

**THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**  
**COMMITTEE ON CAPITAL PLANNING, EXECUTION AND ASSET**  
**MANAGEMENT**  
**MINUTES**  
**Thursday, December 6, 2012**

Retention of Consultant in Support of the Committee on Capital Planning, Execution and Asset Management's Implementation of Recommendations Resulting from the Comprehensive Agency-wide Review 2

**THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**  
**MINUTES OF COMMITTEE ON CAPITAL PLANNING, EXECUTION AND ASSET**  
**MANAGEMENT**

**225 Park Avenue South**  
**New York, NY**  
**Thursday, December 6, 2012**

**PRESENT:**

Hon. Scott H. Rechler, Chair  
Hon. Anthony J. Sartor, Vice-Chair  
Hon. Jeffrey A. Moerdler  
Hon. Raymond M. Pocino  
Hon. David S. Steiner  
Committee Members

Hon. Richard H. Bagger  
Hon. David Samson  
Commissioners

William Baroni, Jr., Deputy Executive Director  
Darrell B. Buchbinder, General Counsel  
Karen E. Eastman, Secretary

Susan M. Baer, Director, Aviation  
John J. Drobny, Director, Security Projects, Office of the Chief Operating Officer/Co-Director,  
Security Transition Office/Acting Director, Security, World Trade Center  
Phillip Kwon, First Deputy General Counsel  
John H. Ma, Chief of Staff to the Executive Director  
Carlene V. McIntyre, Assistant General Counsel  
Gerald B. Stoughton, Director, Financial Analysis  
David B. Tweedy, Chief, Capital Programs  
Lillian D. Valenti, Director, Procurement  
Sheree Van Duyne, Manager, Policies and Protocol, Office of the Secretary  
David M. Wildstein, Director, Interagency Capital Projects, Office of the Deputy Executive  
Director  
Peter J. Zipf, Chief Engineer

Guest:

Nicole Crifo, Senior Counsel, Authorities Unit, Office of the Governor of New Jersey

The Committee meeting was called to order in executive session by Commissioner Rechler at 11:34 a.m. and ended at 11:37 a.m. The Committee met in public session prior to the executive session.

**RETENTION OF CONSULTANT IN SUPPORT OF THE COMMITTEE ON CAPITAL PLANNING, EXECUTION AND ASSET MANAGEMENT'S IMPLEMENTATION OF RECOMMENDATIONS RESULTING FROM THE COMPREHENSIVE AGENCY-WIDE REVIEW**

It was recalled to the Committee on Capital Planning, Execution and Asset Management (the Committee) that as part of the agency-wide review of the Port Authority requested by the Governors of New York and New Jersey in August 2011 and conducted under the oversight of a Special Committee of the Board, reports were received from Navigant Consulting, Inc. (Navigant) and Rothschild, Inc. recommending the implementation of specific initiatives. In response to these reports, the Board has taken various actions to implement certain of these recommended initiatives and directed executive staff to review and implement, or propose for implementation by the Board, other recommended initiatives to continue the transformation of the Port Authority. In furtherance of this effort, it was recommended by the Chair of the Committee that, pursuant to its Charter, the Committee authorize the retention of Navigant, at an amount not to exceed \$1 million, to support the committee in reviewing and implementing the recommendations resulting from the comprehensive agency-wide review related to the Committee's oversight responsibilities as set forth in its Charter. It was also recalled that Navigant was initially retained in November 2011 pursuant to a competitive solicitation process, and was deemed best suited to continue this specific work.

Individual task orders to be awarded pursuant to this authorization would be subject to the approval of the Chair and Vice-Chair of the Committee, who would report monthly to the Committee on the activities of the consultant and associated expenditures, and each task order shall contain a detailed scope of work, a defined completion date either through time or task completion, and a defined spending cap.

Pursuant to the foregoing report, the Committee adopted the following resolution in executive session, with Commissioners Moerdler, Pocino, Rechler, Sartor and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Committee being present.

**RESOLVED**, that General Counsel be and he hereby is authorized, for and on behalf of the Committee on Capital Planning, Execution and Asset Management (the Committee) to retain Navigant Consulting, Inc. (Navigant), at an amount not to exceed \$1 million, to provide professional advisory services to support the Committee in its continuing implementation of recommendations resulting from the comprehensive agency-wide review related to the Committee's oversight responsibilities with individual task orders to contain a detailed scope of work, a defined completion date either through time or task completion, and a defined spending cap and be subject to the approval of the Chair and Vice-Chair of the Committee, and to take any and all action in connection with the retention of Navigant, including negotiation and execution of an agreement(s) pertaining to such consultant(s) services.

Whereupon, the meeting was adjourned.

---

Secretary