

PORT AUTHORITY TRANS-HUDSON CORPORATION

MINUTES

Wednesday, September 18, 2013

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MINUTES of the Meeting of Port Authority Trans-Hudson Corporation held Wednesday, September 18, 2013 at 225 Park Avenue South, City, County and State of New York

PRESENT:

NEW JERSEY

Hon. David Samson, Chairman
 Hon. Richard H. Bagger
 Hon. Anthony J. Sartor
 Hon. William P. Schuber
 Hon. David S. Steiner

Patrick J. Foye, President
 William Baroni, Jr., Vice-President and Secretary
 Darrell B. Buchbinder, Counsel

Thomas L. Bosco
 Steven J. Coleman
 Philippe Danielides
 Stephanie E. Dawson
 John C. Denise
 Joseph P. Dunne
 Karen E. Eastman
 Michael A. Fedorko
 Michael B. Francois
 Cedrick T. Fulton
 David Garten
 Linda C. Handel
 Mary Lee Hannell
 Anthony Hayes
 Howard G. Kadin
 Stephen Kingsberry
 Cristina M. Lado
 Patrick Lanza
 Richard M. Larrabee
 John H. Ma
 Lisa MacSpadden
 Stephen Marinko
 Ronald Marsico
 Daniel G. McCarron
 Elizabeth M. McCarthy
 James E. McCoy
 Jared Pilosio
 Alan L. Reiss
 Brian W. Simon
 Timothy G. Stickelman
 Gerald B. Stoughton
 David B. Tweedy

NEW YORK

Hon. Scott H. Rechler, Vice-Chairman
 Hon. Kenneth Lipper
 Hon. Jeffrey H. Lynford
 Hon. Jeffrey A. Moerdler
 Hon. Rossana Rosado

Christopher M. Valens
Lillian D. Valenti
Sheree R. Van Duyne
Ian R. Van Praagh
David M. Wildstein
Peter J. Zipf

Guests:

Nicole Crifo
Regina Egea
Jeanine M. Thompson
Trey Wadsworth

Speakers:

Jonathan Bien
Murray Bodin
Margaret Donovan
Richard Hughes
Neile Weissman

The public meeting was called to order by Chairman Samson at 1:35 p.m. and ended at 2:01 p.m. The Board met in executive session prior to the public session.

Action on Minutes

Counsel submitted for approval Minutes of the meeting of May 29, 2013. He reported that copies of these Minutes were delivered to the Governors of New York (in electronic form) and New Jersey (in paper form) on May 30, 2013. He reported further that the time for action by the Governors of New York and New Jersey expired at midnight on June 13, 2013.

Whereupon, the Board of Directors unanimously approved the Minutes of the meeting of May 29, 2013.

PATH – AMENDMENT AND EXTENSION OF AGREEMENT WITH NEW YORK METROPOLITAN TRANSPORTATION AUTHORITY/NEW YORK CITY TRANSIT AUTHORITY REGARDING THE SALE, USE AND PROCESSING OF FARE MEDIA

It was recommended that the Board authorize the President of Port Authority Trans-Hudson Corporation (PATH) to enter into an amendment to extend the existing Memorandum of Understanding (MOU) with the New York Metropolitan Transportation Authority (MTA) and its related entity, New York City Transit Authority (NYCT), for the back-office, operational and customer service support of MetroCardSM and PATH single-ride ticket sales and use, SmartLinkSM smart card replenishment, debit/credit operations (including fraud investigations), ticket vending machine revenue servicing, customer service, revenue reconciliation and settlement of funds between PATH and MTA/NYCT, for a ten-year term, at a total estimated aggregate cost to PATH of \$36,964,000.

Via several prior actions from October 23, 2003 through September 22, 2005, the Board authorized certain agreements with the MTA/NYCT that, among other things, authorized PATH to allow for the use of the value-based MetroCardSM fare media on the PATH rail system, and for MTA/NYCT to provide for the back-office, operational and customer service support of value-based MetroCardSM and PATH single-ride ticket sales and use, SmartLinkSM smartcard replenishment, debit/credit operations (including fraud investigations), ticket vending machine revenue servicing, customer service, and revenue reconciliation and settlement of funds between the agencies for a five-year term, with a five-year option period. The current agreement is due to expire on November 22, 2013. The proposed amendment to the MOU would permit the continuance of the same services for a ten-year period, at an estimated cost to PATH of \$36,964,000.

Pursuant to the foregoing report, the Board adopted the following resolution, with Directors Bagger, Lipper, Lynford, Moerdler, Rechler, Rosado, Samson, Sartor, Schuber and Steiner voting in favor. Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the President be and he hereby is authorized, for and on behalf of Port Authority Trans-Hudson Corporation (PATH), to enter into an amendment to extend the existing Memorandum of Understanding with the New York Metropolitan Transportation Authority (MTA) and its related entity, New York City Transit Authority (NYCT), for the back-office, operational and customer service support of MetroCardSM and PATH single-ride ticket sales and use, SmartLinkSM smart card replenishment, debit/credit operations (including fraud investigations), ticket vending machine revenue servicing, customer service, revenue reconciliation and settlement of funds between PATH and MTA/NYCT, for a ten-year term, at a total estimated aggregate cost to PATH of \$36,964,000; and it is further

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

CONFIDENTIAL ITEM

The Board also authorized a transaction in executive session, which shall not be made available for public inspection.

Whereupon, the meeting was adjourned.

Counsel