

**Torres Rojas, Genara**

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**From:** GPayanoff@EconomicCornerstone.com  
**Sent:** Thursday, March 12, 2015 10:02 AM  
**To:** Duffy, Daniel  
**Cc:** Torres Rojas, Genara; Van Duyne, Sheree; Ng, Danny  
**Subject:** Freedom of Information Online Request Form

Information:

First Name: Gerald  
Last Name: Payanoff  
Company: Economic Cornerstone  
Mailing Address 1: 1310 Utica Street  
Mailing Address 2:  
City: Oriskany  
State: NY  
Zip Code: 13424  
Email Address: [GPayanoff@EconomicCornerstone.com](mailto:GPayanoff@EconomicCornerstone.com)  
Phone: 315-235-1750  
Required copies of the records: No

List of specific record(s):

Request for copies of all MWBE denials that were rendered in 2012,2013, 2014. MWBE denial appeals filed against the PA in 2012,2013, 2014 and hearing decisions on MWBE appeals that were decided in 2012,2013, 2014.

**THE PORT AUTHORITY OF NY & NJ**

FOI Administrator

May 5, 2015

Mr. Gerald Payanoff  
Economic Cornerstone  
1310 Utica Street  
Oriskany, NY 13424

Re: Freedom of Information Reference No. 15867

Dear Mr. Payanoff:

This is in response to your March 12, 2015 request, which has been processed under the Port Authority's Freedom of Information Code (the "Code", copy enclosed) for copies of all MWBE denials that were rendered in 2012, 2013, 2014. MWBE denial appeals filed against the Port Authority in 2012, 2013, 2014 and hearing decisions on MWBE appeals that were decided in 2012, 2013, 2014.

Material responsive to your request and available under the Code can be found on the Port Authority's website at <http://www.panynj.gov/corporate-information/foi/15867-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,



Danny Ng  
FOI Administrator

Enclosure

*4 World Trade Center, 18th Floor  
150 Greenwich Street  
New York, NY 10006  
T: 212 435 3642 F: 212 435 7555*

### Application - Denied

List of denied certifications

Date Run: 3/16/2015 10:15:18 AM

Business Name	Vendor ID	Certification Type
765 Sixth Avenue Market, Inc.	20107720	MBE
ADM Sand & Stone & Construction Corp.	20169498	SBE
ADM Sand & Stone & Construction Corp.	20169498	WBE
Advanced Doors & Hardware, LLC	20165063	WBE
Almasi Companies, LLC	20207216	WBE
AMX VSS, LLC	20206628	MBE
Arthur DiGianno, Inc.	10107741	WBE
Ascend Construction Management, Inc.	20209438	WBE
Atlantic Reinforcing Concrete Co.	20164755	WBE
Badger Machinery, Inc.	20164230	WBE
Blue Water Construction & Restoration Corp.	20171107	MWBE
Bost Concrete & Construction LLC	20107006	WBE
Brewster Marine, LLC	20220916	WBE
Carter McKenna Seftel, LLC	20209428	WBE
Champion Metal & Glass, Inc.	20168230	MBE
Complete Spiral Manufacturing Inc.	20164998	WBE
Corporate Reproductions, Inc.	20174404	MWBE
Diversant Inc.	20104279	MBE
Hamburger Woolen Co. Inc.	20170600	WBE
Harbor Welding & Fabrication Corp.	20163241	MBE
Hydro-Marine Construction, Inc.	20132727	WBE
Interstate Hauling LLC dba Pure Soil Transit LLC	20200061	WBE
J. D'Annunzio & Sons, Inc.	20210060	MBE
JAL Management Co., Inc.	20164843	WBE
Usco Electric Co., Inc.	20208916	WBE
Mid-Island Electrical Sales Corp.	20172044	MBE
Murray Hydroseeding, LLC	20208777	WBE
On Time Ready Mfg, Inc.	20165420	MWBE
AXI CONSTRUCTION LLC	20164272	WBE
Rubi-Marquina Architecture Studio, LLC	20209077	MBE
Site Contractors, Inc.	10043267	WBE
SMS Building Systems, LLC	20207010	WBE
Sports America	20210015	WBE
Sunset Enterprises, Inc.	10043079	WBE
UniPower, LLC	20209235	MWBE

**THE PORT AUTHORITY OF NY & NJ**

**CERTIFIED MAIL  
RETURNED RECEIPT REQUESTED**

June 30, 2014

Ms. Melanie Brewster  
Managing Member  
Brewster Marine, LLC  
111 East Lacey Road  
Forked River, NJ 08731

**Re: Denial - Women-owned Business Enterprise (WBE) Certification**

Dear Ms. Brewster:

The Port Authority of NY & NJ has completed its review of your application for certification. Based upon an examination of the documentation submitted and information presented, the Office of Business Diversity and Civil Rights has concluded that Brewster Marine, LLC does not meet the eligibility criteria for certification as a Women-owned Business Enterprise. The firm is therefore ineligible to participate in the Port Authority's Minority and Women-owned Business Enterprise (MWBE) program.

The specific reasons for the determination are as follows:

1. The contribution of capital by you to acquire the majority interest in Brewster Marine, LLC is not real and substantial.

Our guidelines require that the contribution of capital by the woman owner to acquire her interest in the firm be real and substantial. Examples of insufficient contributions include a promise to contribute capital, a note payable to the firm or its owners who are not minorities or women or the mere participation by minorities or women as an employee, or in any managerial capacity, rather than owner.

You provided an "Agreement of Sale of Membership Interest" effective January 1, 2013, which showed that there was a sale of interest in the firm from Peter Brewster to Melanie Brewster for \$50,000 in exchange for 51% majority interest in the firm. The terms of the agreement is that Ms. Brewster would use her salary in completing the sale. There was no evidence indicating that there were funds transferred from Melanie Brewster to Peter Brewster to complete the sale. It is determined that the transfer of shares was, therefore, gifted to Ms. Brewster.

2. The Operating Agreement for Brewster Marine, LLC restricts you and your ability to direct the operations of the business without the consent of non-minority/women members.

According to our guidelines, the MBE or WBE firm shall not be subject to any formal or informal restrictions, which limit the customary discretion of the minority or women owners. There shall be no restriction through for example, by law provisions, partnership agreements, and charter requirements for cumulative voting rights or otherwise, that prevent the minority or women owners, without cooperation or vote of any owner who is not a minority or woman, from making a business decision for the firm.

In your Operating Agreement, there are several examples of critical actions that can be permitted to be taken on behalf of Brewster Marine, LLC only after approval, by vote or written consent, of all members of the firm. You being one of two managing members would need consent from the other non-minority/woman member to transact critical actions or make critical decisions on behalf of the firm. Examples of restrictive provisions in the Operating Agreement follow:

Section X - Management Duties and Restrictions: No member shall, without the consent of the other members, endorse any note or act as an accommodation party, or otherwise become surety for any person in any transaction involved in the Company. Without the consent of the Company, no member shall on behalf of the Company borrow or lend money, or make, deliver or accept any commercial paper, or execute any mortgage, security agreement, bond or lease, or purchase or contract to purchase, or sell or contract to sell any property for or of the Company. No member shall, except with the consent of the other members, mortgage, grant a security interest in its share in the Company capital assets or property, or do any act detrimental to the best interests of the Company or which would make it impossible to carry on the ordinary purpose of the Company.

Section XIX - Amendment of Operating Agreement – This Operating Agreement may be altered, amendment or repealed and a new Operating Agreement may be adopted only by a 100% vote of the membership at any annual, regular or special meeting of the members.

3. The non-minority/women owner, Peter Brewster, appears to be the primary possessor of the expertise necessary to manage and control the firm. He is also disproportionately responsible for the critical operations of Brewster Marine, LLC.

Our guidelines require that the woman owner possess the expertise and power to direct or cause the direction of the management and policies of the firm and to make the day-to-day as well as major decisions on matters of management, policy and operations.

Your technical expertise comes into question based on your resume. According to your resume, you have a Bachelor of Science in Speech Communications. The bulk of your work experience has been in radio broadcasting and production. You show your position and experience with Brewster Marine, LLC as administrative in nature. As office manager your responsibilities include bookkeeping, managing finances and serving as the liaison between the boat's captain and the customers. You did not show on your resume any maritime trades training, or related marine towing expertise or job worksite experience.

In contrast, Peter Brewster's resume shows that he received a Bachelor of Science degree from Maine Maritime Academy and he has over 20 years in the industry. In addition to having founded and being the sole owner of Brewster Marine, LLC from 2004 to 2012, he has several maritime certifications -- 1600 ton Master's License with oceans endorsement, towing endorsement, STCW, Fire Fighting, Radar Observer, Stability Certificate, CPR, First Aid Provider and Third Mate's Unlimited certifications. Prior to having founded Brewster Marine, LLC he served as Captain for several well-known maritime companies -- Weeks Marine and Gateway Towing, Inc.

Question #26 of the certification application related to company management, has Peter Brewster as the individual responsible for what we consider "critical aspects" of the firm's operation -- estimating, and supervising field operations. Mr. Brewster also has equal signing authority with you on the company's TD bank account.

Based on the aforementioned, we conclude that Peter Brewster is the primary possessor of the expertise and experience to manage a maritime towing company and he is disproportionately responsible for the day-to-day operations.

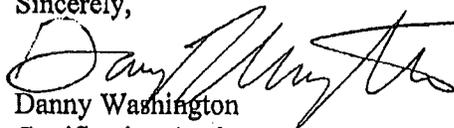
Cumulatively, these findings provide the basis for the Port Authority's determination that Brewster Marine, LLC does not meet the eligibility criteria for WBE certification.

Should you wish to appeal this decision, you may elect to appeal in writing or by a formal hearing. You must submit a written request for a formal appeal hearing within thirty days from the date of this letter. If you choose to appeal in writing, you must submit the written appeal with all supporting documentation within thirty days from the date of this letter. If you do not request an appeal hearing or provide your written appeal before Wednesday July 30, 2014, this decision shall be deemed final. Your appeal of this letter must contain information rebutting our determination and you must provide any supporting documentation relevant to the rebuttal. Your written appeal or hearing request should be sent to: Traci Wheelwright, Certification Manager, The Port Authority of NY & NJ, Office of Business Diversity and Civil Rights, 233 Park Avenue South, 4<sup>th</sup> Floor, New York, NY 10003.

Counsel at its discretion may represent Brewster Marine, LLC. Should you choose to be represented by counsel, please indicate such in the request for an appeal hearing.

A firm that has been denied certification, as a Women-owned Business Enterprise cannot reapply for certification until two (2) years from the date of this notice. Therefore, Brewster Marine, LLC will be ineligible to apply for certification until June 30, 2015.

Sincerely,



Danny Washington  
Certification Analyst  
The Port Authority of NY & NJ  
Office of Business Diversity and Civil Rights  
233 Park Avenue South 4<sup>th</sup> Floor  
New York, NY 10003

Enclosed: "Guidelines for Certification of Minority Business Enterprises (MBEs) and Women-owned Business Enterprises"

**CERTIFIED MAIL  
RETURNED RECEIPT REQUESTED**

**THE PORT AUTHORITY OF NY & NJ**

December 18, 2013

Mr. Albert Shin  
President  
765 Sixth Avenue Market, Inc.  
765 6<sup>th</sup> Avenue  
New York, NY 10010

Re: Denial - Disadvantaged Business Enterprise (DBE) Certification

Dear Mr. Shin:

According to federal regulations §26.73, failure to provide requested information in a timely manner is deemed as a failure to cooperate. DBE firms are required to cooperate fully and promptly with, among other things, requests for information. Failure to do so shall be grounds for denial or removal of certification.

On October 2, 2013, we sent you a letter requesting additional information to determine your eligibility for DBE Certification. In addition, we have attempted to contact you by phone on several occasions. To date you have yet to respond to our request.

Therefore, your firm is denied DBE certification as provided in §26.73 of the governing regulations for failure to cooperate. This action is being taken on behalf of the New Jersey and New York State Unified Certification Program (NJUCP and NYSUCP) partners.

Any business that has its certification denied may file an administrative appeal to the US Department of Transportation. The written appeal should be directed to:

U.S. Department of Transportation  
External Civil Rights Program Division  
Department Office of Civil Rights  
1200 New Jersey Avenue, S.E./W-35  
Washington, D.C. 20590

The written appeal should be filed no later than 90 days after the date of this certification denial letter and should include the reasons you believe this determination should be reversed.

Please be advised that your firm is not eligible to apply for certification as a DBE with the Port Authority of NY & NJ or any Certifying Partners of the NYSUCP or NJUCP for one (1) year from the date of this letter.

Sincerely,



Jayson Ortiz  
Certification Analyst  
Office of Business Diversity and Civil Rights

233 Park Avenue South  
4th Floor  
New York, NY 10003  
T: 212 435 7000

**THE PORT AUTHORITY OF NY & NJ**

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

March 18, 2014

Ms. Karen Vassallo  
President  
Complete Spiral Manufacturing, Inc.  
515 Tiffany Street  
Bronx, NY 10474

**Re: Denial – Women-owned Business Enterprise (WBE) Certification**

Dear Ms. Vassallo:

The Port Authority of NY & NJ has completed its review of your application for certification. Based upon an examination of the documentation submitted and information presented, the Office of Business Diversity and Civil Rights has concluded that Complete Spiral Manufacturing, Inc. does not meet the eligibility criteria for certification as a Women-owned Business Enterprise (WBE). The firm is therefore ineligible to participate in the Port Authority's Minority and Women-owned Business Enterprise (MWBE) Program.

The specific reasons for our determination are as follows:

1. Your compensation is not commensurate with your ownership interest and role as company President.

According to our guidelines, the woman owner shall enjoy the customary incidents of ownership and shall share in the risks and profits.

Complete Spiral Manufacturing, Inc. was established and your ownership began in 2002. A review of payroll records provided, shows that you did not receive a salary until the third quarter of 2011, which was listed as \$1,534.18, in contrast to the three highest salaries during that period, which were: \$24,994.22, \$22,148.11, \$21,816.31. As the business owner, your salary is substantially low compared to your employees. It is clear that the level of compensation received by you is not proportionate to your ownership interest and role as President.

Ms. Karen Vassallo

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March 18, 2014

2. The woman owner does not exercise real control over the critical aspects of the business.

Our guidelines require that the woman owner possess the expertise and power to direct or cause the direction of the management and policies of the firm and to manage the day-to-day operations, as well as major decisions on matters of management policy and operations.

Based on a review of your resume, your ownership of Complete Spiral Manufacturing, Inc. was held in conjunction with your employment as a teaching assistant until 2009. Your resume reflects an extensive background in administration, but no direct sheet metal or HVAC experience. A review of other resumes submitted reflect individuals, collectively, who have over one hundred years of HVAC or technical expertise necessary to run the business. We conclude, therefore, that your ability to make technical decisions is dependent upon the advice and expertise of others and suggests to us that your ability to direct the day-to-day operations is questionable and to a degree non-existent.

Furthermore, in response to Section III: Business Management of the certification application, you list yourself as being responsible for one function solely -- financial decisions -- and share the responsibility of managing & signing payroll and bank signatory with two other employees. All the critical/technical responsibilities, such as estimating, preparing bids, negotiating bonding, marketing & sales, hiring & firing, supervising, purchasing equipment/supplies, and negotiating contracts are handled and performed by others.

3. The contribution of capital by you to acquire the majority interest in Complete Spiral Manufacturing, Inc. is not real and substantial.

Our guidelines require that the contribution of capital by the woman owner to acquire her interest in the firm be real and substantial and the burden of proof be on the woman-owned business to provide documentation upon request. Any owner signing the Acknowledgments & Verification Page of the certification application consents to an examination of the firm's records to ascertain its eligibility for certification.

Noted on your certification application, you indicated contributory funds of \$250,000 in cash. In response to a request for an explanation of the source and proof of these contributory funds, you provided a copy of a January 2014 Wells Fargo Account Statement. This provides proof that the contribution is not a cash contribution by the woman owner but a joint account with Harry Vassallo for an approved line of credit of \$250,000.

Ms. Karen Vassallo

- 3 -

March 18, 2014

Given the foregoing, a joint account limits your ability to control financials as the woman-owner, which is in contrast to our requirement of full control for certification. In sum, you have failed to provide adequate proof, which would demonstrate that the women owner's contribution was real and substantial.

Cumulatively, these findings provide the basis for the Port Authority's determination that Complete Spiral Manufacturing, Inc. does not meet the eligibility criteria for WBE certification.

Should you wish to appeal this decision, you must submit a written request for an appeal hearing within thirty (30) days from the date of this letter. If an appeal hearing is not requested before April 18, 2014 this decision shall be deemed final. Your appeal letter must contain information rebutting our determination and you must provide any supporting documentation relevant to the rebuttal. You may send the appeal-hearing request to:

Ms. Traci Wheelwright  
Certification Program Manager  
The Port Authority of NY & NJ  
Office of Business Diversity and Civil Rights  
233 Park Avenue South, 4<sup>th</sup> Floor  
New York, NY 10003

Counsel at its discretion may represent Complete Spiral Manufacturing, Inc. Should you choose to be represented by counsel, please indicate such in the request for an appeal hearing. As stated in the "Guidelines for Certification of MBEs and WBEs", you may present information and arguments in writing without a hearing, should you wish not to appear in person.

A firm that has been denied certification as a WBE cannot reapply for certification until two years from the date of this letter. Therefore, Complete Spiral Manufacturing, Inc. may reapply for certification after March 18, 2016.

Sincerely,



Certification Analyst  
Office of Business Diversity and Civil Rights

cc: I. Perich

Enclosure: Guidelines for Certification of MBEs and WBEs

**THE PORT AUTHORITY OF NY & NJ**

**CERTIFIED MAIL  
RETURNED RECEIPT REQUESTED**

February 18, 2014

Mr. Michael D'Annunzio  
D'Annunzio & Sons, Inc.  
136 Central Avenue  
Clark, NJ 07066

**Re: Denial of Minority Business Enterprise (MBE) Certification**

Dear Mr. D'Annunzio:

The Port Authority of NY & NJ has completed its review of your application for certification. Based upon an examination of the documentation submitted and information presented, the Office of Business Diversity and Civil Rights has concluded that D'Annunzio & Sons, Inc. (Applicant) does not meet the eligibility criteria for certification as a Minority Business Enterprise (MBE). The firm is therefore ineligible to participate in the Port Authority's Minority and Women-owned Business Enterprise (MWBE) program.

The specific reasons for the determination are as follows:

1. The corporation has failed to establish that the majority shareholders are of Hispanic origin.

More specifically, the application and additional information provided does not demonstrate the *Hispanic origin of its owners/majority shareholders because the evidence shows that the majority shareholders' grandfather - on whom the Applicant relies to demonstrate the inclusion of its owners/majority shareholders in a minority group - was not Hispanic, but was Italian born in Brazil.*

Our guidelines define a Hispanic minority group member as a United States citizen or permanent resident alien who is a Hispanic person of Mexican, Puerto Rican, Dominican, Cuban, Central or South American origin, regardless of race. "Origin" is used to identify the source or roots of the parent(s)' ethnicity as Hispanic.

By your application, dated November 28, 2012, you provided that three persons with ownership interests in D'Annunzio & Sons, Inc., specifically, James D'Annunzio, Michael D'Annunzio, and Stephen D'Annunzio, were Hispanic by choosing Ethnicity Group Code 02a for each. In support of each of your claimed Hispanic origins, as United States citizens, you submitted a copy of the birth certificate of Giacinto D'Annunzio (hereinafter Giacinto), who was born in Brazil and was the grandfather of the three aforementioned owners. The translation of Giacinto's birth certificate states in pertinent part that Giacinto was born to "Jose Danuncio" and "Luiza Molina" who were "Italian residents of the town."

We find that Giacinto's birth certificate does not demonstrate his Hispanic origin or the origin of the Applicant's owners/majority shareholders. The birth certificate identifies Giacinto's parents as Italian, and as such, his origin and the origin of his descendants, herein identified, are Italian.

In support of our finding, by letter dated December 5, 2013, owner/shareholder Michael D'Annunzio wrote: "[...] The slight differences in spelling [of Giacinto's name] come from the Portuguese language and clerical errors in Brazil." This suggests that Giacinto was in fact born Giacinto D'Annunzio but for a Portuguese translation of his name and clerical error. The Applicant presented no documentation of a name change. Additionally, as evidence or proof that the Hispanic community regards each owner as Hispanic American, you provided information regarding the Applicant's investment in a Brazilian company and a nomination letter of Michael's sister (who is not listed as an owner) in a Northrop Grumman publication entitled 2013 Women of Color. Neither proffers any evidence as to each owner's regard in the Hispanic community. Hispanic Owner Affidavits and Annex Hispanic Owner Affidavits provided as further attestation of the owners/shareholders identities as Hispanics and the aforementioned evidence provided by you in support of your eligibility to be certified as a Hispanic MBE is insufficient.

We conclude that the birth certificate permits a reasonable inference, that Giacinto's parents were not Hispanics, but Italians that were residing in Brazil when he was born. Accordingly, it is the Port Authority's determination that D'Annunzio & Sons, Inc. does not meet the eligibility criteria for MBE certification.

Should you wish to appeal this decision, you must submit a written request for an appeal hearing within thirty (30) days from the date of this letter. If you do not request an appeal hearing before March 18, 2014, this decision shall be deemed final. Your appeal of this letter must contain information rebutting our determination and you must provide any supporting documentation relevant to the rebuttal. Your appeal-hearing request should be sent to: Traci Wheelwright, Certification Manager, The Port Authority of NY & NJ, Office of Business Diversity and Civil Rights, 233 Park Avenue South, 4<sup>th</sup> Floor, New York, NY 10003.

Counsel at its discretion may represent D'Annunzio & Sons, Inc. Should you choose to be represented by counsel, please indicate such in the request for an appeal hearing.

A firm that has been denied certification as a Minority Business Enterprise cannot reapply for certification until two (2) years from the date of this notice. Therefore, D'Annunzio & Sons, Inc. will be ineligible to apply for certification until February 18, 2016.

Sincerely,

  
Danny Washington  
Certification Analyst

cc: L. Green, I. Perich,

Enclosed: "Guidelines for Certification of Minority Business Enterprises (MBEs) and Women-owned Business Enterprises (WBEs)"

**THE PORT AUTHORITY OF NY & NJ**

August 23, 2013

Ms. Anna Maria Oppedisano  
President  
On Time Ready Mix  
34-16 College Point Blvd  
Flushing, NY 11426

**Re: Close-Out Minority, Women-owned Enterprise (MWBE)**

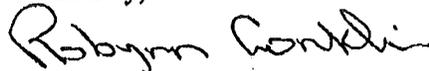
Dear Ms. Oppedisano:

This is to inform you that because we have not received the information requested on August 2, 2013 your firm's file has been closed.

You may re-apply for certification one year from the date of this letter.

If you have any questions, please contact me at (212) 435-4049 or [certhelp@panynj.gov](mailto:certhelp@panynj.gov).

Sincerely,



Robynn M. Conklin  
Certification Analyst  
Office of Business Diversity and Civil Rights

**CERTIFIED MAIL  
RETURNED RECEIPT REQUESTED**

**THE PORT AUTHORITY OF NY & NJ**

September 13, 2013

Ms. Alice Kay  
Managing Member  
RKI Construction, LLC  
9 Professional Circle, Suite 204  
Colts Neck, NJ 07722-2409

RE: Denial-Women-owned Business Enterprise (WBE) Certification

Dear Ms. Kay:

The Port Authority of NY & NJ has completed its review of your application for certification. Based upon an examination of the documentation submitted and information presented, the Office of Business Diversity and Civil Rights has concluded that RKI Construction, LLC does not meet the eligibility criteria for certification as a Women-owned Business Enterprise. The firm is therefore ineligible to participate in the Port Authority's Minority and Women-owned Business Enterprise (MWBE) program.

The specific reasons for the determination are as follows:

1. The Operating Agreement for RKI Construction, LLC restricts your and Ms. Janet Kay's ability to direct the operations of the business without the consent of the non-minority/women members.

According to our guidelines, the WBE firm shall not be subject to any formal or informal restrictions, which limit the customary discretion of the minority or women owners. There shall be no restriction through for example, by law provisions, partnership agreements, and charter requirements for cumulative voting rights or otherwise, that prevent the minority or women owners, without cooperation or vote of any owner who is not a minority or woman, from making a business decision for the firm.

In your Operating Agreement, there are several examples of critical actions that can be permitted to be taken on behalf of RKI Construction, LLC only after approval by vote or written consent, of two-thirds in interest (or 66.6%) of or unanimous consent of the members. You and Janet Kay being two of the four managing members with a 52% interest in the firm would therefore need consent from one or both of the non-minority/women members to transact critical actions or make critical decisions on behalf of the firm. Following are examples of the restrictive provisions contained in the Operating Agreement:

233 Park Avenue South  
4th Floor  
New York, NY 10003  
T: 212 435 7000

Article 5, Section E of the Operating Agreement states: "Notwithstanding the foregoing, the operating managers may not make any of the following management decisions without obtaining the consent of two thirds in interest of the members:

- 1) To acquire, sell, assign or otherwise transfer any interest in any property.
- 2) To create any indebtedness for borrowed money whether or not secured.
- 3) To make, execute or deliver on behalf of the company any assignment for the benefit of creditors or any guarantee, indemnity bond or surety bond.
- 4) To obligate the company or any member as a surety, guarantor or accommodation party to any obligation.
- 5) To confess any judgment on behalf of the company
- 6) To do any act which makes it impossible to carry on the ordinary business of the company.
- ~~7) To make any decision regarding any employee.~~
- 8) To obligate the company in any manner for liability in Excess of \$10,000."

Article IX, A of the Operating Agreement states: "A Member may transfer his interest in the Company to another person or entity only with the prior unanimous consent of the other Members either in writing or at a meeting called for such purpose. If all the other Members do not approve of the transfer, the transferee shall have no right to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be entitled to receive the share of profits, losses and Cash Flow or other compensation by way of income and the return of contributions to which the transferor otherwise would be entitled."

2. It appears that RKI Construction, LLC is structured as a family run business where all the members share equally in the day-to-day management of the firm.

Our guidelines require that the woman owner posses the expertise and power to direct or cause the direction of the management and policies of the firm and to make the day-to-day as well as major decisions on matters of management, policy and operations.

Article 5, Section D of the Operating Agreement states: "The Company shall be managed by the Operating Managers and the conduct of the Company's business shall be controlled and conducted solely and exclusively by the Operating Managers in accordance with this Agreement. In addition to and not in limitation of any rights and powers conferred by law or other provisions of this Agreement, the Operating Managers shall have and may exercise on behalf of the Company all powers and rights necessary, proper, convenient or advisable to effectuate and carry out the purposes, business and objectives of the Company, and to maximize Company profits.

Such powers shall include, without limitation, the following:

- 1) To open accounts and deposit and maintain funds in the name of the Company in banks or savings and loan associations.
- 2) To determine the appropriate accounting method or methods to be used by the Company.

- 3) To commence lawsuits and other proceedings.
- 4) To retain accountants, attorneys or other agents to act on behalf of the Company.
- 5) To execute, acknowledge and deliver any and all instruments to effectuate the foregoing, and to take all such action in connection therewith as the Operating Managers deem necessary or appropriate.”

According to the Sun National Bank letter dated August 12, 2012, you, Janet Kay, David Kay and Leroy Kay are authorized signers on the business checking account with each member having equal authority.

A review of the response to section III: Company Management, question #26 of the certification application related to company management, shows responsibilities are split/shared by the members. All the members are also guarantors for the \$500,000 line of credit with Central Jersey Bank.

You indicated to Office of Business Diversity and Civil Rights Certification Analyst Romaine Lewis during the site interview conducted on July 25, 2013, that you and Alice Kay primarily oversee the administration of the office and business financial affairs including preparing payroll and financial reports, tracking accounts payable and receivables. Leroy Kay and David Kay are responsible for negotiating, estimating and bidding contracts as well as field operations. Leroy Kay signed all the subcontracts submitted by you as evidence of work performed by RKI Construction, LLC.

3. Your compensation as well as Janet Kay's does not appear to be commensurate with your ownership interest.

According to our guidelines, the women owners shall enjoy the customary incidents of ownership and shall share in the risks and profits commensurate with their ownership interests as demonstrated by an examination of the substance rather than the form of the arrangements.

A review of the payroll records provided for the third quarter of 2012, show that you and Janet Kay's salary is \$8,000 and \$10,000, respectively. This is substantially lower than David Kay and Leroy Kay who during the same period earned \$20,800 and \$23,000, respectively. It is evident that the level of compensation received by both women owners is substantially less than the non-minority/women owners.

Cumulatively these findings provide the basis for The Port Authority of NY & NJ's determination that RKI Construction, LLC does not meet the eligibility criteria for WBE certification.

Should you wish to appeal this decision, you must submit a written request for an appeal hearing within thirty days from the date of this letter. If you do not request an appeal hearing before October 15, 2013, this decision shall be deemed final. Your appeal of this letter must contain information rebutting our determination and you must provide any supporting documentation relevant to the rebuttal. Your appeal-hearing request should be sent to: Ida Perich, General

Manager, The Port Authority of NY & NJ, Office of Business Diversity and Civil Rights, 233  
Park Avenue South, 4th Floor, New York, NY 10003.

Counsel at its discretion may represent that RKI Construction, LLC. Should you choose to be  
represented by counsel, please indicate such in the request for an appeal hearing.

A firm that has been denied certification, as a Women-owned Business Enterprise cannot reapply  
for certification until two (2) years from the date of this notice. Therefore, that RKI Construction,  
LLC will be ineligible to apply for certification until September 13, 2015.

Sincerely,



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Danny Washington  
Certification Analyst  
Office of Business Diversity and Civil Rights

cc: I. Perich

Enclosed: Guidelines for Certification of Minority Business Enterprises (MBEs) and Women-  
owned Business Enterprises (WBEs)

**THE PORT AUTHORITY OF NY & NJ**

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

March 18, 2014

Mr. Gene C. Waddy  
Chief Executive Officer  
Diversant, LLC  
331 Newman Springs Rd.  
Bldg. 3, Suite 350  
Red Bank, NJ 07701

**Re: Denial – Minority Business Enterprise (MBE) Certification**

Dear Mr. Waddy:

The Port Authority of NY & NJ has completed its review of your application for certification. After careful examination of the supporting documentation submitted and information presented, we concluded that Diversant, LLC does not meet the eligibility criteria for certification as a Minority Business Enterprise (MBE) and, is ineligible to participate in the agency's Minority and Women-owned Business Enterprise (MWBE) Program.

The specific reason for our determination is as follows:

1. Your ownership, as the minority owner, in the firm does not equal 51%.

Our guidelines require that the minority ownership in the firm be at least 51% in order to meet the requirement of minority ownership.

Based on the documentation provided and during our telephone discussion, Diversant, LLC is comprised ("reorganized") of two companies: GoWand and Info Technologies, Inc.

GoWand is owned by yourself and John Goulet, where the ownership percentage is 51/49, respectively, as such GoWand owns 99% of Diversant, LLC.

Info Technologies, Inc. is 100% owned by John Goulet, as such Info Technologies owns 1% of Diversant, LLC.

Given the foregoing facts, Diversant, LLC is 50.49% owned by you, as the minority owner, (this ownership is from 51% ownership in GoWand) and 49.51% owned by John Goulet, as the non-minority owner, (John's ownership is 48.51% of GoWand plus 1% of Info Technologies, Inc., making his total Diversant, LLC ownership 49.51%).

Mr. Gene Waddy

- 2 -

March 18, 2014

2. A review of your Operating Agreement clearly restricts your ability as the minority owner to conduct business without the cooperation and agreement of John Goulet.

Our guidelines require the minority owner shall possess the power to direct and to cause the direction of the management and policies of the firm, and to make the day-to-day as well as major decisions on matters of management, policy and operations. The firm shall not be subject to any formal or informal restrictions, which limit the customary discretion of the minority owners. For example, there shall be no requirements or allowancing corporate bylaws, operating procedures, partnership agreements, shareholder agreements or charter for cumulative voting rights, or their voting arrangements, that prevent the minority owner with the cooperation or vote of any owner who is not a minority, from making a business decision for the firm.

Upon review of your firm's Operating Agreement:

- a) Article I, Section 1.01 states, " 'Manager' shall mean ITI" ITI is Info Technologies, Inc., which is owned by John Goulet."
- b) Article V, Section 5.01 (a) Management of the Company states, "The business and affairs of the Company shall be managed by its Manager (Diversant). The Manager shall direct, manage and control the business of the Company to the best of the Manager's ability. Except for situations in which the approval of the Members is expressly required by this Operating Agreement or by nonwaivable provisions of applicable law, the Manager shall have full and complete authority, power, and discretion to manage and control the business, affairs, and properties of the Company, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of the Company's business. Nothing contained in this Agreement shall require any person to inquire into the authority of the Manager to execute and deliver any document on behalf of the Company or to bind the Company pursuant to such document."
- c) Article V, Section 5.02 Major Decisions, states, "Notwithstanding anything to the contrary set forth in this Agreement, the following actions may not take place without the affirmative vote or written consent of all the Members:"
- d) Article V, Section 5.11 Banking (a) states, "The Company shall maintain one or more bank accounts in the name and for the sole benefit of the Company as determined by the Manager. The funds in the Company's bank account or accounts shall be used solely for the business of the Company, and shall be subject to withdrawal by checks made in the name of the Company."

Mr. Gene Waddy

- 3 -

March 18, 2014

Cumulatively, these findings provide the basis for the Port Authority's determination that Diversant, LLC does not meet the eligibility criteria for MBE certification.

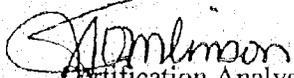
Should you wish to appeal this decision, you must submit a written request for an appeal hearing within thirty (30) days from the date of this letter. If an appeal hearing is not requested before April 18, 2014 this decision shall be deemed final. Your appeal letter must contain information rebutting our determination and you must provide any supporting documentation relevant to the rebuttal. You may send the appeal-hearing request to:

Ms. Traci Wheelwright  
Certification Program Manager  
The Port Authority of NY & NJ  
Office of Business Diversity and Civil Rights  
233 Park Avenue South, 4<sup>th</sup> Floor  
New York, NY 10003

Counsel at its discretion may represent Diversant, LLC. Should you choose to be represented by counsel, please indicate such in the request for an appeal hearing. As stated in the "Guidelines for Certification of MBEs and WBEs", you may present information and arguments in writing without a hearing, should you wish not to appear in person.

A firm that has been denied certification as an MBE cannot reapply for certification until **two** years from the date of this letter. Therefore, Diversant, LLC may reapply for certification after March 18, 2016.

Sincerely,

  
Certification Analyst  
Office of Business Diversity and Civil Rights

cc: I. Perich

Enclosure: Guidelines for Certification of MBEs and WBEs

## THE PORT AUTHORITY OF NY & NJ

### CERTIFIED MAIL RETURN RECEIPT REQUESTED

March 5, 2014

Mrs. Ellen Brodsky  
President  
ADM Sand & Stone Construction Corp.  
c/o Ms. Donna Redler, CPA  
2840 Stevens Street  
Oceanside, NY 11572

### Re: Denial – Women-owned Business Enterprise (WBE) Certification

Dear Mrs. Brodsky:

The Port Authority of NY & NJ has completed its review of your application for certification. Based upon an examination of the documentation submitted and information presented, the Office of Business Diversity and Civil Rights has concluded that ADM Sand & Stone Construction Corp. does not meet the eligibility criteria for certification as a Women-owned Business Enterprise (WBE). The firm is therefore ineligible to participate in the Port Authority's Minority and Women-owned Business Enterprise (MWBE) Program.

The specific reasons for our determination are as follows:

1. The woman owner does not exercise real control over the critical aspects of the business.

Our guidelines require that the woman owner possess the expertise and power to direct or cause the direction of the management and policies of the firm and to make the day-to-day operations, as well as major decisions on matters of management policy and operations.

Based on a review of your resume, we noted that you live in Boca Raton, Florida. During our telephone interview, in response to being questioned about how the day-to-day operations are handled, you stated, "You handle matters via Skype and travel to New York once a month."

Given your residential locality versus the business locality it appears questionable how - even more importantly whom - is handling the day-to-day operations of your firm, who delegates work schedules, who approves procurement issues, who conducts meetings, who meets with clientele, etc. No evidence has been provided to establish how often you handle matters via Skype and how long your monthly trips to New York are -- you are an absentee owner.

Ms. Ellen Brodsky

- 2 -

March 5, 2014

2. The woman-owned business has not been forthcoming with providing information to support its eligibility as a WBE and has failed to cooperate with additional requests for information.

Our guidelines require that the burden of proof be for the woman-owned business to provide documentation upon request. Any owner signing the Acknowledgments & Verification Page of the certification application consents to an examination of the firm's records to ascertain its eligibility for certification.

Although a review of your firm's 2012 1120 Corporate Tax Return reflects gross receipts of \$558,757, you have not provided executed contracts to substantiate that amount. Upon request for three executed contracts with supporting documentation, you responded with a letter dated December 1, 2013 stating "ADM does not have any contract to supply; when hired, we are hired on a daily or weekly basis; we are a subcontractor of a subcontractor, we do not have any direct connection with construction companies, so therefore we do not sign contracts." In a December 6, 2013 email, after a second request for information was made, you responded "ADM does not have permission from our subcontractors to submit copies of any invoices; this information is confidential."

Additionally, you did not complete the Construction Reference Sheet required for qualification review by our Engineering Department. In reference to the original request for information, on May 6, 2013, you did not comply by providing that information and was offered another opportunity to provide that information again on October 30, which was due by November 14. Some information was received and a courtesy call was made on November 26, granting an extension until December 6. On December 20, 2013, our office was notified that a representative of your firm had contacted Port Authority facility staff inquiring about the status of the firm's application, then on December 24, via email, another extension was given until January 31, 2014 to submit the request information; to date the requested information has not been provided. Subsequently on February 5, 2014, you called our office to inquire about the status of your file. You were advised to consult with your representative (your accountant).

3. Your compensation is not commensurate with your ownership interest and role as company President.

According to our guidelines, the woman owner shall enjoy the customary incidents of ownership and shall share in the risks and profits.

Ms. Ellen Brodsky

- 3 -

March 5, 2014

A review of payroll records for the past three consecutive years, show that you did not receive a salary. It is clear that the level of compensation received by you is not proportionate to your ownership interest and role as President.

Cumulatively, these findings provide the basis for the Port Authority's determination that ADM Sand & Stone Construction Corp. does not meet the eligibility criteria for WBE certification.

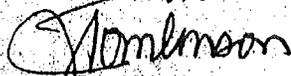
Should you wish to appeal this decision, you must submit a written request for an appeal hearing within thirty (30) days from the date of this letter. If an appeal hearing is not requested before April 5, 2014, this decision shall be deemed final. Your appeal letter must contain information rebutting our determination and you must provide any supporting documentation relevant to the rebuttal. You may send the appeal-hearing request to:

Ms. Traci Wheelwright  
Certification Program Manager  
The Port Authority of NY & NJ  
Office of Business Diversity and Civil Rights  
233 Park Avenue South, 4<sup>th</sup> Floor  
New York, NY 10003

Counsel at its discretion may represent ADM Sand & Stone Construction Corp. Should you choose to be represented by counsel, please indicate such in the request for an appeal hearing. As stated in the "Guidelines for Certification of MBEs and WBEs", you may present information and arguments in writing without a hearing, should you wish not to appear in person.

A firm that has been denied certification as a WBE cannot reapply for certification until two years from the date of this letter. Therefore, ADM Sand & Stone Construction Corp. may reapply for certification after March 5, 2016.

Sincerely,



Certification Analyst  
Office of Business Diversity and Civil Rights

cc: I. Perich

Enclosure: Guidelines for Certification of MBEs and WBEs

**CERTIFIED MAIL  
RETURNED RECEIPT REQUESTED**

**THE PORT AUTHORITY OF NY & NJ**

August 8, 2013

Ms. Mary Allison Earle-Cleary  
Managing Member  
Interstate Hauling LLC  
(d.b.a. Pure Soil Transit LLC)  
655 South Hope Chapel Road  
Jackson, NJ 08527

Re: Denial - Women-owned Business Enterprise (WBE) Certification

Dear Ms. Earle-Cleary,

The Port Authority of NY & NJ has completed its review of your application for certification. Based upon an examination of the documentation submitted and information presented, the Office of Business Diversity and Civil Rights has concluded that Interstate Hauling LLC (d.b.a. Pure Soil Transit LLC) does not meet the eligibility criteria for certification as a Women-owned Business Enterprise. The firm is therefore ineligible to participate in the Port Authority's Minority and Women-owned Business Enterprise (MWBE) program.

The specific reasons for the determination are as follows:

1. The contribution of capital by you to acquire the majority interest in Interstate Hauling LLC is not real and substantial.

Our guidelines require that the contribution of capital by the woman owner to acquire her interest in the firm be real and substantial. Examples of insufficient contributions include a promise to contribute capital, a note payable to the firm or its owners who are not minorities or women or the mere participation by minorities or women as an employee, or in any managerial capacity, rather than owner.

You provided a promissory note dated July 22, 2011, which showed that there was a sale of interest in the firm from Thomas Earle and Walter Earle II (your siblings) to Mary Allison Earle-Cleary for \$18,424.00 in exchange for 52% majority interest in the firm. However, the promissory note stated that payment was due by December 31, 2013 and there is no indication that any payments have been made. Therefore, your majority ownership in the firm is not real and substantial since the transaction has not been completed.

233 Park Avenue South  
4th Floor  
New York, NY 10003  
T: 212 435 7000

2. The Operating Agreement for Interstate Hauling, LLC restricts you and your ability to direct the operations of the business without the consent of non-minority/women members.

According to our guidelines, the MBE or WBE firm shall not be subject to any formal or informal restrictions, which limit the customary discretion of the minority or women owners. There shall be no restriction through for example, by law provisions, partnership agreements, and charter requirements for cumulative voting rights or otherwise, that prevent the minority or women owners, without cooperation or vote of any owner who is not a minority or woman, from making a business decision for the firm.

In your Operating Agreement, there are numerous examples of critical actions that can be permitted to be taken on behalf of Interstate Hauling LLC only after approval, by vote or written consent, of all members of the firm. You being one of four managing members would need consent from the other three non-minority members to transact critical actions or make critical decisions on behalf of the firm. Examples of restrictive provisions in the Operating Agreement follow:

Section 7.2. Substitute Members: An assignee of a membership interest will be admitted as a substitute Member and will be entitled to all the rights and powers of the assignee only if the other Members unanimously consent. If admitted, the substitute Member has, to the extent assigned, all of the rights and powers, and is subject to all of the restrictions and liabilities of a Member.

Section 8.1(b) – The consent of all Members will be required to approve the following: 1) the dissolution of the Company, 2) the merger of the Company; 3) the version of the Company, 4) the authorization or ratification of acts that would otherwise violate the duty of loyalty, 5) an amendment to the Articles of Organization, 6) the sale, exchange, lease, or other transfer of all or substantially all of the assets of the Company other than in the ordinary course of business, 6) the compromise of an obligation to make a contribution, 7) the making of interim distributions, 8) the admission of a new Member, 9) the use of the Company's property to redeem an interest subject to a charging order 10) an amendment to the Operating Agreement.

3. The non-minority/women owners appear to be the primary possessors of the expertise necessary to manage and control the firm. They are also disproportionately responsible for the critical operations of Interstate Hauling LLC.

Our guidelines require that the woman owner possess the expertise and power to direct or cause the direction of the management and policies of the firm and to make the day-to-day as well as major decisions on matters of management, policy and operations.

Your technical expertise comes into question based on your resume. According to your resume, you have a Bachelors degree with a concentration in Marketing. The bulk of your work experience is in sales, marketing and administration. The resume also shows that you are currently employed as a High School and Community Outreach Representative at Berkeley College. This raises questions as to your ability to control the day-to-day management of Interstate Hauling LLC while still in the employ of another organization.

In contrast, the resumes of your siblings -- Michael G. Earle, Thomas J. Earle, Walter R. Earle, II, show that they each have over 25 years in the asphalt hauling business. In fact, in addition to having founded Interstate Hauling LLC, they own five other related businesses -- Earle Asphalt Company, Walter R. Earle Corp., Earle Construction Co., Walter R. Earle Transit, LLC, and Pure Soil Technologies, Inc. Interstate Hauling LLC (d.b.a. Pure Soil Transit LLC) shares office, parking and garage space with these affiliated companies.

Michael, Thomas and Walter also hold membership affiliations in and/or hold Board positions or obtained certifications from the following related associations -- New Jersey Society of Asphalt Technologists, Inc., National Asphalt Pavement Association, New Jersey Pavement Association, New Jersey Motor Truck Association, and New Jersey Society of Concrete Technologists, Inc.

A review of your response to question #26 of the certification application related to company management, shows that you listed Walter R. Earle II and Thomas J. Earle as the individuals responsible for what we consider critical aspects of the firm's operation -- bidding, estimating, and negotiating bonding.

4. It appears that Interstate Hauling LLC is structured as a family run business where all the owners/members share in the day-to-day management of the firm.

Our guidelines require that the woman owner possess the expertise and power to direct or cause the direction of the management and policies of the firm and to make the day-to-day as well as major decisions on matters of management, policy and operations.

According to Section 9.1 Management of the Operating Agreement: all of its Members will manage The Company. 9.1(a) states in part, "... the Members will have the sole right to manage the business of the Company and will have all powers and rights necessary as appropriate or advisable to effectuate and carry out the purposes and business of the Company". In addition, section 9.1(d) states that any member, officer or any other person authorized by a member may execute any contract, agreement or document on behalf of the firm.

On the bank resolution forms, you are listed as one of five primary signers on the business accounts with each member having equal authority.

According to your response to question #26 of the application related to company management, you are responsible for only one function singly -- financial decisions. We question whether you are solely responsible for the financial decisions of the company given that Walter R. Earle II is the general partner designated as the tax matters partner (TMP) according to copies of tax returns you provided. His resume also shows that he holds a Bachelor of Science in Business Administration with extensive financial coursework. Your primary educational coursework was in marketing.

All other critical operations noted in question #26 including bidding, estimating, negotiating bonding, supervising field operations are either performed by the non-minority/woman owners or are shared with those individuals.

5. Your compensation is not commensurate with your ownership interest and role as company President.

According to our guidelines, the women owners shall enjoy the customary incidents of ownership and shall share in the risks and profits commensurate with their ownership interests as demonstrated by and examination of the substance rather than the form of the arrangements.

A review of payroll records provided, show that you started to receive a salary in the 1<sup>st</sup> Quarter of 2013. Your salary was \$1,848.00, which was the lowest salary earned for that quarter. The next lowest salary was \$3,511.61. The highest salary during that same period was \$23,584.20. It is clear that the level of compensation received by you is not proportionate to your ownership interest and role as President.

Cumulatively, these findings provide the basis for the Port Authority's determination that Interstate Hauling, LLC (d.b.a. Pure Soil Transit LLC) does not meet the eligibility criteria for WBE certification.

Should you wish to appeal this decision, you must submit a written request for an appeal hearing within thirty days from the date of this letter. If you do not request an appeal hearing before September 9, 2013, this decision shall be deemed final. Your appeal of this letter must contain information rebutting our determination and you must provide any supporting documentation relevant to the rebuttal. Your appeal-hearing request should be sent to: Ida Perich, General Manager, The Port Authority of NY & NJ, Office of Business Diversity and Civil Rights, 233 Park Avenue South, 4<sup>th</sup> Floor, New York, NY 10003.

Counsel at its discretion may represent Interstate Hauling LLC (d.b.a. Pure Soil Transit LLC). Should you choose to be represented by counsel, please indicate such in the request for an appeal hearing.

A firm that has been denied certification, as a Women-owned Business Enterprise cannot reapply for certification until two (2) years from the date of this notice. Therefore, Interstate Hauling, LLC (d.b.a. Pure Soil Transit LLC) will be ineligible to apply for certification until August 10, 2015.

Sincerely,



Danny Washington  
Certification Analyst  
The Port Authority of NY & NJ  
Office of Business Diversity and Civil Rights  
233 Park Avenue South 4<sup>th</sup> Floor  
New York, NY 10003

cc: I. Perich

**THE PORT AUTHORITY OF NY & NJ**

September 4, 2013

Mr. Joseph Awing  
President  
Harbor Welding & Fabrication Corp.  
208 South Fehr Way  
Bay Shore, NY 11706

Re: Denial - Minority Business Enterprise (MBE) Certification

Dear Mr. Awing:

The Port Authority of NY & NJ has completed its review of your application for certification. Based upon an examination of the documentation submitted and information presented, the Office of Business Diversity and Civil Rights has concluded that Harbor Welding & Fabrication Corp. does not meet the eligibility criteria for certification as a Minority Business Enterprise. The firm is therefore ineligible to participate in the Port Authority's Minority and Women-owned Business Enterprise (MWBE) Program.

The specific reason for the determination follows:

1. The contribution of capital by you to acquire the majority interest in Harbor Welding & Fabrication Corp. is not real and substantial.

Our certification guidelines require that the contribution of capital by the minority owner to acquire interest in the firm be real and substantial. Examples of insufficient contributions include a promise to contribute capital, a note payable to the firm or its owners who are not minorities or women or the mere participation by minorities or women as an employee, or in any managerial capacity, rather than owner.

According to the March 1, 2012 Promissory Note you submitted with your application, you entered into an agreement with Anthony Graziano whereby you agreed to paying Mr. Graziano \$850,000 plus accrued interest for a 51% interest in Harbor Welding & Fabrication Corp. Payments are due over a 144-month period with the first payment due March 1, 2012 and the final payment due March 1, 2024. The 51% interest and stock of Harbor Welding & Fabrication Corp. will be held in escrow until the promissory note is paid in full. Your majority ownership is therefore not real and substantial since the transaction has not been completed.

This finding provides the basis for the Port Authority's determination that Harbor Welding & Fabrication Corp. does not meet eligibility criteria for an MBE certification. Should you wish to

233 Park Avenue South  
4th Floor  
New York, NY 10003  
T: 212 435 7000

**THE PORT AUTHORITY OF NY & NJ**

appeal this decision, you must submit a written request for an appeal hearing within thirty days of the date of this letter. If you do not request an appeal hearing before October 3, 2013, this determination and you must provide any supporting documentation relevant to the rebuttal. The appeal hearing request should be sent to Ida Perich, General Manager, The Port Authority of NY & NJ, Office of Business Diversity and Civil Rights, 233 Park Avenue South, 4<sup>th</sup> Floor, New York, NY 10003.

Counsel at its discretion may represent Harbor Welding & Fabrication Corp. Should you choose to be presented by counsel, please indicate such in the request for an appeal hearing.

A firm that has been denied certification as a Minority Business Enterprise cannot reapply for certification until two (2) years from the date of this notice. Therefore, Harbor Welding & Fabrication Corp. will be eligible to apply for certification until October 4, 2015.

Sincerely,



Jayson Ortiz  
Certification Analyst  
Office of Business Diversity and Civil Rights

Enclosed: Guidelines for Certification of Minority Business Enterprises (MBEs) and Women-owned Business Enterprises

233 Park Avenue South  
4th Floor  
New York, NY 10003  
T: 212 435 7000