601.56 *
Warburg Dillon Read LLC	07/19/99	07/20/99	28,178,000	4.920	3,850.99
Nesbitt Burns Securities	07/19/99	07/20/99	32,063,000	4.930	4,390.85
Nesbitt Burns Securities	07/19/99	07/20/99	32,536,000	4.930	4,455.62
Greenwich Capital Mkts	07/19/99	07/21/99	34,912,500	4.850	9,455.47 *
Warburg Dillon Read LLC	07/19/99	07/20/99	44,120,000	4.920	6,029.73

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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	07/19/99	07/21/99	\$44,493,750	4.850%	\$12,050.39 *
Paribas Corporation	07/20/99	07/21/99	13,013,000	4.880	1,763.98
Nesbitt Burns Securities	07/20/99	07/21/99	13,911,000	4.870	1,881.85
Warburg Dillon Read LLC	07/20/99	07/21/99	27,000,000	4.880	3,660.00
Nesbitt Burns Securities	07/20/99	07/21/99	28,182,000	4.870	3,812.40
Paribas Corporation	07/20/99	07/21/99	32,034,000	4.880	4,342.39
Nesbitt Burns Securities	07/20/99	07/21/99	44,126,000	4.870	5,969.27
Paribas Corporation	07/20/99	07/21/99	46,290,000	4.880	6,274.87
Warburg Dillon Read LLC	07/21/99	07/22/99	12,972,000	4.870	1,754.82
Paribas Corporation	07/21/99	07/22/99	13,911,000	4.880	1,885.71
Lehman Brothers	07/21/99	08/02/99	24,375,000	5.050	40,462.50 *

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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>
Greenwich Capital Mkts	07/21/99	Open	\$24,937,500 *	Variable **	\$44,887.50 ***
Paribas Corporation	07/21/99	07/22/99	28,181,000	4.880%	3,820.09
Warburg Dillon Read LLC	07/21/99	07/22/99	31,340,000	4.870	4,239.61
Nesbitt Burns Securities	07/21/99	07/22/99	38,000,000	4.870	5,140.56
Paribas Corporation	07/21/99	07/22/99	44,126,000	4.880	5,981.52
Warburg Dillon Read LLC	07/21/99	07/22/99	44,290,000	4.870	5,991.45
Lehman Brothers	07/21/99	07/26/99	44,550,000	4.950	30,516.75 *
Nesbitt Burns Securities	07/22/99	07/23/99	12,806,000	4.930	1,753.71
Paribas Corporation	07/22/99	07/23/99	13,913,000	4.930	1,905.31
Paribas Corporation	07/22/99	07/23/99	28,184,000	4.930	3,859.64
Nesbitt Burns Securities	07/22/99	07/23/99	31,325,000	4.930	4,289.78

(Board - 11/18/99)

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>
Nesbitt Burns Securities	07/22/99	07/23/99	\$43,692,000	4.930%	\$ 5,983.38
Warburg Dillon Read LLC	07/22/99	07/23/99	44,000,000	4.990	6,098.89
Paribas Corporation	07/22/99	07/23/99	44,132,000	4.930	6,043.63
Nesbitt Burns Securities	07/23/99	07/26/99	1,730,000	4.930	710.74
Paribas Corporation	07/23/99	07/26/99	12,404,000	4.940	5,106.31
Paribas Corporation	07/23/99	07/26/99	13,906,000	4.940	5,724.64
Paribas Corporation	07/23/99	07/26/99	13,915,000	4.940	5,728.34
Paribas Corporation	07/23/99	07/26/99	28,992,000	4.940	11,935.04
Warburg Dillon Read LLC	07/23/99	07/26/99	30,225,000	4.960	12,493.00 *
Nesbitt Burns Securities	07/23/99	07/26/99	31,326,000	4.930	12,869.77
Warburg Dillon Read LLC	07/23/99	07/26/99	35,000,000	4.950	14,437.50

(Board - 11/18/99)

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>
Nesbitt Burns Securities	07/23/99	07/26/99	\$41,948,000	4.930%	\$17,233.64
Warburg Dillon Read LLC	07/26/99	07/27/99	4,264,000	5.030	595.78
Paribas Corporation	07/26/99	07/28/99	12,293,000	5.030	3,435.21
Warburg Dillon Read LLC	07/26/99	07/27/99	13,912,000	5.030	1,943.82
Warburg Dillon Read LLC	07/26/99	07/27/99	13,921,000	5.030	1,945.07
Lehman Brothers	07/26/99	07/27/99	20,000,000	5.040	2,800.00
Warburg Dillon Read LLC	07/26/99	07/27/99	24,740,000	5.030	3,456.73
Paribas Corporation	07/26/99	07/28/99	31,315,000	5.030	8,750.80
Nesbitt Burns Securities	07/26/99	Open	33,250,000 *	Variable **	37,036.81 ***
Paribas Corporation	07/26/99	07/28/99	43,135,000	5.030	12,053.84
Warburg Dillon Read LLC	07/27/99	07/28/99	4,211,000	4.950	579.01

(Board - 11/18/99)

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>
Warburg Dillon Read LLC	07/27/99	07/28/99	\$13,914,000	4.950%	\$ 1,913.18
Warburg Dillon Read LLC	07/27/99	07/28/99	13,923,000	4.950	1,914.41
Nesbitt Burns Securities	07/27/99	07/30/99	14,531,250	5.000	6,014.32 *
Lehman Brothers	07/27/99	07/29/99	24,656,250	4.950	6,780.47 *
Warburg Dillon Read LLC	07/27/99	07/28/99	24,797,000	4.950	3,409.59
Zions First National Bank	07/27/99	07/28/99	33,000,000	4.920	4,510.00
Nesbitt Burns Securities	07/27/99	07/30/99	48,437,500	5.000	20,047.74 *
Warburg Dillon Read LLC	07/28/99	07/30/99	11,710,000	4.950	3,220.25
Paribas Corporation	07/28/99	07/29/99	13,916,000	4.960	1,917.32
Paribas Corporation	07/28/99	07/29/99	13,925,000	4.960	1,918.56
Zions First National Bank	07/28/99	07/29/99	25,000,000	4.900	3,402.78

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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>
Paribas Corporation	07/28/99	07/29/99	\$29,012,000	4.960%	\$ 3,997.21
Warburg Dillon Read LLC	07/28/99	07/30/99	31,252,000	4.950	8,594.30
Warburg Dillon Read LLC	07/28/99	07/30/99	41,772,000	4.950	11,487.30
Lehman Brothers	07/28/99	07/29/99	48,937,500	4.950	6,728.91 *
Paribas Corporation	07/29/99	07/30/99	13,918,000	5.000	1,933.06
Paribas Corporation	07/29/99	07/30/99	13,927,000	5.000	1,934.31
Lehman Brothers	07/29/99	08/02/99	24,000,000 *	Variable **	13,433.33 ***
Dresdner Kleinwort Benson	07/29/99	07/30/99	27,000,000	4.970	3,727.50
Paribas Corporation	07/29/99	07/30/99	29,016,000	5.000	4,030.00
Lehman Brothers	07/29/99	08/02/99	48,000,000 *	Variable **	26,866.67 ***
Paribas Corporation	07/30/99	08/02/99	8,934,000	5.070	3,774.62

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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	07/30/99	08/02/99	\$13,920,000	5.070%	\$ 5,881.20
Warburg Dillon Read LLC	07/30/99	08/02/99	13,929,000	5.050	5,861.79
Nesbitt Burns Securities	07/30/99	08/02/99	27,300,000	5.050	11,488.75
Warburg Dillon Read LLC	07/30/99	08/02/99	29,020,000	5.050	12,212.58
Nesbitt Burns Securities	07/30/99	Open	30,187,500 *	Variable **	8,469.27 ***
Paribas Corporation	07/30/99	08/02/99	31,240,000	5.070	13,198.90
Paribas Corporation	07/30/99	08/02/99	41,702,000	5.070	17,619.10

* 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 - 11/18/99)

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

Reverse Repurchase (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	07/01/99	07/07/99	\$48,625,000	4.350%	\$33,686.32
Lehman Brothers	07/01/99	07/08/99	48,812,500	3.850	39,578.80
Zions First National Bank	07/02/99	07/06/99	24,025,000	4.270	11,398.53
Zions First National Bank	07/02/99	07/06/99	48,050,000	4.270	22,797.06
Lehman Brothers	07/07/99	07/15/99	24,687,500	4.610	24,735.50
Lehman Brothers	07/08/99	07/12/99	47,875,000	4.500	23,804.51
Lehman Brothers	07/08/99	07/15/99	24,125,000	4.560	20,687.19
Paribas Corporation	07/08/99	07/09/99	48,687,500	3.950	5,342.10
Paribas Corporation	07/09/99	07/20/99	24,062,500	4.700	32,584.64
Paribas Corporation	07/09/99	07/20/99	48,125,000	4.700	65,169.27
Dresdner Kleinwort Benson	07/12/99	07/14/99	48,687,500	4.400	12,036.63

(Board - 11/18/99)

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

Reverse Repurchase (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	07/14/99	07/15/99	\$19,775,000	4.000%	\$ 2,197.22
Greenwich Capital Mkts	07/19/99	07/21/99	34,912,500	3.450	6,255.16
Lehman Brothers	07/19/99	07/21/99	24,375,000	4.600	6,195.31
Lehman Brothers	07/19/99	07/21/99	44,493,750	4.500	11,061.64
Lehman Brothers	07/21/99	08/02/99	24,375,000	4.600	33,217.71
Lehman Brothers	07/21/99	07/26/99	44,550,000	4.700	28,722.38
Greenwich Capital Mkts	07/21/99	Open	24,937,500	Variable *	29,717.19 **
Warburg Dillon Read LLC	07/23/99	07/26/99	30,225,000	4.250	10,704.69
Nesbitt Burns Securities	07/26/99	Open	33,250,000	Variable *	25,537.85 **
Lehman Brothers	07/27/99	07/29/99	24,656,250	4.600	6,335.29
Nesbitt Burns Securities	07/27/99	07/30/99	48,437,500	4.700	18,702.26

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

Reverse Repurchase (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>
Nesbitt Burns Securities	07/27/99	07/30/99	\$14,531,250	4.700%	\$ 5,610.68
Lehman Brothers	07/28/99	07/29/99	48,937,500	4.650	6,321.09
Lehman Brothers	07/29/99	Open	48,000,000	Variable *	19,000.00 **
Lehman Brothers	07/29/99	Open	24,000,000	Variable *	9,500.00 **
Nesbitt Burns Securities	07/30/99	Open	30,187,500	Variable *	7,798.44 **

* This rate subject to change daily.

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

(Board - 11/18/99)

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 July 1, 1999 through July 31, 1999, 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.

(Board - 11/18/99)

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 July 1, 1999 and July 31, 1999 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 July 1, 1999 and July 31, 1999 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 - 11/18/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period August 1, 1999 through August 31, 1999.

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.

(Board - 11/18/99)

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>
08/02/99	\$10,000,000	US T-NOTE	5.375%	06/30/03	98.27	--	5.874%	\$ 9,827,343.75	Nesbitt Burns Securities
08/05/99	25,000,000	GECC CP	--	08/19/99	99.80	5.050%	5.130	24,950,902.78	General Electric Capital
08/09/99	10,000,000	US T-NOTE	5.250	05/15/04	97.55	--	5.845	9,754,687.50	S.G. Cowen Securities Corp.
08/10/99	25,000,000	US T-BILL	--	09/23/99	99.44	4.600	4.690	24,859,444.45	Paribas Corporation
08/12/99	25,000,000	FMCDN	--	10/08/99	99.19	5.130	5.244	24,796,937.50	C.S. First Boston
08/12/99	25,000,000	FMCDN	--	10/07/99	99.20	5.170	5.284	24,798,944.45	Banc One Capital Markets
08/16/99	25,000,000	GECC CP	--	09/01/99	99.77	5.120	5.203	24,943,111.10	General Electric Capital
08/16/99	45,000,000	US T-BILL	--	01/20/00	97.87	4.890	5.066	44,040,337.52	Warburg Dillon Read LLC *
08/16/99	45,000,000	US T-NOTE	5.625	11/30/99	100.20	--	4.870	45,089,648.46	S.G. Cowen Securities Corp. *
08/17/99	25,000,000	US T-BILL	--	11/04/99	99.00	4.570	4.680	24,749,284.73	Prudential Securities *
08/19/99	20,000,000	FNDN	--	09/15/99	99.62	5.110	5.201	19,923,350.00	Paine Webber Inc.

(Board - 11/18/99)

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>
08/19/99	\$ 25,000,000	GECC CP	--	09/16/99	99.59	5.230%	5.324%	\$ 24,898,305.55	General Electric Capital
	<u>\$305,000,000</u>							<u>\$302,632,297.79</u>	

BEY - Bond Equivalent Yield

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

(Board - 11/18/99)

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>
08/12/99	\$ 25,000,000	US T-BILL	--	09/23/99	99.47	4.560%	\$ 24,867,000.00	Paribas Corporation
08/16/99	5,000,000	US T-NOTE	5.875%	08/31/99	100.06	--	5,003,125.00	Fuji Securities
08/16/99	45,000,000	US T-NOTE	5.750	09/30/99	100.13	--	45,056,250.00	S.G. Cowen Securities Corp. *
08/16/99	45,000,000	US T-BILL	--	10/14/99	99.26	4.540	44,665,174.98	Warburg Dillon Read LLC *
08/17/99	<u>25,000,000</u>	US T-BILL	--	08/19/99	99.98	4.200	<u>24,994,166.68</u>	Prudential Securities *
	<u>\$145,000,000</u>						<u>\$144,585,716.66</u>	

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

(Board - 11/18/99)

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	08/02/99	08/03/99	\$ 7,250,000	5.150%	\$ 1,037.15
Warburg Dillon Read LLC	08/02/99	08/03/99	13,926,000	5.120	1,980.59
Warburg Dillon Read LLC	08/02/99	08/03/99	14,610,000	5.120	2,077.87
Greenwich Capital Mkts	08/02/99	08/03/99	16,000,000	5.130	2,280.00
Warburg Dillon Read LLC	08/02/99	08/03/99	22,147,000	5.120	3,149.80
Paribas Corporation	08/02/99	08/03/99	31,253,000	5.150	4,470.92
Paribas Corporation	08/02/99	08/03/99	40,176,000	5.150	5,747.40
Lehman Brothers	08/02/99	08/05/99	48,062,500	4.900	20,026.04 *
Lehman Brothers	08/02/99	08/03/99	49,985,000	5.150	7,150.63 *
Paribas Corporation	08/03/99	08/04/99	6,418,000	4.980	887.82
Nesbitt Burns Securities	08/03/99	08/04/99	13,928,000	4.970	1,922.84

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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>
Nesbitt Burns Securities	08/03/99	08/04/99	\$14,612,000	4.970%	\$ 2,017.27
Nesbitt Burns Securities	08/03/99	08/04/99	22,150,000	4.970	3,057.93
Paribas Corporation	08/03/99	08/04/99	31,254,000	4.980	4,323.47
Lehman Brothers	08/03/99	08/04/99	35,000,000	4.980	4,841.67
Paribas Corporation	08/03/99	08/04/99	40,178,000	4.980	5,557.96
Warburg Dillon Read LLC	08/04/99	08/05/99	5,326,000	4.900	724.93
Nesbitt Burns Securities	08/04/99	08/05/99	13,930,000	4.900	1,896.03
Nesbitt Burns Securities	08/04/99	08/05/99	14,614,000	4.900	1,989.13
Nesbitt Burns Securities	08/04/99	08/05/99	22,153,000	4.900	3,015.27
Lehman Brothers	08/04/99	08/05/99	24,390,000	4.900	3,319.75 *
Warburg Dillon Read LLC	08/04/99	08/05/99	30,000,000	4.900	4,083.33

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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	08/04/99	08/05/99	\$31,258,000	4.890%	\$ 4,245.88
Paribas Corporation	08/04/99	08/05/99	40,089,000	4.890	5,445.42
Lehman Brothers	08/05/99	08/09/99	14,616,000	4.900	7,957.60
Lehman Brothers	08/05/99	08/09/99	22,156,000	4.900	12,062.71
Nesbitt Burns Securities	08/05/99	08/09/99	31,260,000	4.910	17,054.07
Greenwich Capital Mkts	08/05/99	08/06/99	37,000,000	4.950	5,087.50
Lehman Brothers	08/05/99	08/09/99	38,982,000	4.900	21,223.53
Nesbitt Burns Securities	08/05/99	08/09/99	40,009,000	4.910	21,827.13
Paribas Corporation	08/06/99	08/09/99	3,958,000	4.910	1,619.48
Paribas Corporation	08/06/99	08/09/99	51,042,000	4.910	20,884.69
Nesbitt Burns Securities	08/09/99	08/10/99	3,266,000	5.000	453.61

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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	08/09/99	08/10/99	\$22,168,000	5.000%	\$ 3,078.89
Paribas Corporation	08/09/99	08/10/99	31,264,000	5.000	4,342.22
Nesbitt Burns Securities	08/09/99	08/10/99	35,734,000	5.000	4,963.06
Paribas Corporation	08/09/99	08/10/99	39,683,000	5.000	5,511.53
Nesbitt Burns Securities	08/09/99	08/10/99	48,000,000	5.000	6,666.67
Nesbitt Burns Securities	08/10/99	08/11/99	3,314,000	4.890	450.15
Nesbitt Burns Securities	08/10/99	08/11/99	14,982,000	4.890	2,035.06
Paribas Corporation	08/10/99	08/11/99	22,171,000	4.900	3,017.72
Paribas Corporation	08/10/99	08/11/99	31,263,000	4.900	4,255.24
Nesbitt Burns Securities	08/10/99	08/11/99	35,691,000	4.890	4,848.03
Paribas Corporation	08/10/99	08/11/99	39,473,000	4.900	5,372.71

(Board - 11/18/99)

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>
Nesbitt Burns Securities	08/10/99	08/11/99	\$45,018,000	4.890%	\$ 6,114.95
Nesbitt Burns Securities	08/11/99	08/12/99	7,636,000	4.930	1,045.71
Lehman Brothers	08/11/99	08/12/99	10,720,000	4.870	1,450.18
Nesbitt Burns Securities	08/11/99	08/12/99	22,174,000	4.930	3,036.61
Nesbitt Burns Securities	08/11/99	08/12/99	31,268,000	4.930	4,281.98
Nesbitt Burns Securities	08/11/99	08/12/99	31,843,000	4.930	4,360.72
Warburg Dillon Read LLC	08/11/99	08/12/99	39,010,000	4.920	5,331.37
Lehman Brothers	08/11/99	08/12/99	52,280,000	4.870	7,072.32
Lehman Brothers	08/12/99	08/13/99	2,425,000	5.000	336.81
Nesbitt Burns Securities	08/12/99	08/13/99	16,223,000	4.980	2,244.18
Paribas Corporation	08/12/99	08/13/99	22,177,000	4.970	3,061.66

(Board - 11/18/99)

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	08/12/99	08/13/99	\$31,231,000	4.970%	\$ 4,311.61
Nesbitt Burns Securities	08/12/99	08/13/99	35,777,000	4.980	4,949.15
Paribas Corporation	08/12/99	08/13/99	39,420,000	4.970	5,442.15
Lehman Brothers	08/12/99	08/13/99	51,590,000	5.000	7,165.28
Paribas Corporation	08/13/99	08/16/99	3,318,000	4.930	1,363.15
Lehman Brothers	08/13/99	08/16/99	22,180,000	4.930	9,112.28
Nesbitt Burns Securities	08/13/99	08/16/99	25,153,000	4.900	10,270.81
Nesbitt Burns Securities	08/13/99	08/16/99	28,537,000	4.900	11,652.61
Lehman Brothers	08/13/99	08/16/99	31,236,000	4.930	12,832.79
Nesbitt Burns Securities	08/13/99	08/16/99	38,310,000	4.900	15,643.25
Lehman Brothers	08/13/99	08/16/99	39,366,000	4.930	16,172.87

(Board - 11/18/99)

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	08/13/99	08/16/99	\$50,704,000	4.930%	\$ 20,830.89
Lehman Brothers	08/16/99	08/17/99	1,704,000	5.160	244.24
Paribas Corporation	08/16/99	08/17/99	6,470,000	5.180	930.96
Warburg Dillon Read LLC	08/16/99	08/17/99	23,000,000	5.160	3,296.67
Paribas Corporation	08/16/99	08/17/99	24,753,000	5.180	3,561.68
Paribas Corporation	08/16/99	08/17/99	27,737,000	5.180	3,991.05
Paribas Corporation	08/16/99	08/17/99	39,123,000	5.180	5,629.37
Lehman Brothers	08/16/99	08/17/99	45,956,000	5.160	6,587.03
Lehman Brothers	08/16/99	08/17/99	52,340,000	5.160	7,502.07
Nesbitt Burns Securities	08/17/99	08/18/99	4,000,000	4.920	546.67
Nesbitt Burns Securities	08/17/99	08/18/99	5,026,000	4.920	686.89

(Board - 11/18/99)

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	08/17/99	08/18/99	\$ 6,310,000	4.920%	\$ 862.37
Paribas Corporation	08/17/99	08/18/99	10,000,000	4.920	1,366.67
Paribas Corporation	08/17/99	08/18/99	22,792,000	4.920	3,114.91
Paribas Corporation	08/17/99	08/18/99	27,741,000	4.920	3,791.27
Warburg Dillon Read LLC	08/17/99	08/18/99	31,000,000	4.930	4,245.28
Paribas Corporation	08/17/99	08/18/99	31,142,000	4.920	4,256.07
Greenwich Capital Mkts	08/17/99	08/19/99	34,650,000	4.850	9,384.38 *
Nesbitt Burns Securities	08/17/99	08/18/99	41,948,000	4.920	5,732.89
Nesbitt Burns Securities	08/17/99	08/18/99	49,026,000	4.920	6,700.22
Paribas Corporation	08/18/99	08/19/99	4,358,000	4.860	588.33
Nesbitt Burns Securities	08/18/99	08/20/99	27,741,000	4.850	7,474.66

(Board - 11/18/99)

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>
Nesbitt Burns Securities	08/18/99	08/20/99	\$31,146,000	4.850%	\$ 8,392.12
Nesbitt Burns Securities	08/18/99	08/20/99	39,108,000	4.850	10,537.43
Zions First National Bank	08/18/99	08/19/99	40,000,000	4.850	5,388.89
Paribas Corporation	08/18/99	08/19/99	45,940,000	4.860	6,201.90
Paribas Corporation	08/18/99	08/19/99	49,702,000	4.860	6,709.77
Paribas Corporation	08/19/99	08/20/99	25,000,000	4.860	3,375.00
Warburg Dillon Read LLC	08/19/99	08/20/99	29,129,000	4.850	3,924.32
Zions First National Bank	08/19/99	08/20/99	32,000,000	4.830	4,293.33
Paribas Corporation	08/19/99	08/20/99	36,559,000	4.860	4,935.47
Warburg Dillon Read LLC	08/19/99	08/20/99	49,938,000	4.850	6,727.76
Nesbitt Burns Securities	08/20/99	08/23/99	27,748,000	4.830	11,168.57

(Board - 11/18/99)

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	08/20/99	08/23/99	\$29,052,000	4.820%	\$ 11,669.22
Nesbitt Burns Securities	08/20/99	08/23/99	30,270,000	4.830	12,183.68
Lehman Brothers	08/20/99	08/25/99	34,650,000	5.010	23,533.13 *
Zions First National Bank	08/20/99	08/23/99	36,564,000	4.820	14,686.54
Nesbitt Burns Securities	08/20/99	08/23/99	37,369,000	4.830	15,041.02
Warburg Dillon Read LLC	08/20/99	08/23/99	46,000,000	4.820	18,476.67
Banc One Capital Markets	08/20/99	08/23/99	50,026,000	4.820	20,093.78
Nesbitt Burns Securities	08/23/99	08/24/99	27,759,000	4.980	3,840.00
Paribas Corporation	08/23/99	08/24/99	28,927,000	4.980	4,001.57
Nesbitt Burns Securities	08/23/99	08/24/99	30,282,000	4.980	4,189.01
Lehman Brothers	08/23/99	08/24/99	36,579,000	4.970	5,049.93

(Board - 11/18/99)

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>
Nesbitt Burns Securities	08/23/99	08/24/99	\$37,310,000	4.980%	\$ 5,161.22
Warburg Dillon Read LLC	08/23/99	08/24/99	40,000,000	4.990	5,544.44
Paribas Corporation	08/23/99	08/24/99	50,183,000	4.980	6,941.98
Paribas Corporation	08/24/99	08/25/99	2,018,000	5.020	281.40
Lehman Brothers	08/24/99	08/25/99	24,000,000	5.010	3,340.00
Paribas Corporation	08/24/99	08/25/99	26,555,000	5.020	3,702.95
Warburg Dillon Read LLC	08/24/99	08/25/99	27,713,000	5.010	3,856.73
Warburg Dillon Read LLC	08/24/99	08/25/99	30,286,000	5.010	4,214.80
Zions First National Bank	08/24/99	08/25/99	36,584,000	5.000	5,081.11
Warburg Dillon Read LLC	08/24/99	08/25/99	36,950,000	5.010	5,142.21
Paribas Corporation	08/24/99	08/25/99	50,448,000	5.020	7,034.69

(Board - 11/18/99)

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>
Nesbitt Burns Securities	08/25/99	08/26/99	\$27,767,000	5.080%	\$ 3,918.23
Paribas Corporation	08/25/99	08/26/99	29,000,000	5.060	4,076.11
Warburg Dillon Read LLC	08/25/99	08/26/99	30,074,000	5.070	4,235.42
Nesbitt Burns Securities	08/25/99	08/26/99	30,282,000	5.080	4,273.13
Lehman Brothers	08/25/99	08/27/99	34,803,125	5.130	9,851.22 *
Lehman Brothers	08/25/99	08/26/99	36,589,000	5.090	5,173.28
Nesbitt Burns Securities	08/25/99	08/26/99	36,897,000	5.080	5,206.58
Warburg Dillon Read LLC	08/25/99	08/26/99	48,958,000	5.070	6,894.92
Lehman Brothers	08/26/99	08/27/99	1,397,500	5.150	199.92 *
Paribas Corporation	08/26/99	08/27/99	3,953,000	5.125	562.75
Zions First National Bank	08/26/99	08/27/99	6,358,000	5.120	904.25

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	08/26/99	08/27/99	\$25,682,000	5.125%	\$ 3,656.12
Zions First National Bank	08/26/99	08/27/99	27,771,000	5.120	3,949.65
Nesbitt Burns Securities	08/26/99	08/30/99	29,963,000	5.125	17,062.26
Lehman Brothers	08/26/99	08/27/99	30,000,000	5.150	4,291.67
Zions First National Bank	08/26/99	08/27/99	30,236,000	5.120	4,300.23
Nesbitt Burns Securities	08/26/99	08/30/99	35,631,000	5.125	20,289.88
Lehman Brothers	08/26/99	08/27/99	48,415,000	5.150	6,926.03 *
Paribas Corporation	08/26/99	08/27/99	49,408,000	5.125	7,033.78
Paribas Corporation	08/27/99	08/30/99	3,879,000	5.130	1,658.27
Lehman Brothers	08/27/99	08/30/99	22,300,000	5.130	9,533.25
Warburg Dillon Read LLC	08/27/99	08/30/99	27,775,000	5.140	11,896.96

(Board - 11/18/99)

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	08/27/99	08/30/99	\$36,363,000	5.130%	\$ 15,545.18
Warburg Dillon Read LLC	08/27/99	08/30/99	36,599,000	5.140	15,676.57
Paribas Corporation	08/27/99	08/30/99	38,812,000	5.130	16,592.13
Lehman Brothers	08/30/99	08/31/99	1,350,000	5.250	196.88 *
Lehman Brothers	08/30/99	08/31/99	21,000,000	5.250	3,062.50
Lehman Brothers	08/30/99	08/31/99	27,787,000	5.250	4,052.27
Warburg Dillon Read LLC	08/30/99	08/31/99	29,976,000	5.230	4,354.85
Warburg Dillon Read LLC	08/30/99	08/31/99	34,089,000	5.230	4,952.37
Warburg Dillon Read LLC	08/30/99	08/31/99	35,620,000	5.230	5,174.79
Paribas Corporation	08/30/99	08/31/99	36,615,000	5.230	5,319.35
Paribas Corporation	08/30/99	08/31/99	45,000,000	5.230	6,537.50

(Board - 11/18/99)

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	08/30/99	08/31/99	\$47,400,000	5.250%	\$ 6,912.50 *
Nesbitt Burns Securities	08/31/99	09/01/99	7,379,000	5.450	1,117.10
Paribas Corporation	08/31/99	09/01/99	21,227,000	5.420	3,195.84
Paribas Corporation	08/31/99	09/01/99	23,773,000	5.420	3,579.16
Nesbitt Burns Securities	08/31/99	09/01/99	26,121,000	5.450	3,954.43
Nesbitt Burns Securities	08/31/99	09/01/99	29,100,000	5.450	4,405.42
Warburg Dillon Read LLC	08/31/99	09/01/99	29,867,000	5.420	4,496.64
Warburg Dillon Read LLC	08/31/99	09/01/99	34,100,000	5.420	5,133.94
Warburg Dillon Read LLC	08/31/99	09/01/99	35,597,000	5.420	5,359.33

(Board - 11/18/99)

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	08/31/99	09/01/99	\$ 37,245,000	5.420%	\$ 5,607.44

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

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

Reverse Repurchase (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	08/02/99	08/05/99	\$48,062,500	4.650%	\$18,624.22
Lehman Brothers	08/02/99	08/03/99	49,985,000	3.500	4,859.65
Lehman Brothers	08/04/99	08/05/99	24,390,000	4.400	2,981.00
Greenwich Capital Mkts.	08/17/99	08/19/99	34,650,000	4.100	6,256.25
Lehman Brothers	08/20/99	08/25/99	34,650,000	4.300	16,651.25
Lehman Brothers	08/25/99	08/27/99	34,803,125	4.600	8,652.44
Lehman Brothers	08/26/99	08/27/99	49,812,500	4.150	5,742.27
Lehman Brothers	08/30/99	08/31/99	48,750,000	4.250	5,755.21

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 August 1, 1999 through August 31, 1999, 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 August 1, 1999 and August 31, 1999 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>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of December 31, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$879 million, including \$484 million pertaining to refundings and \$110 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 August 1, 1999 and August 31, 1999 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 - 11/18/99)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate master note agreements during the period September 1, 1999 through September 30, 1999.

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.

(Board - 11/18/99)

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>
09/01/99	\$15,000,000	US T-NOTE	5.625%	11/30/00	100.02	--	5.597%	\$15,003,515.63	S.G. Cowen Securities Corp.
09/01/99	22,000,000	US T-BILL	--	09/15/99	99.80	5.175%	5.257	21,955,725.00	S.G. Cowen Securities Corp.
09/01/99	25,000,000	US T-BILL	--	09/15/99	99.80	5.170	5.252	24,949,736.10	Nesbitt Burns Securities
09/01/99	25,000,000	US T-BILL	--	01/13/00	98.21	4.810	4.966	24,552,402.78	Nesbitt Burns Securities
09/01/99	30,000,000	US T-BILL	--	01/27/00	97.99	4.900	5.070	29,395,666.68	S.G. Cowen Securities Corp.
09/08/99	30,000,000	FMCDN	--	10/13/99	99.49	5.230	5.330	29,847,458.34	Paine Webber Inc.
09/09/99	25,000,000	US T-BILL	--	09/15/99	99.91	5.175	5.251	24,978,437.50	Warburg Dillon Read LLC
09/15/99	25,000,000	GECC CP	--	10/15/99	99.56	5.300	5.397	24,889,583.33	General Electric Capital
09/16/99	<u>25,000,000</u>	GECC CP	--	10/18/99	99.53	5.300	5.399	<u>24,882,222.23</u>	General Electric Capital
	<u>\$222,000,000</u>							<u>\$220,454,747.59</u>	

BEY - Bond Equivalent Yield

(Board - 11/18/99)

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

Sale of Securities

<u>Sale</u> <u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon</u> <u>Rate</u>	<u>Maturity</u> <u>Date</u>	<u>Sale</u> <u>Price</u>	<u>Discount</u> <u>Rate</u>	<u>Principal</u>	<u>Dealer</u>
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No new transactions this period.

(Board - 11/18/99)

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	09/01/99	09/02/99	\$ 22,000,000	5.350%	\$ 3,269.44
Nesbitt Burns Securities	09/01/99	09/02/99	29,104,000	5.330	4,309.01
Nesbitt Burns Securities	09/01/99	09/02/99	29,828,000	5.330	4,416.20
Nesbitt Burns Securities	09/01/99	09/02/99	35,590,000	5.330	5,269.30
Zions First National Bank	09/02/99	09/03/99	6,559,000	5.240	954.70
Warburg Dillon Read LLC	09/02/99	09/03/99	29,108,000	5.240	4,236.83
Warburg Dillon Read LLC	09/02/99	09/03/99	29,819,000	5.240	4,340.32
Warburg Dillon Read LLC	09/02/99	09/03/99	35,584,000	5.240	5,179.45
Zions First National Bank	09/02/99	09/03/99	49,441,000	5.240	7,196.41
Paribas Corporation	09/03/99	09/07/99	29,112,000	5.160	16,690.88
Paribas Corporation	09/03/99	09/07/99	29,810,000	5.160	17,091.07

(Board - 11/18/99)

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	09/03/99	09/07/99	\$ 35,575,000	5.160%	\$ 20,396.33
Warburg Dillon Read LLC	09/03/99	09/07/99	50,000,000	5.150	28,611.11
Paribas Corporation	09/07/99	09/08/99	29,129,000	5.270	4,264.16
Paribas Corporation	09/07/99	09/08/99	29,788,000	5.270	4,360.63
Warburg Dillon Read LLC	09/07/99	09/08/99	33,000,000	5.280	4,840.00
Paribas Corporation	09/07/99	09/08/99	35,579,000	5.270	5,208.37
Zions First National Bank	09/08/99	09/09/99	21,000,000	5.240	3,056.67
Nesbitt Burns Securities	09/08/99	09/09/99	29,133,000	5.250	4,248.56
Nesbitt Burns Securities	09/08/99	09/09/99	29,762,000	5.250	4,340.29
Nesbitt Burns Securities	09/08/99	09/09/99	35,549,000	5.250	5,184.23
Nesbitt Burns Securities	09/09/99	09/13/99	9,969,000	5.170	5,726.64

(Board - 11/18/99)

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>
Nesbitt Burns Securities	09/09/99	09/13/99	\$ 25,551,000	5.170%	\$ 14,677.63
Warburg Dillon Read LLC	09/09/99	09/10/99	26,000,000	5.230	3,777.22
Nesbitt Burns Securities	09/09/99	09/13/99	29,137,000	5.170	16,737.59
Nesbitt Burns Securities	09/09/99	09/13/99	29,726,000	5.170	17,075.94
Lehman Brothers	09/10/99	09/13/99	50,000	5.140	21.42 *
Paribas Corporation	09/10/99	09/13/99	29,000,000	5.140	12,421.67
Lehman Brothers	09/10/99	09/13/99	34,737,500	5.150	14,908.18 *
Lehman Brothers	09/10/99	09/13/99	49,875,000	5.140	21,363.13 *
Nesbitt Burns Securities	09/13/99	09/14/99	175,000	5.180	25.18
Nesbitt Burns Securities	09/13/99	09/14/99	3,879,000	5.180	558.15
Nesbitt Burns Securities	09/13/99	09/14/99	8,540,000	5.180	1,228.81

(Board - 11/18/99)

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>
Nesbitt Burns Securities	09/13/99	09/14/99	\$ 25,275,000	5.180%	\$ 3,636.79
Nesbitt Burns Securities	09/13/99	09/14/99	25,337,000	5.180	3,645.71
Nesbitt Burns Securities	09/13/99	09/14/99	29,103,000	5.180	4,187.60
Lehman Brothers	09/13/99	09/14/99	35,000,000	5.190	5,045.83
Warburg Dillon Read LLC	09/14/99	09/15/99	29,158,000	5.170	4,187.41
Warburg Dillon Read LLC	09/14/99	09/15/99	29,281,000	5.170	4,205.08
Warburg Dillon Read LLC	09/14/99	09/15/99	33,881,000	5.170	4,865.69
Zions First National Bank	09/14/99	09/15/99	42,000,000	5.190	6,055.00
Paribas Corporation	09/15/99	09/20/99	2,244,000	5.170	1,611.32
Paribas Corporation	09/15/99	09/20/99	7,189,000	5.170	5,162.10
Greenwich Capital Mkts	09/15/99	09/20/99	22,077,000	5.160	15,821.85

(Board - 11/18/99)

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	09/15/99	09/20/99	\$ 26,645,000	5.170%	\$ 19,132.59
Paribas Corporation	09/15/99	09/20/99	27,020,000	5.170	19,401.86
Paribas Corporation	09/15/99	09/20/99	29,162,000	5.170	20,939.94
Warburg Dillon Read LLC	09/15/99	09/16/99	40,000,000	5.170	5,744.44
Greenwich Capital Mkts	09/15/99	09/20/99	50,236,000	5.160	36,002.47
Warburg Dillon Read LLC	09/16/99	09/17/99	45,000,000	5.120	6,400.00
Nesbitt Burns Securities	09/17/99	09/20/99	3,870,000	5.050	1,628.63
Nesbitt Burns Securities	09/17/99	09/20/99	27,130,000	5.050	11,417.21
Nesbitt Burns Securities	09/20/99	09/21/99	3,816,000	5.150	545.90
Nesbitt Burns Securities	09/20/99	09/21/99	6,145,000	5.150	879.08
Paribas Corporation	09/20/99	09/21/99	22,093,000	5.160	3,166.66

(Board - 11/18/99)

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	09/20/99	09/28/99	\$ 24,250,000	5.200%	\$ 27,624.79 *
Lehman Brothers	09/20/99	09/22/99	24,362,500	5.050	6,902.71 *
Nesbitt Burns Securities	09/20/99	09/21/99	25,367,000	5.150	3,628.89
Zions First National Bank	09/20/99	09/21/99	27,000,000	5.140	3,855.00
Nesbitt Burns Securities	09/20/99	09/21/99	27,020,000	5.150	3,865.36
Nesbitt Burns Securities	09/20/99	09/21/99	28,013,000	5.150	4,007.42
Lehman Brothers	09/20/99	09/28/99	48,500,000	5.200	55,249.58 *
Paribas Corporation	09/20/99	09/21/99	50,272,000	5.160	7,205.65
Paribas Corporation	09/21/99	09/22/99	22,096,000	5.040	3,093.44
Warburg Dillon Read LLC	09/21/99	09/22/99	27,459,000	5.030	3,836.63
Warburg Dillon Read LLC	09/21/99	09/22/99	29,187,000	5.030	4,078.07

(Board - 11/18/99)

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>
Warburg Dillon Read LLC	09/21/99	09/22/99	\$ 33,169,000	5.030%	\$ 4,634.45
Nesbitt Burns Securities	09/21/99	09/30/99	34,781,250	5.300	44,635.94 *
Zions First National Bank	09/21/99	09/22/99	44,000,000	5.030	6,147.78
Paribas Corporation	09/21/99	09/22/99	50,279,000	5.040	7,039.06
Warburg Dillon Read LLC	09/22/99	09/23/99	22,099,000	5.060	3,106.14
Lehman Brothers	09/22/99	09/23/99	24,593,750	5.050	3,449.96 *
Paribas Corporation	09/22/99	09/23/99	27,371,000	5.080	3,862.35
Paribas Corporation	09/22/99	09/23/99	29,191,000	5.080	4,119.17
Paribas Corporation	09/22/99	09/23/99	32,998,000	5.080	4,656.38
Nesbitt Burns Securities	09/22/99	09/23/99	33,000,000	5.000	4,583.33
Warburg Dillon Read LLC	09/22/99	09/23/99	50,286,000	5.060	7,067.98

(Board - 11/18/99)

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>
Nesbitt Burns Securities	09/23/99	09/24/99	\$ 22,102,000	5.150%	\$ 3,161.81
Lehman Brothers	09/23/99	09/27/99	24,593,750	5.100	13,991.11 *
Paribas Corporation	09/23/99	09/24/99	27,370,000	5.180	3,938.24
Paribas Corporation	09/23/99	09/24/99	29,195,000	5.180	4,200.84
Paribas Corporation	09/23/99	09/24/99	32,999,000	5.180	4,748.19
Deutsche Bank Securities	09/23/99	09/24/99	35,000,000	5.150	5,006.94
Warburg Dillon Read LLC	09/23/99	09/24/99	49,877,000	5.150	7,135.18
Warburg Dillon Read LLC	09/23/99	09/24/99	50,123,000	5.150	7,170.37
Warburg Dillon Read LLC	09/24/99	09/27/99	1,962,000	5.100	833.85
Zions First National Bank	09/24/99	09/27/99	6,470,000	5.100	2,749.75
Zions First National Bank	09/24/99	09/27/99	18,625,000	5.100	7,915.63

(Board - 11/18/99)

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>
Dresdner Kleinwort Benson	09/24/99	09/27/99	\$ 22,105,000	5.080%	\$ 9,357.78
Zions First National Bank	09/24/99	09/27/99	29,199,000	5.100	12,409.58
Zions First National Bank	09/24/99	09/27/99	32,984,000	5.100	14,018.20
Paribas Corporation	09/24/99	09/27/99	41,000,000	5.120	17,493.33
Warburg Dillon Read LLC	09/24/99	09/27/99	49,019,000	5.100	20,833.08
Warburg Dillon Read LLC	09/24/99	09/27/99	49,019,000	5.100	20,833.08
Warburg Dillon Read LLC	09/27/99	09/28/99	1,104,000	5.170	158.55
Greenwich Capital Mkts	09/27/99	09/28/99	11,869,000	5.180	1,707.82
Nesbitt Burns Securities	09/27/99	09/28/99	22,114,000	5.180	3,181.96
Lehman Brothers	09/27/99	09/28/99	24,656,250	5.180	3,547.76 *
Paribas Corporation	09/27/99	09/28/99	25,068,000	5.170	3,600.04

(Board - 11/18/99)

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	09/27/99	09/28/99	\$ 29,210,000	5.170%	\$ 4,194.88
Paribas Corporation	09/27/99	09/28/99	32,518,000	5.170	4,669.95
Greenwich Capital Mkts	09/27/99	09/28/99	40,131,000	5.180	5,774.41
Warburg Dillon Read LLC	09/27/99	09/28/99	49,448,000	5.170	7,101.28
Warburg Dillon Read LLC	09/27/99	09/28/99	49,448,000	5.170	7,101.28
Lehman Brothers	09/28/99	09/30/99	837,500	5.300	245.43 *
Banc One Capital Markets	09/28/99	09/29/99	10,937,000	5.240	1,591.94
Nesbitt Burns Securities	09/28/99	09/29/99	22,117,000	5.240	3,219.25
Lehman Brothers	09/28/99	09/30/99	24,406,250	5.300	7,152.39 *
Paribas Corporation	09/28/99	09/29/99	24,515,000	5.250	3,575.10
Paribas Corporation	09/28/99	09/29/99	29,214,000	5.250	4,260.38

(Board - 11/18/99)

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	09/28/99	09/29/99	\$ 32,515,000	5.250%	\$ 4,741.77
Banc One Capital Markets	09/28/99	09/29/99	39,002,000	5.240	5,676.96
Lehman Brothers	09/28/99	09/30/99	47,975,000	5.300	14,059.34 *
Banc One Capital Markets	09/28/99	09/29/99	50,061,000	5.240	7,286.66
Warburg Dillon Read LLC	09/28/99	09/29/99	52,000,000	5.250	7,583.33
Zions First National Bank	09/29/99	09/30/99	852,000	5.250	124.25
Zions First National Bank	09/29/99	09/30/99	4,357,000	5.250	635.40
Paribas Corporation	09/29/99	09/30/99	5,301,000	5.310	781.90
Paribas Corporation	09/29/99	09/30/99	6,054,000	5.310	892.97
Zions First National Bank	09/29/99	09/30/99	7,860,000	5.250	1,146.25
Paribas Corporation	09/29/99	09/30/99	21,268,000	5.310	3,137.03

(Board - 11/18/99)

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	09/29/99	09/30/99	\$ 23,917,000	5.250%	\$ 3,487.90
Paribas Corporation	09/29/99	09/30/99	24,325,000	5.310	3,587.94
Paribas Corporation	09/29/99	09/30/99	32,443,000	5.310	4,785.34
Warburg Dillon Read LLC	09/29/99	09/30/99	47,795,000	5.310	7,049.76
Zions First National Bank	09/29/99	09/30/99	49,014,000	5.250	7,147.88
Warburg Dillon Read LLC	09/29/99	09/30/99	52,205,000	5.310	7,700.24
Paribas Corporation	09/30/99	10/04/99	16,559,000	5.240	9,641.02
Warburg Dillon Read LLC	09/30/99	10/04/99	17,917,000	5.250	10,451.58
Paribas Corporation	09/30/99	10/04/99	22,123,000	5.240	12,880.50
Warburg Dillon Read LLC	09/30/99	10/04/99	29,222,000	5.250	17,046.17
Banc One Capital Markets	09/30/99	10/01/99	30,000,000	5.000	4,166.67

(Board - 11/18/99)

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>
Nesbitt Burns Securities	09/30/99	10/01/99	\$ 31,655,000	5.150%	\$ 4,528.42
Paribas Corporation	09/30/99	10/04/99	32,444,000	5.240	18,889.62
Nesbitt Burns Securities	09/30/99	10/01/99	43,345,000	5.150	6,200.74
Warburg Dillon Read LLC	09/30/99	10/04/99	52,083,000	5.250	30,381.75

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

(Board - 11/18/99)

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

Reverse Repurchase (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	09/10/99	09/13/99	\$49,925,000	4.640%	\$19,304.33
Lehman Brothers	09/10/99	09/13/99	34,737,500	4.350	12,592.34
Lehman Brothers	09/20/99	09/28/99	24,250,000	4.700	24,997.71
Lehman Brothers	09/20/99	09/28/99	48,500,000	4.700	49,995.42
Lehman Brothers	09/20/99	09/22/99	24,362,500	4.050	5,549.24
Nesbitt Burns Securities	09/21/99	09/30/99	34,781,250	2.050	19,177.99
Lehman Brothers	09/22/99	09/23/99	24,593,750	4.050	2,766.80
Lehman Brothers	09/23/99	09/27/99	24,593,750	4.400	11,873.32
Lehman Brothers	09/27/99	09/28/99	24,656,250	4.180	2,862.86
Lehman Brothers	09/28/99	09/30/99	24,406,250	4.600	6,271.05
Lehman Brothers	09/28/99	09/30/99	48,812,500	4.600	12,542.10

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 September 1, 1999 through September 30, 1999, 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.

(Board - 11/18/99)

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 September 1, 1999 and September 30, 1999 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>Cancellation 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>	<u>Gain</u>
09/24/99	Lehman Brothers	\$100 Million	11/01/99	11/01/09	4.4888%	BMA	\$990,000

As of September 30, 1998, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$779 million, including \$384 million pertaining to refundings and \$110 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 September 1, 1999 and September 30, 1999 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.

**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 Service Contract were authorized or amended, during the period July 1, 1999 to September 30, 1999.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, World Trade Department to retain the services of: Alan Casas Co. P.O. Box 327-6604 Lake Isabella, CA 93240-0327	Professional services in connection with training of contractor staff in the appropriate usage of specialized elevator equipment at The World Trade Center.	\$9,961
For the Director, Real Estate Department to retain the services of: Strategic Systems Corporation 6061 N. Denmark Street Milwaukee, WI 53225	Professional services for the development and facilitation of team-building sessions for the Real Estate and World Trade Departments.	\$10,000

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period April 1, 1999 to June 30, 1999.

PART I.

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Trane Company (JFK-897)	Replacement of heat exchanger tubes for Building 14 chillers at John F. Kennedy International Airport.	\$ 189,305	Sole Source/ Negotiated
Carter Contracting Company Corp. (AKB-149)	Toll Supervisors area renovation at the Bayonne Bridge.	250,000	Publicly Advertised
A. Sere, Inc. (AKB-156)	Replacement of eight protective access shields at the Bayonne Bridge.	205,640	Publicly Advertised
GT & JT Construction Corp. (BIP-982.501)	Replacement of weatherproofing and insulation for roof mounted ductwork on Building 2930A at Bathgate Industrial Park.	80,500	Publicly Advertised
Lance Investigation Service, Inc.	Uniformed guard service at Pier 6 entrance to the Brooklyn-Port Authority Marine Terminal. One-year term.	249,100	Negotiated
Track Unlimited, Inc. (PN-353.022)	Installation of railroad signals at Port Newark.	800,500	Publicly Advertised
Railroad Construction Company, Inc.	Replacement of railroad track and storm drainage system at Port Newark.	174,232	Publicly Advertised

I. CONTRACT AUTHORIZATIONS

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Barbaro Electric Co., Inc. (WTC-861.101)	Fire Alarm System device upgrade for Mechanical Equipment Rooms, Elevator Machine Rooms and Substations at One and Two World Trade Center.	\$ 896,410	Publicly Advertised
Yonkers Electric Contracting Corp. (WTC-945.045)	Modifications of existing substation and installation of electrical conduit risers at One World Trade Center.	185,760	Select List
NJS Department of Military and Veterans Affairs and Fine Host Corp.	Provide room and board, including food service, for Port Authority Police recruit in-residency training program.	200,000	Select List/Request For Proposals
Enviro-Zyme International Contract#4600000458	Digester, Waste, Enviro-Zyme, Concentrated-Three Year Five Month Contract	161,750	Government Contract
Fort Lee Hardware & Supplies Contract#4600000554	Insect Repellant-Two Year Contract	195,083	Publicly Advertised
Fire Command Company Contract #4600000557	Fire Rescue Equipment-One Year Contract	76,649	Publicly Advertised
Dell Marketing LP Contract#4600000566	Microsoft Software Requirements One Year Contract	500,000	Government Contract
Work Area Protection Corp. Contract#4600000685	Traffic Cones-One Year Contract	214,360	Government Contract

Contract Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period July 1, 1999 to September 30, 1999.

PART I.

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
United Steel Products, Inc. (JFK-584.904)	Installation of fences at various locations in the Central Terminal Area at John F. Kennedy International Airport.	\$563,000	Publicly Advertised
Twin Towers Enterprises, Inc. (JFK-970.618A)	Completion of construction of curtain wall of Building No. 14 at John F. Kennedy International Airport.	\$923,955	Publicly Advertised
Paraco Gas Co.	Requirements contract to provide propane for use by the Aircraft Fire Trainer Facility at John F. Kennedy International Airport.	\$177,000	Sole Source/ Negotiated
Galaxy Scientific Corporation, Inc.	Purchase, install and one-year maintenance of an Automatic Vehicle Location system for the on-airport ground transportation service at John F. Kennedy International Airport.	\$245,480	Sole Source
C.H. Winans Company (EWR-670)	Grading and drainage improvements to infield aeronautical turf areas at Newark International Airport.	\$915,137	Publicly Advertised
Mark IV Industries, Ltd. (LG97/40)	Maintenance and repair of the Variable Message Sign system at LaGuardia Airport.	\$188,206	Sole Source/ Negotiated

I. CONTRACT AUTHORIZATIONS

AWARDEE	CONTRACT DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Service Institute, Inc., York College and Essex Community College	Airport Ambassador Courtesy Training Program at John F. Kennedy International, Newark International and LaGuardia Airports.	\$247,250	Sole Source/ Negotiated
Wendell Nanson d/b/a WLN Grounds Maintenance	Outdoor landscape maintenance at the George Washington Bridge and Bus Station. Two year term with 120-day option.	\$607,710	Publicly Advertised
V.R.H. Construction Corp. (WTC-861.094)	Permanent Fire Command Console for the lobby of Five World Trade Center.	\$147,869	Select List
Barbaro Electric Co., Inc. (WTC-861.171)	Fire alarm system upgrade for the Mechanical Equipment Rooms, Elevator Machine Rooms and substations at Four World Trade Center.	\$574,227	Publicly Advertised
Hatzel and Buehler, Inc. (WTC-861.572)	Fire alarm system upgrade for the Plaza Level of Five World Trade Center.	\$280,020	Publicly Advertised
InfoGenesis, InfoGenesis, Recovery Systems Inc. and IBM	Purchase, installation, training and five-year maintenance of cashiering and electronic payment systems for The World Trade Center cafeteria.	\$234,400	Publicly Advertised
Bell Atlantic Mobile, Inc.	Increase and one-month extension of requirements contract for cellular telephone services.	\$105,000	Existing Contract
Stewart and Stevenson Power, Inc.	Requirements contract for Rolba runway snow blower parts.	\$200,000	Sole Source/ Negotiated

Purchase Order Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period April 1, 1999 to June 30, 1999.

PART II.

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
GE Capital P.O.#4500002389	Computer Hardware- Compaq Servers	\$ 700,000	Government Contract
Guardian Fence Co. P.O.#4500002573	Fence & Guide Rail Repair @ NJMT- Three Year Contract	317,204	Publicly Advertised
Media Photo Group P.O.#4500002660	Photographic Services-Two Year Contract	235,342	Publicly Advertised
Dodge-Graphics Press P.O.#4500002922	Airport Flight Guides-Three Year Contract	221,328	Publicly Advertised
Castlereagh Inc. P.O.#4500002927	Printing of Airport Guides- Two Year Contract	317,753	Publicly Advertised
Sunlight Electric Inc. P.O.#4500002966	NJ Electrical Contract-One Year	168,120	Publicly Advertised
OCE-U.S.A., Inc. P.O.#4500003022	OCE Plotter and Maintenance Agreement	436,920	Government Contract
Natural Fuel Resources P.O.#4500003068	Natural Gas, Uninterruptable	160,000	Government Contract
Surface Systems Inc. P.O.#4500003129	Weather Monitor Systems	202,000	Negotiated, Sole Source
Drawing Management, Inc. P.O.#4500003180	Additional Scanning & Indexing of Engineering Drawings	500,000	Government Contract
Commercial Marketing P.O.#4500003207	Gene B Carpet Tiles	126,731	Government Contract

I. PURCHASE ORDER AUTHORIZATIONS

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Knoll, Inc. P.O.#4500003226	Knoll File Cabinets	\$ 112,524	Government Contract
Ericcson, Inc. P.O.#4500003339	Y2K Upgrades, Ericcson Base Stations	188,955	Negotiated, Sole Source
Transcore, an SAIC Company P.O.#4500003590	Maintenance of the Tolls Registration System	239,722	Negotiated, Sole Source
Cisco Systems P.O.#4500003693	Computer Hardware	153,345	Government Contract
Center For Employment Opportunities P.O.#4500003694	Roadway Cleaning @ JFKIA Six-Month Term	250,000	Negotiated, Sole Source
Travelers Aid P.O.#4500003752	Specialized Passenger Assistance @ JFKIA	155,000	Negotiated, Sole Source
Plaza Ford/Motor Fleet P.O. #4500003810	Cab-Chassis, Various	206,351	Publicly Advertised
Paper Plus Inc. P.O.#4500003975	Paper Supplies-One Year Contract	175,415	Publicly Advertised
Ericcson GE Mobile Communications P.O.#4500003983	800Mhz Ericcson Orion Radios	81,030	Government Contract
American Building Maintenance P.O.#4500004031	General Maintenance & Repair @ WTC-Two Year Contract	250,000	Publicly Advertised
Enterprise Rent-A-Car P.O.#4500004088	Rental of Various Vehicles-Three Year Contract	500,000	Government Contract
Traffic Safety Services Corp. P.O.#4500004117	Rental of Crash Attenuator Trucks-Two Year Contract	245,000	Publicly Advertised

I. PURCHASE ORDER AUTHORIZATIONS

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Dell Marketing LP P.O.#4500004170	AutoCADD Servers, Workstations & Monitors	\$ 156,578	Government Contract
Empire Equipment Sales Co. P.O.#4500004173	Genuine Elgine Sweeper Parts-18 Month Contract	220,000	Government Contract
Angel Electrical P.O.#4500004197	NY Electrical Contract-One Year Contract With A One Year Renewal Option	436,972	Publicly Advertised
Selfware Inc. P.O.#4500004247	CAPTRAK Maintenance & Enhancement	200,000	Negotiated, Sole Source
Management Reports, Inc. P.O.#4500004319	Property & Assets Management System Software	104,700	Select List Technically Qualified
Chris Andersen Roofing P.O.#4500004398	Emergency Call-In Roof Repair @ Newark Int'l Airport	117,000	Publicly Advertised
S&C Electric Company P.O.#4500004425	5KV Transfer Switches for JFKIA	209,060	Negotiated, Sole Source
Waste Management of New York P.O.#4500004524	Refuse Removal @ JFKIA	310,963	Publicly Advertised
Jet Edge P.O.#4500004540	Hi Pressure Washer for SEMAC	139,000	Negotiated, Sole Source
Spear Technologies P.O.#4500004669	Maintenance & Enhancement for the MMIS System	224,999	Negotiated, Sole Source
ABB Service Inc.	Rehabilitation of Low Voltage Circuit Breakers at the Teleport	250,000	Sole Source

Purchase Order and Requisition Authorizations and Amendments - Quarterly Report

In accordance with the By-Laws, the Executive Director reports actions taken under Article XII, paragraphs (d) and (e) of the By-Laws, for the period July 1, 1999 to September 30, 1999.

PART II.

AWARDEE	PURCHASE ORDER DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Digital Equipment Corp P.O.#4500004886	Upgrade/ETC Host Server	\$ 90,949	Government Contract
Insytems Technologies P.O.#4500005114	Document Management INSYST Software	\$ 200,000	Publicly Advertised
Sun Microsystems, Inc. P.O.#4500005303	Server Upgrades for SAP	\$ 219,284	Government Contract
DLT Solutions, Inc. P.O.#4500005454	Computer Software, Autocad	\$ 86,082	Government Contract
Cooper Electric Supply P.O. #4500005897	400KW Emergency Generator with Trailer	\$ 82,768	Publicly Advertised
CISCO Systems P.O.#4500005930	CISCO Computer Hardware	\$ 78,181	Government Contract
Thypin Steel Co. P.O.34500006020	Aluminum Sheets	\$ 97,600	Publicly Advertised
Commercial Marketing Associates P.O.#4500006430	Carpet Tiles For WTC	\$ 93,720	Government Contract
Knoll c/o Donaton Contract P.O.#4500006460	Furniture Workstations- Newark Legal Center	\$ 96,887	Government Contract
Instron/Satec Systems P.O.#4500006753	Computer Controlled Hydraulic Universal Test Machine	\$ 84,980	Publicly Advertised

II. REQUISITION AUTHORIZATIONS

AWARDEE	REQUISITION DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Enterprise Rent-A-Car Contract #4600000684	Rental of Various Vehicles -Three Year Contract	\$ 500,000	Government Contract
Traffic Safety Service Corp. Contract #4600000695	Rental of Crash Attenuator Trucks-Two Year Contract	\$ 245,000	Publicly Advertised
Empire Equipment Sales Company Inc. Contract #4600000700	Genuine Elgin Sweeper Parts-Eighteen Month Contract	\$ 220,000	Government Contract
Angel Electrical Contract #4600000703	NY Port Authority Facilities Electrical Contract, Two-Year Term	\$ 436,972	Publicly Advertised
Chris Andersen Roofing Contract #4600000757	Roof Repair, Emergency Call-In for Newark International Airport Two Year Contract	\$ 117,000	Publicly Advertised
Marquardt & Co. Inc. Contract #4600000787	Paper Usage-One Year Estimated Usage	\$ 125,795	Publicly Advertised
ARAMSCO-A Herbert Abrams Co., Inc. Contract #4600000792	Respirators-Two Year Contract	\$ 130,343	Publicly Advertised
XEROX Corporation Contract #4600000830	XEROX Maintenance/PATC-One Year Contract	\$ 252,039	Government Contract
U.S. Flags & Foreign Flags & Poles Inc. Contract #4600000845	Flags & Bunting, Various- Two Year Contract	\$ 92,700	Publicly Advertised
Start Elevator Inc. Contract #4600000853	Elevator & Escalator Maintenance @ JFKIA- Three Year Contract	\$ 164,363	Publicly Advertised

II. REQUISITION AUTHORIZATIONS

AWARDEE	REQUISITION DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Moore Industries Inc. Contract #4600000857	Inventory Services for Material Management-One Year Contract	\$ 143,530	Publicly Advertised
Volpe National Transportation Contract #4600000864	Regional Study for Electronic Payment System-One Year Contract	\$ 202,333	Government Contract
Grant Supply Co. Contract #4600000884	Plumbing Materials-Two Year Contract	\$ 132,360	Government Contract
Katz Digital Technologies Contract #4600000900	Photo Color Slide Duplication-One Year Contract	\$ 190,461	Publicly Advertised
Control Environmental Services Inc. Contract #4600000926	Pest & Weed Control @ Newark International Airport-Two Year Contract	\$ 206,170	Publicly Advertised
Abco Maintenance Inc. Contract #4600000932	Aeronautical Sweeping @ Newark International Airport-Two Year Contract	\$ 114,056	Publicly Advertised
Continental Personnel Contract #4600000943	Temporary Staffing For Food Services-Two Year Contract	\$ 433,925	Publicly Advertised
S & S Locksmiths Inc. Contract #4600000948	Locksmith Services @ JFKIA-Two Year Contract	\$ 89,500	Publicly Advertised
Thonet Contract #4600000953	Sofas & Setees-One Year Contract	\$ 94,133	Government Contract
H.E.M.S., Inc. Contract #4600000954	Rubber Removal All Airport Runways-One Year Contract	\$ 245,740	Publicly Advertised
J & J Heating & Fuel Oil Contract #4600000956	#2 Fuel Oil-Newark International Airport-One Year Contract	\$ 338,400	Publicly Advertised

II. REQUISITION AUTHORIZATIONS

AWARDEE	REQUISITION DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Airway Maintenance Contract #4600000964	Steam Cleaning & Machine Scrubbing @ Newark International Airport-Two Year	\$ 120,252	Publicly Advertised
Grant Supply Co. Contract #4600000965	Plumbing Supplies-Two Year Contract	\$ 106,141	Government Contract
Greenleaf Landscape Systems & Services Contract #4600000975	Landscaping Services Newark International Airport Monorail-Three Year Contract	\$ 321,836	Publicly Advertised
Joseph Sofield City-Scape, Inc. Contract #4600000987	Landscaping/Weed Control @ N.Y. Marine Terminals- Two Year Contract	\$ 109,968	Publicly Advertised
Nextel Communications Contract #4600000988	Telephone Network, Nextel- One Year Contract	\$ 164,000	Government Contract
Trius Inc. Contract #4600000999	Snow Plow Parts, Various- One Year Contract	\$ 89,637	Publicly Advertised
HPI International, Inc. Contract #4600001003	Polaroid/Kodak Film-Two Year Contract	\$ 335,823	Publicly Advertised
New Jersey Glass Contract #4600001012	Glass, Newark International Airport-One Year Contract	\$ 353,713	Publicly Advertised

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, the following claims were previously settled, and reported closed during the period April 1, 1999 to June 30, 1999.

I. TORT CLAIMS OF THE PORT AUTHORITY, CLOSED

NAME	FACILITY	AMOUNT COLLECTED
GARCIA JUAN	George Washington Bridge	\$ 4,557.02
GRIER BARBARA	George Washington Bridge	3,022.00
	TOTAL COLLECTED	\$ 7,579.02

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED

NAME	FACILITY	AMOUNT PAID
MC ENTEE MICHAEL	George Washington Bridge	\$ 412.28
AELLIS STEVE	John F. Kennedy International Airport	25,000.00
ALBINO ANDREITA/COLONIAL	Technical Center	837.78
ALVAREZ CIPRIANA	Off Property	527.18
CASAGRANDE PAUL	Newark International Airport	580.17
FRAZIER DOROTHY	Off Property	15,000.00
HENSON RODERICK	Holland Tunnel	2,253.77
MARTINEZ MILADYS/PRUDENT	Holland Tunnel	4,000.00
SANTO ANTONIO	Newark International Airport	647.97
SCHAEFFER PERRY	Lincoln Tunnel	482.43
SINGH TARSEN	Off Property	2,613.23
TANCONA LORRAINE	Lincoln Tunnel	2,699.49
TOKIC DIANNA	Off Property	1,261.05
DAVIS BRENDA	Lincoln Tunnel	7,500.00
LYONS BOBBY-STATEWIDE ASO	John F. Kennedy International Airport	12,230.98
PALAZZOTTO ANDREW	Lincoln Tunnel	35,000.00
PAULEMAN JOSALUS	Lincoln Tunnel	36,500.00
SABBALI NABIL	Off Property	17,500.00
COPY WORLD OF PITTSBURGH	John F. Kennedy International Airport	1,340.57
KUWAIT AIRWAYS	John F. Kennedy International Airport	449.27
NAZZARO JAMES	George Washington Bridge	295.74
TAMAKUWALA H	George Washington Bridge	633.26
TAMAKUWALA H	George Washington Bridge	633.26
BARANOWSKI ALEXANDER	Lincoln Tunnel	103.86
FEOKTISTOV SHARON	Holland Tunnel	15,000.00
HARRINGTON MICHAEL	Bus Terminal	7,500.00

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont)

NAME	FACILITY	AMOUNT PAID
GOLDBERG DAVID	Passenger Ship Terminal	\$ 9,672.50
PARRY JOHN	LaGuardia Airport	8,500.00
AGLIO BRIDGIT	John F. Kennedy International Airport	156.10
BALKARAN PREM	John F. Kennedy International Airport	156.10
BARBERI JERRY	John F. Kennedy International Airport	156.10
CAMERA ENOLA	John F. Kennedy International Airport	118.54
CARELOCK GARY	John F. Kennedy International Airport	200.27
CASTRO SANDRA	John F. Kennedy International Airport	156.10
MURRAY JUNIOR	John F. Kennedy International Airport	118.54
PICKEL MARILYN	John F. Kennedy International Airport	118.54
BESSETTE PETER	Lincoln Tunnel	99.20
CASH EUGENE	George Washington Bridge	777.45
CITY OF ELIZABETH	Off Property	1,150.00
COFIELD MORRIS	John F. Kennedy International Airport	378.88
CONNOLLY MARGARET	Lincoln Tunnel	50.00
DE JANA INDUSTRIES INC	George Washington Bridge	465.00
DI GREGORIO KEN	Outerbridge Crossing	86.92
DOYNA JENNIFER	World Trade Center	1,138.50
EU BYUNG W	George Washington Bridge	516.20
FEELEY JAMES	George Washington Bridge	220.58
FRAUMAN SUSAN	George Washington Bridge	278.14
G.W. BOOKS & ELECTRONICS	George Washington Bridge Bus Station	3,400.00
GADAYEV BAKHOR	John F. Kennedy International Airport	2,441.57
GENEL RAFAEL	Lincoln Tunnel	600.00
HOULIHAN DREW	George Washington Bridge	614.00

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont)

NAME	FACILITY	AMOUNT PAID
JIMENEZ FRANCISCO	Goethals Bridge	\$ 150.00
JOHNSON KAREN	George Washington Bridge	295.10
K & R ROAD LIMO/LANCER	John F. Kennedy International Airport	2,464.71
KRUPNICK PAUL	LaGuardia Airport	5,319.35
KUTLER LORI L	Bus Terminal	450.00
LASKY GILBERT	Bus Terminal	495.00
LIEBOW MICHAEL	LaGuardia Airport	383.11
LONG CHARLES W	George Washington Bridge	500.00
MANCUSO PETER/ALLSTATE	Off Property	616.00
NELSON MITCH	Outerbridge Crossing	212.00
NEWPORT ASSOC DEVELOPMENT	Off Property	2,595.00
OLIVER KENNETH	George Washington Bridge	150.00
RADIO SHACK-BING FABRIC	Bus Terminal	18,658.44
RADIO SHACK-FABRICANTE	Bus Terminal	11,599.80
RAHILLY JAMES	George Washington Bridge	268.13
REYES ROMANO	LaGuardia Airport	1,882.41
RUSSO NICHOL	Outerbridge Crossing	99.61
SEIGLIE CARLOS	George Washington Bridge	600.00
SHORT COLLEEN	George Washington Bridge	917.63
SOKOLER ROBERT	Newark International Airport	38.56
SPENCER MALCOLM	George Washington Bridge	787.75
STAUFENBERGER DICK	LaGuardia Airport	228.00
STEPHENSON-BAKER HORTENSE	John F. Kennedy International Airport	135.32
SWAN MARIE	Bus Terminal	1,333.21
SYOSSET LIMO SVC/CGU ASO	LaGuardia Airport	9,444.00
TRENDS URBAN RENEWAL ASSN	Technical Center	2,236.64

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont)

NAME	FACILITY	AMOUNT PAID
UPSON PETER	LaGuardia Airport	\$ 1,413.83
VELASQUEZ IVAN	Newark Legal Center	3,339.00
VIDAL MEMIGIO	George Washington Bridge	494.52
WESLEY KENNETH	George Washington Bridge	500.00
WILLIAMSON THOMAS	John F. Kennedy International Airport	175.00
WINDSOR ELECTRICAL	John F. Kennedy International Airport	1,433.45
YOUNG WILLIAM/LIBERTY MUT	LaGuardia Airport	755.81
ZASE LAURA/G CLARK/TRAVEL	George Washington Bridge	610.47
HALLENBECK HELEN	Bus Terminal	1,000.00
HASSELL RHONDA	John F. Kennedy International Airport	22,500.00
JANSEN GERARD	LaGuardia Airport	2,750.00
LEONARD JAMES	LaGuardia Airport	5,500.00
NOLAN KEVIN	John F. Kennedy International Airport	10,000.00
RELUZCO MINGTOY	LaGuardia Airport	30,000.00
GRADY (BRIGGI) KATHLEEN	John F. Kennedy International Airport	15,000.00
SIDES DWAYNE	John F. Kennedy International Airport	48,000.00
MILLER TERESA JO	John F. Kennedy International Airport	580.00
BROWN BARBARA	Newark International Airport	2,000.00
FUENTES CARMEN	Off Property	500.00
ABO KATHLEEN J	Passenger Ship Terminal	7,500.00
GONZALEZ BRIGIDA	Bus Terminal	2,500.00
JOHNSON EARL	John F. Kennedy International Airport	50,000.00
KAELIN JACQUELYN	Outerbridge Crossing	5,000.00
LEITMAN SUSAN	World Trade Center	2,500.00
MONAHAN MICHELE	Bus Terminal	5,000.00
ABDELLATIF SAMIR	Newark International Airport	170.67
BAKKE TRACY	Newark International Airport	198.38

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont)

NAME	FACILITY	AMOUNT PAID
FERRY THOMAS	Newark International Airport	\$ 84.80
FRANK V LIMO SVC	Newark International Airport	100.00
KISSICK ANTHONY	Newark International Airport	108.25
PROVENZANO PEPPER	Newark International Airport	70.97
LONG ISLAND RAILROAD	Lincoln Tunnel	75,203.60
ECCE PANIS, INC.	World Trade Center	25,069.52
	TOTAL	\$ 604,489.56

(Board - 11/18/99)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, paragraphs (h) and (m) of the By-Laws, the following claims were previously settled, and reported closed during the period July 1, 1999 to September 30, 1999.

I. TORT CLAIMS OF THE PORT AUTHORITY, CLOSED

NAME	FACILITY	AMOUNT COLLECTED
DAHAO USA CORP	World Trade Center	\$ 13,030.60
JOO JIN W	George Washington Bridge	7,449.72
LODGE WILLIAM	Port Newark	7,118.00
DELAURIE ASSOCIATES	Lincoln Tunnel	1,454.52
	TOTAL COLLECTED	\$ 29,052.84

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED

NAME	FACILITY	AMOUNT PAID
MC ENTEE MICHAEL	George Washington Bridge	\$ 25.00
DE CESAIO JOHN	Goethals Bridge	729.88
FARMER JAMES J	Holland Tunnel	284.61
HUBERMAN WARREN L	George Washington Bridge	811.67
MAZZACCO MARY	Off Property	273.48
MOTIRAM PREMANIE	Off Property	2,279.89
ROYAL TOURS	Lincoln Tunnel	175.47
SESSUM-MC INTOSH BEVERLY	John F. Kennedy International Airport	674.18
SHINE STEVEN M	Port Newark	991.67
CASELL ANDREW	Off Property	45,000.00
MINICHELLO DAWN	Off Property	40,000.00
SKINITIS DIAMANTIS	Holland Tunnel	22,747.91
STELMAKH ILANA g/a/l ALEXAN	Off Property	42,500.00
BAJAKIAN WILLIAM B	George Washington Bridge	1,180.84
MASELLA ANTHONY	George Washington Bridge	7,569.77
ORNDORFF JONATHAN	LaGuardia Airport	1,407.47
SIKORSKI EUGENE	George Washington Bridge	2,640.76
BAKER IESHA	LaGuardia Airport	287.51
ALTARAS SHERRIE	Goethals Bridge	286.28
ROSE EDNA	John F. Kennedy International Airport	18.00
CONLIN ALBERT J	World Trade Center	30,000.00
KELTERBORN ROBERT	Brooklyn Piers	15,000.00
BUCARIA BARRY	John F. Kennedy International Airport	200.27
PANTAZI ALBERT	John F. Kennedy International Airport	156.10
ALFREY LARRY R	George Washington Bridge	278.70

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont)

NAME	FACILITY	AMOUNT PAID
BEET PATRICIA	Newark International Airport	\$ 121.90
CAPRARIO RICHARD	Goethals Bridge	161.47
CASH EUGENE	George Washington Bridge	740.82
CONKLIN ROBERT J JR	George Washington Bridge	1,119.15
COPPOLA SHARON	Bus Terminal	283.00
CORRALES JUDITH	Newark International Airport	2,075.00
D'ALEO BERNARD	Newark International Airport	500.00
FIGUEROA DIOCELINA	Newark International Airport	344.50
GEM LIMOUSINE	Off Property	433.90
GONZALEZ JOHN M	George Washington Bridge	573.45
GRAGANIELLO JOYCE	John F. Kennedy International Airport	303.80
HENAO (BULLA) ROSA	Holland Tunnel	444.90
KEMBLE RICHARD	Lincoln Tunnel	261.35
LICATA ALPHONSE	Newark International Airport	340.98
LILLIS MARGARET J	Off Property	500.00
MALONEY CALYS	World Trade Center	350.00
NEARY MICHAEL	Newark International Airport	40.00
NEGLIA LISA	John F. Kennedy International Airport	86.60
NG KIM	LaGuardia Airport	70.00
PETRIDES ELEFTERIOS	John F. Kennedy International Airport	1,133.67
PINSKYH DAVID	George Washington Bridge	583.77
RICHARDS GINA	World Trade Center	48.50
SACHS ROGER M	LaGuardia Airport	690.55
SPINDLER JOHN F	George Washington Bridge	1,581.03
T.R.T. INT'L	Port Newark	22,093.30
TATIS IDALIS	Holland Tunnel	1,144.43
TAVERAS HUMBERTO	George Washington Bridge	250.00

II. TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont)

NAME	FACILITY	AMOUNT PAID
MADLOCK NEDRA N	LaGuardia Airport	\$ 113.00
DILANNO ROSARIA	Newark International Airport	2,800.00
SONNENFELD MARILYN	Bus Terminal	1,500.00
TAIPEI BANK NEW YORK	World Trade Center	1,038.00
TWIN TOWERS ENTERPRISES	LaGuardia Airport	99,000.00
FABER DANIEL J	Newark International Airport	183.17
FLISS ALLAN	Newark International Airport	96.45
JOHNSON KIM	Newark International Airport	81.78
	TOTAL	\$ 356,607.93

Whereupon, the meeting was adjourned.

Secretary