

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, July 20, 2017

Action on Minutes	89
Report of Nominating Committee	89
Report of Committee on Operations	89
Report of Committee on Finance	89
Report of Committee on Capital Planning, Execution and Asset Management	89
Chairman's Report	89
Election of Officer	90
LaGuardia Airport – Rehabilitation of Runway 4-22 and Associated Taxiways – Project Authorization	91
George Washington Bridge – Rehabilitation Program – Rehabilitation of Structural Steel, Paint Removal and Repainting the Underside of Lower Level – Increase in Planning Authorization	92
World Trade Center Retail Project – Pre-Tenant Fit-Out – Increase in Authorization to Existing Design and Design Management Services Agreement with World Trade Center Properties, LLC	94
LaGuardia Airport – New Terminal C&D – Amended and Restated Agreement for Lease of New Terminal C&D – Amendment of Prior Resolution	96
Confidential Item	98
Confidential Item	100
Tribute to Carlene V. McIntyre	101

MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, July 20, 2017 at 150 Greenwich Street, City, County and State of New York

PRESENT:

NEW JERSEY

Hon. John J. Degnan, Chairman
 Hon. Kevin J. O'Toole
 Hon. Raymond M. Pocino
 Hon. David S. Steiner
 Hon. Caren Z. Turner

NEW YORK

Hon. Jeffrey H. Lynford, Vice Chairman
 Hon. Leecia R. Eve
 Hon. Daniel J. Horwitz
 Hon. Gary LaBarbera
 Hon. George T. McDonald
 Hon. Rossana Rosado

Patrick J. Foye, Executive Director
 Michael E. Farbiarz, General Counsel
 Karen E. Eastman, Secretary

Roseanne Abbato, Supervising Legal Management Specialist, Law
 Sima Abrams, Esq., Law
 Sajaa Ahmed, Esq., Law
 Gail Altman, Special Counsel for Finance, Law
 Orin Austin, Rail Transit Analyst, Rail Transit
 Carrol Bennett, Assistant Director, Capital Planning, Chief of Capital Planning, Execution and Asset Management
 Joan Bennett, Esq., Law
 Justin E. Bernbach, Director, Government and Community Affairs, New York
 John Bilich, Acting Chief Security Officer
 Robin Bramwell-Stewart, Assistant Director, Capital Planning, Project Management Office
 Radomir Bulayev, Assistant Director, Capital Projects Management, Rail Transit
 Norman Burns, Legal Management Executive, Law
 Molly C. Campbell, Director, Port
 Ana A. Carvajalino, Director, Office of Financial Planning
 Steven J. Coleman, Deputy Director, Media Relations
 Janet D. Cox, Director, Management and Budget
 Nicole Crifo, Deputy Chief Ethics and Compliance Officer
 Clarelle D. DeGraffe, Deputy Director, Rail Transit
 Gerard A. Del Tufo, Assistant Director, Development and Operations, Real Estate Services
 John C. Denise, Audio Visual Supervisor, Marketing
 Marci DiFrancesco, Esq., Law
 Michael Dombrowski, Audio Visual Specialist, Marketing
 Robert J. Donahue, Executive Financial Analyst, Office of the Chief Financial Officer
 Diannae C. Ehler, Director, Tunnels, Bridges and Terminals
 Benjamin S. Engle, Project Manager, Human Resources
 Jose B. Febrillet, Director, Project Management
 Michael A. Fedorko, Director, Public Safety/Superintendent of Police
 Kevin Frick, Esq., Law

Robert E. Galvin, Chief Technology Officer
Ann Georgas, Manager Legal Management Division, Law
Martha Golar, Esq., Law
Lauren Grodentzik, Esq., Law
Glenn P. Guzi, External Affairs Logistics Manager, World Trade Center Redevelopment
Linda C. Handel, Deputy Secretary, Office of the Secretary
MaryLee Hannell, Chief, Human Capital
Gary Heard, Chief of Staff to the Chairman
Howard G. Kadin, Esq., Law
Sherien Khella, Deputy Director, Office of Financial Planning
Arnold Kolikoff, Esq., Law
Cristina M. Lado, Director, Government and Community Affairs, New Jersey
Courtney J. Laidlaw, Esq., Law
Annesa Lau, Manager, Budget Performance and Analysis, Management and Budget
Huntley A. Lawrence, Director, Aviation
Karl Lunan, Manager, Claims, Law
John H. Ma, Chief of Staff to the Executive Director
Stephen Marinko, Assistant General Counsel
Ronald Marsico, Director, Media Relations
Michael G. Massiah, Chief, Capital Planning, Execution and Asset Management
Hugh G. McCann, Director, World Trade Center Operations
Elizabeth M. McCarthy, Chief Financial Officer
James E. McCoy, General Manager, Board Unit, Office of the Secretary
Sharon McGahee, Esq., Law
David J. McGrath, Manager, Marketing and Communications, Marketing
Kathleen Miller, Esq., Law
Rachel Moody, Esq., Law
Doreen Moran, Police Officer
Mark F. Muriello, Deputy Director, Tunnels, Bridges and Terminals
Maria Oliveri, Associate Board Management and Support Specialist, Office of the Secretary
Steven Peabody, Principal Paralegal, Law
Annie O. Persaud, Assistant Director, Corporate Budget & Analysis, Management & Budget
Stephen Powell, Esq., Law
Mark Pucci, General Manager, Retail, World Trade Center Redevelopment
Alan Reiss, Director, World Trade Center Construction
Risa Resnick, Esq., Law
Robert Rodrigues, Principal Legal Management Specialist, Law
Veronica Rodriguez, Esq., Law
Elizabeth Rogak, Esq., Law
Richard Smyth, Contract Staff, Aviation
James A. Starace, Chief Engineer/Director of Engineering
Timothy G. Stickelman, Senior Counselor, Law
Minerva John-Stull, Esq., Law
Faith Tabafunda, Esq., Law
Beverly Thorton, Senior Business Manager, Law
Lillian D. Valenti, Chief Procurement and Contracting Officer
Sheree R. Van Duyne, Manager, Policies and Protocol, Office of the Secretary

Allison Voetsch, Special Counsel for Finance, Law
 Kathryn Winfree, Senior External Relations Representative, Government and Community
 Relations
 William Young, Senior External Relations Client Manager, Government and Community
 Relations
 Anni Zhu, Leadership Fellow, Human Resources

Guests:

Diana Lopez, General Counsel, Gateway Program Development Corporation
 Mary Maples, Associate Counsel, Authorities Unit, Office of the Governor of New Jersey
 Carlene V. McIntyre, Port Authority Retiree

Speakers:

Margaret Donovan, The Twin Towers Alliance
 Hon. Robert Gordon, New Jersey State Senator
 Christy Guzzetta, President, NYC Cycle Club
 Rev. Tiffany Henkel, Hell's Kitchen South
 Coalition
 Richard Hughes, The Twin Towers Alliance
 Marcela Jimenez, Unite Here, Local 100
 Betty Mackintosh, Manhattan Community Board 4
 Joseph Ovellana, Unite Here, Local 100
 Michael Prevoe, Unite Here, Local 100
 Charlene Talarico, Port Authority Employee

 Hon. Loretta Weinberg, Majority Leader, New
 Jersey State Senate
 Neile Weissman, Complete George

Topic:

Transparency
 Port Authority Issues
 GWB Sidewalk Improvements
 Air Quality Concerns/PABT

 Port Authority Practices
 Airport Workers Protection
 Replacement of PABT
 Airport Workers Protection
 Airport Workers Protection
 Human Resources Policies and
 Procedures
 Port Authority Issues

 GWB Bicycle/Pedestrian Paths

The public meeting was called to order by Chairman Degnan at 2:21 p.m. and ended at 3:34 p.m. The Board also met in executive session prior to the public session. Commissioner Steiner was present for the executive session and a portion of the public session.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of June 15, 2017. She reported that copies of these Minutes were delivered to the Governors of New York (in electronic form) and New Jersey (in paper form) on June 16, 2017. The Secretary reported further that the time for action by the Governors of New York and New Jersey had expired at midnight of June 30, 2017.

Whereupon, the Board unanimously approved the Minutes of the meeting of June 15, 2017.

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 Operations

The Committee on Operations reported, for information, on matters discussed in public session at its meeting on July 20, 2017, which included discussion of an item that authorizes an amended and restated lease agreement with Delta Airlines for Terminals C and D at LaGuardia Airport, receipt of reports from the Special Panel Implementation Office's Trans-Hudson and Port teams, and a discussion on overtime performance results for the second quarter of 2017, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matter discussed in public session at its meeting on July 20, 2017, which included a review of financial performance results for the second quarter of 2017, and the report was received.

Report of Committee on Capital Planning, Execution and Asset Management

The Committee on Capital Planning, Execution and Asset Management reported, for information, on matters discussed in public session at its meeting on July 20, 2017, which included a review of a project for the rehabilitation of Runway 4-22 and associated taxiways at LaGuardia Airport, an increase in planning authorization in connection with the rehabilitation of portions of the George Washington Bridge, and a review of capital performance results for the second quarter of 2017, and the report was received.

Chairman's Report

On behalf of the Board, Chairman Degnan welcomed Commissioners Leecia R. Eve, Daniel J. Horwitz, Gary LaBarbera, George T. McDonald, Kevin J. O'Toole and Rossana Rosado and congratulated them on their recent appointments to the Board.

ELECTION OF OFFICER

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

Commissioner Pocino, 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 VII of the By-Laws, the Committee, by unanimous action, submits the nomination for election to the office of Vice Chairman of The Port Authority of New York and New Jersey of Commissioner Jeffrey H. Lynford.”

Pursuant to the foregoing report, with Commissioners Degnan, Eve, Horwitz, LaBarbera, Lynford, McDonald, O'Toole, Pocino, Rosado, Steiner and Turner voting in favor, Commissioner Jeffrey H. Lynford was unanimously elected as Vice Chairman of the Port Authority. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

LAGUARDIA AIRPORT – REHABILITATION OF RUNWAY 4-22 AND ASSOCIATED TAXIWAYS – PROJECT AUTHORIZATION

It was recommended that the Board authorize a project for the rehabilitation of Runway 4-22 and associated taxiways at LaGuardia Airport (LGA), at an estimated total project cost of \$54.4 million.

Runway 4-22 serves as one of two main runways at LGA. It was last rehabilitated in 2008 and is nearing the end of its useful life.

The proposed project would provide for the milling and asphalt concrete overlay of Runway 4-22 and its associated taxiways. Work also would include pavement markings, and replacement and upgrade of runway and taxiway lighting systems and guidance signs, in accordance with Federal Aviation Administration (FAA) requirements. The taxiways included in this project are in need of rehabilitation, and including these assets in this project would provide for operational efficiencies by allowing for simultaneous work during runway closures, thereby minimizing future runway closures.

Work would be staged during nightly airport closures and extended weekend runway closures, to minimize the impact to aeronautical operations. Sections of the runway and associated taxiways would be made available for aircraft operations as construction is completed.

An application would be submitted to the FAA for the use of Airport Improvement Program funds for eligible costs.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Degnan, Eve, Horwitz, LaBarbera, Lynford, McDonald, O'Toole, Pocino, Rosado and Turner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that a project for the rehabilitation of Runway 4-22 and associated taxiways at LaGuardia Airport, at an estimated total project cost of \$54.4 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to take action with respect to construction contracts, contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the foregoing project; and it is further

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

**GEORGE WASHINGTON BRIDGE – REHABILITATION PROGRAM –
REHABILITATION OF STRUCTURAL STEEL, PAINT REMOVAL AND
REPAINTING THE UNDERSIDE OF LOWER LEVEL – INCREASE IN
PLANNING AUTHORIZATION**

It was recommended that the Board authorize: (1) an increase of \$13.5 million in the amount of the planning authorization (from \$7.8 million to \$21.3 million) to support the design of a project for the rehabilitation of the underside of the lower level of the George Washington Bridge (GWB), including rehabilitation of structural steel, relocation of utilities, replacement of maintenance platforms, removal of existing lead-based paint and repainting; and (2) the Executive Director to: (a) enter into an agreement with Hardesty & Hanover/Buckland & Taylor, Joint Venture, to perform expert professional architectural and engineering services to support the final design and construction of the project, in an estimated amount of \$6.5 million (inclusive of a 25-percent contingency); and (b) enter into right-of-entry agreements with various entities as may be necessary to effectuate the design and construction of the project.

This planning effort is part of the nearly \$2 billion “Restoring the George” program to provide for the rehabilitation/replacement of structural elements of the GWB, including the rehabilitation of the underside of the lower level.

The GWB, which opened in 1931 and was modified to include a lower level roadway in 1962, is a 14-lane suspension bridge connecting Interstate 95 over the Hudson River, between Fort Lee, New Jersey and 178th/179th Streets in the Borough of Manhattan, New York. The main span is 3,500 feet long, and the New Jersey and New York back spans are 610 feet and 650 feet, respectively.

The addition of the lower level to the GWB was completed in 1962 and included movable maintenance platforms, known as travelers, under the structure to support maintenance and inspection of the bridge. There are two travelers under the main span and one under each back span. Engineering inspections identified numerous structural areas that require varying degrees of steel repair.

On February 9, 2012, the Board authorized a program to support three critical projects to maintain the lower level GWB span and certain approach bridges and ramps that serve the GWB, which included \$7.8 million in planning funds to prioritize the lower level structural steel rehabilitation work and assist in the development of a comprehensive plan to support the phased rehabilitation of the structural steel and provide for paint removal and repainting.

In July 2015, the Executive Director authorized the award of Contract GWB-244.240 to Skanska Koch, Inc. to perform Phase I of the lower level underside rehabilitation, which included certain priority steel and concrete repairs that were identified as necessary during biennial inspections conducted from 2009 through 2013, the removal and disposal of the New York main span maintenance traveler platform, and repairs to catwalks and the remaining three maintenance traveler platforms, at an estimated amount of \$8,568,515.

The currently proposed authorization would cover Phase II final design work. Upon completion of the proposed design work, project authorization would be sought. The project would encompass additional steel repairs, relocation of utilities, lead abatement and painting, replacement

of the four maintenance traveler platforms and the median mesh between the eastbound and westbound traveling lanes.

The proposed increase in the planning authorization is necessary to provide for additional architectural and engineering services, which will result in greater certainty as to the total project cost to complete the Phase II work of the lower level underside rehabilitation program.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Degnan, Eve, Horwitz, LaBarbera, Lynford, McDonald, O'Toole, Pocino, Rosado and Turner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that an increase of \$13.5 million in the amount of the planning authorization (from \$7.8 million to \$21.3 million), to support the design of a project for the rehabilitation of the underside of the lower level of the George Washington Bridge, including rehabilitation of structural steel, relocation of utilities, replacement of maintenance platforms, removal of existing lead-based paint and repainting, 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) enter into an agreement with Hardesty & Hanover/Buckland & Taylor, Joint Venture, to perform expert professional architectural and engineering services to support the final design and construction of the project, in an estimated amount of \$6.5 million (inclusive of a 25-percent contingency); and (2) enter into right-of-entry agreements with various entities as may be necessary to effectuate the design and construction of the foregoing 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 take action with respect to contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the foregoing planning work; and it is further

RESOLVED, that the form of all contracts, agreements and other documents in connection with the foregoing planning work shall be subject to the approval of General Counsel or his authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or his authorized representative.

WORLD TRADE CENTER RETAIL PROJECT – PRE-TENANT FIT-OUT -- INCREASE IN AUTHORIZATION TO EXISTING DESIGN AND DESIGN MANAGEMENT SERVICES AGREEMENT WITH WORLD TRADE CENTER PROPERTIES, LLC

It was recommended that the Board authorize an increase of \$5 million to the existing design services agreement with World Trade Center (WTC) Properties, LLC c/o Silverstein Properties Inc. (SPI), for Architect of Record (AOR), Engineer of Record (EOR) and other professional consultant, design, design management, and construction administration services in furtherance of the WTC Retail Project (Retail Project). The increase is necessary for close-out of Initial Development Scope and completion of the Tower 3 Above Grade, Cortlandt Way, and former North Temporary Access areas of the Retail Project. WTC Retail LLC, a component unit of the Port Authority, needs this funding in order to meet its contractual obligations with Westfield Corporation (Westfield). The proposed action would bring the total amount allocated for design and design management services to be performed by SPI and its sub-consultants in connection with the Retail Project to \$43.5 million, and would support this continuing effort through 2020.

In April 2007, WTC Retail LLC executed an agreement with SPI for design and design management services, for the purpose of providing expert professional design services to the Retail Project. Since that time, several Board authorizations have provided for increases in the scope of that agreement. Most recently, in December 2013, the Board authorized an increase of \$3.7 million in the amount of the agreement, bringing the total accumulated allocation for design services to \$38.5 million. At that time, the project schedule anticipated the Retail Project Initial Development Scope to be at full completion in 2015, and projected a 2018 opening of retail businesses in the Tower 3 Above Grade and North Temporary Access areas. However, since then, construction delays have impacted the overall schedule, prolonging completion of the Initial Development Scope to a revised targeted date of late 2017, with the Tower 3 Above Grade and North Temporary Access retail openings anticipated to occur in late 2019, requiring AOR and EOR services to extend in parallel with construction progress, with project close-out anticipated to occur in 2020.

Extended AOR and EOR services are required for continued monitoring of construction progress and final project sign-offs in support of the following activities: (1) responding to contractor Requests for Information, reviewing contractors' shop drawings and submittals, and assisting in the resolution of field conditions; (2) submissions of any needed design changes; (3) review and sign-offs on all inspection reports; (4) certification of project completion, in accordance with submitted plans and specifications; (5) requesting paperwork for final Permission To Occupy (PTO); and (6) final preparation, review and verification of close-out documentation. Without these specifically defined services, the Retail Project cannot gain final PTOs of the retail spaces, preventing the Port Authority from delivering commitments in the agreements with Westfield.

Delivery of the Tower 3 Above Grade and North Temporary Access retail areas pursuant to the Westfield agreements triggers the determination for the deemed opening of the retail tenants, at which time payment of approximately \$224 million (subject to certain adjustments) to the Port Authority is due from Westfield.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Degan, Eve, Horwitz, LaBarbera, Lynford, McDonald, O'Toole, Pocino, Rosado and Turner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that World Trade Center Retail LLC be and it hereby is authorized to increase by \$5 million the amount of its existing agreement with World Trade Center Properties, LLC, c/o Silverstein Properties, Inc., for Architect of Record, Engineer of Record and other professional consultant, design, design management, and construction administration services necessary to close out the Initial Development Scope, and complete the Tower 3 Above Grade, Cortlandt Way and former North Temporary Access areas of the World Trade Center Retail Project, bringing the total amount authorized for such services to \$43.5 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 increase the amount of the foregoing agreement, consistent with the terms outlined to the Board; and it is further

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

LAGUARDIA AIRPORT – NEW TERMINAL C&D - AMENDED AND RESTATED AGREEMENT FOR LEASE OF NEW TERMINAL C&D – AMENDMENT OF PRIOR RESOLUTION

On July 21, 2016, the Board authorized certain capital expenditures to be made in connection with a new 37-gate terminal (“New Terminal”) to replace Terminal C and Terminal D at LaGuardia Airport, subject to the Board’s further approval of the terms and conditions of an amended and restated lease agreement. On January 5, 2017, the Board authorized entry into an amended and restated lease agreement with an entity to be jointly owned by Delta Air Lines, Inc. (“Delta”) or an affiliate and West Street Infrastructure Partners III, a fund managed by Goldman, Sachs & Co. (“WSIP”), in connection with the Project (as defined in the January 2017 Resolution), on terms described in such Resolution. Following the January 2017 Board authorization, certain changes to the composition of the proposed lessee occurred that have necessitated revisions to the amended and restated lease agreement (as revised, the “Lease”), described below. It was recommended that the Board now authorize the Executive Director to enter into the proposed Lease.

Following the January 2017 Board authorization, Delta and WSIP determined that Delta would pursue the Project directly. As a result, Delta is now proposed to be the direct and sole counterparty to the Lease. Revisions have been made throughout the Lease to reflect that Delta alone will now develop, construct, operate and maintain the New Terminal and related facilities and will be directly responsible to the Port Authority for complying with the standards and requirements of the Lease.

The design and construction cost of the Project (other than costs funded by the Port Authority’s \$600 million contribution previously authorized by the Board) will now be funded entirely by Delta. It is expected that Delta will fund such costs through direct investments, as well as debt financing. Because the Project costs will be funded or financed by Delta directly and any cost overruns will be exclusively the responsibility of Delta, the minimum equity investment (of \$300 million) formerly required by the lessee entity is no longer necessary and will no longer be required in the Lease. In addition, payment of a fee or an equity gain share to the Port Authority in connection with a transfer of equity of the lessee entity or an assignment of the leasehold interest granted under the prior lease agreement is no longer necessary and will no longer be required. Since the January 2017 Board authorization, Delta has further developed the design and construction phasing plans for the Project, in coordination with the Port Authority staff. Based on the latest plans for the Project, the construction is targeted to be substantially completed in 2026, as previously reported to the Board. Depending on the final design and construction phasing plans, the 2026 target completion date may change.

Other than as described above, the commercial terms of the Lease remain substantially similar to the terms of the amended and restated lease agreement previously authorized by the Board in January of 2017.

It was recommended that the Board authorize the Executive Director to enter into the Lease on behalf of the Port Authority, on terms substantially consistent with those outlined to the Board on January 5, 2017 and in today’s report.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Degan, Eve, Horwitz, Lynford, McDonald, O'Toole, Pocino, Rosado and Turner voting in favor. Commissioner LaBarbera recused and did not participate in the consideration of, or vote on, this item. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an amended and restated lease agreement and any related agreements with Delta Air Lines, Inc. in connection with the design, construction, operation and maintenance of a new, 37-gate terminal at LaGuardia Airport and related facilities, on terms substantially consistent with those outlined to the Board on January 5, 2017; and it is further

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

CONFIDENTIAL ITEM

The Board approved a claim settlement in executive session, which will remain confidential under the terms of the proposed settlement.

CONFIDENTIAL ITEM

The Board also acted on a claim settlement that shall remain confidential due to a Confidentiality Agreement.

TRIBUTE TO CARLENE V. MCINTYRE

In recognition of her more than 30 years of dedicated and distinguished service to the Port Authority, we congratulate Assistant General Counsel Carlene V. McIntyre on her retirement.

After serving in the United States Department of Justice, where she focused principally on complex appellate issues, Carlene joined the Law Department of the Port Authority in 1987. She served initially in the Law Department’s Opinions & Appeals Division, rising to Deputy Chief in 1992 and Chief of the Division in 2000. In 2008, Carlene became Assistant General Counsel for Business Transactions and Regulatory Affairs, and in 2014, she assumed added responsibility, for Labor Relations matters.

Carlene has long been recognized as an extraordinarily creative lawyer, and as a widely-admired leader of the men and women of the Port Authority. Carlene has focused on solving high-stakes legal problems, and she has been a relentless advocate for the Port Authority and for the people of this region. Carlene has personally handled or supervised numerous novel and complex legal matters, including: federal regulatory issues related to airport rates and charges; challenges to bridge and tunnel toll increases, matters before the Federal Maritime Commission; acquisition of Stewart International Airport; rehabilitation of LaGuardia Airport; and matters related to both the Access to the Region’s Core Project and the Gateway Project. Carlene also served as Legislative Counsel for New York State matters, and was instrumental in the drafting and passage of legislation to support electronic toll collection enforcement and prevent “hustling” at the airports.

It is with sincere gratitude that we congratulate Carlene V. McIntyre upon her retirement, and thank her for extraordinary service.

Whereupon, the meeting was adjourned.

Secretary