* The actions set forth in these Minutes shall have no force and effect until the expiration of the statutorily required gubernatorial review period (currently expected to occur at Midnight on June 10, 2019), unless sooner approved by the Governors of both the State of New York and the State of New Jersey, or vetoed by either.
MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, May 23, 2019 at 150 Greenwich Street, City, County and State of New York

PRESENT:

NEW JERSEY

Hon. Kevin J. O’Toole, Chairman
Hon. Kevin P. McCabe
Hon. Raymond M. Pocino

NEW YORK

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

Richard Cotton, Executive Director
Michael E. Farbiarz, General Counsel
Linda C. Handel, Secretary

James K. Allen Jr., Chief of Staff to the Vice Chairman
Cynthia Bacon, Assistant Director/Chief Negotiator, Rail Transit
Adam L. Barsky, Chief of Staff to the Executive Director and Special Counselor
Luke Bassis, Deputy Director, Procurement
Justin E. Bernbach, Director, Government and Community Affairs, New York
John Bilich, Chief Security Officer
Benjamin M. Branham, Chief Communications Officer
Michael Brown, Assistant Chief, Port Authority Police
Radomir Bulayev, Assistant Director, Capital Project Management, Rail Transit
Rebecca L. Cassidy, General Manager, Board Unit, Office of the Secretary
Edward T. Cetnar, Director, Public Safety/Superintendent of Police
Joy Chiu, Assistant Superintendent, Way and Structures, Rail Transit
Steve Coleman, Deputy Director, Media Relations
Janet D. Cox, Director, Management and Budget
Nicole Crito, Deputy Chief, Chief Ethics and Compliance Office
Jennifer S. Davis, Chief Intergovernmental Affairs Officer
Clarelle D. DeGraffe, Director, Rail Transit
John C. Denise, Audio Visual Supervisor, Marketing
John Dempsey, Assistant Superintendent, Power, Signals and Communications, Rail Transit
Michael P. Dombrowski, Audio Visual Specialist, Marketing
Diannae C. Ehler, Director, Tunnels, Bridges and Terminals
Amy H. Fisher, First Deputy General Counsel
Kevin Frick, Attorney, Law
Robert E. Galvin, Chief Technology Officer
Glen Guzi, Senior Program Manager, World Trade Center Construction
Mercedes Guzman, Secretary to Executive Director
Mary Lee Hannell, Chief, Human Capital
Flora Heun, Manager, Business Services, Rail Transit
Natasha G. Jean Philipp-Cumberbatch, Manager, Corporate Transparency, Office of the Secretary
Milena Kosc, Principal Board Management and Support Specialist, Office of the Secretary
Lindsey M. Kryzak, Director, Media Relations
Scott Ladd, Assistant Director, Media Relations
Cristina M. Lado, Director, Government and Community Affairs, New Jersey  
Huntley A. Lawrence, Director, Aviation  
Anessa Lau, Deputy Director, Operations Services  
Kevin Lejda, Superintendent, Construction and Operations Planning, Rail Transit  
Stephen Marinko, Assistant General Counsel  
Daniel G. McCarron, Comptroller  
Elizabeth M. McCarthy, Chief Financial Officer  
Gerard McCarty, Director, Office of Emergency Management  
James E. McCoy, Deputy Secretary, Office of the Secretary  
Damian McShane, Program Director, Rail Transit  
Jessica Mills, Manager, Customer and Marketing Services, Rail Transit  
Joseph Monte, Employee Communication Specialist, Marketing  
Mary K. Murphy, Director, Planning and Regional Development  
Alec Nadeau, Special Assistant to the Executive Director  
Maria Oliveri, Associate Board Management and Support Specialist, Office of the Secretary  
Steven P. Plate, Chief, Major Capital Projects  
Alan L. Reiss, Director, World Trade Center Construction  
Thomas H. Rowbottom, Assistant Director/General Superintendent, Rail Transit  
Sam Ruda, Director, Port  
Beth Siegel, Program Director, Rail Transit  
Peter D. Simon, Chief of Staff to the Chairman  
Mark Spector, Director, Real Estate  
Joann Spirito, Manager, Federal Procurement Programs, Procurement  
James A. Starace, Chief Engineer/Director of Engineering  
Debra M. Torres, Chief Ethics and Compliance Officer  
Derek H. Utter, Chief Development Officer  
Lillian D. Valenti, Chief Procurement and Contracting Officer  
David J. Volk, Manager, System Safety and Environmental Management, Rail Transit  
Michael Vozza, Assistant Director, Corporate Budgeting and Analysis, Management and Budget  
Michael Watson, Deputy Director, Human Resources  
Gregory Wong, Manager, Business and Transportation Analysis, Rail Transit

Guests:  
Edmund Caulfield, Associate Counsel, Authorities Unit, Office of the Governor of New Jersey  
Michael P. Marino, Port Authority/PATH Retiree  
Lauren Melendez, Assistant Secretary for Transportation, Office of the Governor of New York  
Brian Wilton, Deputy Chief Counsel, Authorities Unit

Speakers:  
Jude Augustin, Unite Here Local 100  
Murray Bodin  
Brandon Burstin, Unite Here Local 100  
Oscar Garcia, Unite Here Local 100  
Hon. Stephen M. Sweeney, President, New Jersey State Senate  
Charlene Talarico  
Hon. Loretta Weinberg, Majority Leader, New Jersey State Senate  
Neile Weissman, Complete George

Topic:  
Healthcare for Airport Workers  
Transportation Issues  
Healthcare for Airport Workers  
Healthcare for Airport Workers  
Port Authority Bus Terminal  
Human Resources Policies and Procedures  
Port Authority Bus Terminal  
Widening Paths on GWB
The public meeting was called to order by Chairman O’Toole at 12:11 p.m. and ended at 1:04 p.m. The Board also met in executive session prior to the public session. At the request of the Chairman, Commissioner Bagger participated and attended a portion of the executive session remotely by telephone.

Report on Prior Meeting’s Minutes

Copies of the Minutes of the meeting of April 25, 2019 were delivered to the Governors of New York (in electronic form) and New Jersey (in paper form) on April 26, 2019. The time for action by the Governors of New York and New Jersey expired at midnight on May 10, 2019.
TRIBUTE TO MICHAEL P. MARINO

In recognition of his dedicated service to the Port Authority Trans-Hudson Corporation (PATH) and the region it serves, we congratulate General Manager/Director of Rail Transit, Michael P. Marino, on his recent retirement.

Mike Marino has led a distinguished career of over 43 years in the railroad industry, having served as Superintendent of Terminal Service at Amtrak, Director of Force Account Construction at the Metropolitan Transportation Authority, and Vice President of Rail Transit at AECOM. He joined PATH in 2011 as the Superintendent of PATH’s Ways and Structures Division. He subsequently became Assistant Director/General Superintendent, was later promoted to Deputy Director of PATH, and ultimately appointed as PATH’s General Manager/Director of Rail Transit in March 2015.

As General Manager/Director of Rail Transit, Mike Marino has led a staff that is dedicated to the delivery of safe and reliable 24/7 rail transportation services. He has been steadfast in his commitment to improving on-time performance for the record number of annual riders who currently utilize PATH rail service. Mike has also overseen the ongoing implementation of projects that will improve the PATH customer’s experience, including the roll out of the agency’s “Ride PATH” app, cellular service in stations and countdown clocks at all PATH stations.

Mike Marino has overseen an ambitious $2.4 billion capital plan for PATH, which includes projects for the Signal System Replacement Program, including Positive Train Control (PTC), Automatic Train Control, and significant station modernizations and improvements. He has been an invaluable leader in PATH’s recovery immediately following Superstorm Sandy in 2012, and in the ongoing efforts to repair latent damage caused by that storm and to implement flood mitigation and storm resilience projects to ensure the future integrity of the PATH rail system.

Most recently, Mike Marino was a driving force in ensuring PATH met the Federal Railroad Administration’s deadline of December 31, 2018 for the installation of PTC. As a direct result of his commitment, PATH was the first rail system in the New York-New Jersey region to meet this deadline. This past October, Mike also proudly witnessed the opening of a portion of the new Harrison PATH station, which will serve the public for generations to come.

It is with sincere gratitude that we recognize Michael P. Marino for his dedicated public service to the Port Authority Trans-Hudson Corporation and the entire region it serves.
LAGUARDIA AIRPORT – HANGARS 3 AND 5 AND A PORTION OF BUILDING 20 –
AMERICAN AIRLINES, INC. – NEW LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a new
lease agreement, Lease AGB-197 (Lease), with American Airlines, Inc. (American) for Hangars 3
and 5 and a portion of Building 20 (Premises) at LaGuardia Airport (LGA) that provides for the
following: (1) American’s continued use and occupancy of approximately 240,000 square feet of
building space and 0.27 acres of airside paved land on the Premises at LGA for use as aircraft
maintenance and repair facilities and office space, for a ten-year Lease term, with one five-year
extension option; (2) American to make specific improvements to rehabilitate the façade of
Hangars 3 and 5 and Buildings 19 and 20, currently estimated at $11 million, in accordance with
the Port Authority’s requirements; and (3) an estimated aggregate rental of approximately $28.2
million over the ten-year Lease term.

American would be required to make a set of specified improvements to rehabilitate the
façades of Hangars 3 and 5, Building 20 and Building 19 (which is not in the leasehold, but is part
of the continuous hangar façade across Hangars 3 and 5, and Building 20), in accordance with the
Port Authority’s requirements, which are currently estimated to cost $11 million. The
improvements are required to be completed within 24 months of executing the Lease. American
would bear all costs and risks of completing the design and construction work and would
coordinate with the Port Authority to obtain necessary approvals from the New York State Historic
Preservation Office. If American did not complete the rehabilitation work within 24 months, or if
the work failed to meet the Port Authority’s requirements, the Port Authority could elect to
complete the work itself and require American to pay the Port Authority for the cost of such work.
In addition, because of LGA’s limited hangar facilities, American would be required to renovate a
portion of the interior space within Hangars 3 and 5, so as to allow both hangars to accommodate
use by up to two additional airlines to support their general service repairs and cargo operations.

The term of the Lease would commence on or about June 10, 2019 and expire on or about
June 9, 2029. The option period, which would be subject to the consent of the Port Authority,
would commence on or about June 10, 2029 and expire on or about June 9, 2034. If the Port
Authority terminated the lease without cause, the Port Authority would be required to reimburse
American for the unamortized portion of its capital investment in the improvement work, plus the
cost of capital. In addition, if the Port Authority withheld its consent to extend the option period,
the Port Authority would pay American the unamortized portion of its capital investment of the
improvement work, in an amount to be agreed to by the parties, utilizing a 15-year amortization
schedule.

Pursuant to the foregoing report, the following resolution was adopted, with
Commissioners Eve, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, and Pocino 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 the Executive Director be and he hereby is authorized, for
and on behalf of the Port Authority, to enter into a new lease agreement, Lease AGB-
197, with American Airlines, Inc. (American) providing for American’s continued
occupancy of Hangars 3 and 5 and a portion of Building 20 at LaGuardia Airport for a
ten-year period, with one five-year extension option, substantially in accordance with the terms outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into any other contracts and agreements necessary or appropriate in connection with the foregoing; 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.
JOHN F. KENNEDY INTERNATIONAL AIRPORT – REPLACEMENT OF FIRE ALARM SYSTEMS PHASE I – PROJECT AUTHORIZATION

It was recommended that the Board authorize a project for the final design and construction for the replacement of the fire alarm systems in 11 buildings maintained by the Port Authority at John F. Kennedy International Airport (JFK), at an estimated total project cost of $71 million.

The Port Authority is responsible for maintaining and operating 41 buildings at JFK, including the fire alarm systems for those buildings. An assessment of the fire alarm systems in those buildings concluded that the systems should be replaced and upgraded. At its meeting of September 22, 2016, the Board authorized planning work, at an estimated cost of $7 million, for the replacement and upgrade of the fire alarm systems in the Port Authority-maintained buildings at JFK.

Based on preliminary design work for the fire alarm systems completed in early 2019, 11 of the 41 buildings were identified as the highest priority buildings to have their fire alarm systems replaced, due to the operational function, occupancy, age and condition of the systems.

As part of the proposed project, a reliable, state-of-the-art fire alarm system would be installed, with the ability to provide a mass notification system. The new system would include a new fiber-optic network to connect all new fire alarm systems in each building and provide a reliable and redundant connection to centralized locations on-airport.

The project for the final design and construction for the replacement of these 11 buildings at JFK would constitute the first phase of the effort to replace and upgrade the systems in all 41 JFK buildings maintained by the Port Authority. The fire alarm systems in the remaining buildings are anticipated to be replaced as part of future proposed projects.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Eve, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, and Pocino 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 final design and construction for the replacement of the fire alarm systems in 11 buildings maintained by the Port Authority at John F. Kennedy International Airport, at an estimated total project cost of $71 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, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; 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.
CONFIDENTIAL ITEM

The Committee approved a matter in executive session, which shall not be made available for public inspection until such actions have been completed.
CONFIDENTIAL ITEM

The Committee approved a confidential settlement in executive session, which shall not be made available for public inspection unless agreed to otherwise by the parties involved.
Whereupon, the meeting was adjourned.

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Deputy Secretary