

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

**MINUTES
December 8, 2005**

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, December 8, 2005, at 225 Park Avenue South, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Anthony R. Coscia, Chairman
 Hon. Angelo J. Genova
 Hon. Raymond M. Pocino
 Hon. Anthony J. Sartor
 Hon. David S. Steiner

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Bruce A. Blakeman
 Hon. Michael J. Chasanoff
 Hon. Christine A. Ferer
 Hon. David S. Mack

Kenneth J. Ringler, Executive Director
 Darrell B. Buchbinder, General Counsel
 Karen E. Eastman, Secretary

Gwendolyn Archie, Senior Administrator, Office of the Secretary
 Matthew A. Baratz, Assistant Director, Office of Business Development
 Linda K. Bentz, Assistant Director, Office of Policy and Planning
 Kayla M. Bergeron, Chief, Public and Government Affairs
 A. Paul Blanco, Chief Financial Officer
 John D. Brill, Director, Audit
 Steven A. Brown, Supervising Marketing Analyst, Office of Policy and Planning
 Gregory G. Burnham, Chief Technology Officer
 Ernesto L. Butcher, Chief Operating Officer
 Rosemary Chiricolo, Assistant Director, Financial Services
 Arthur J. Cifelli, Deputy Chief of Staff
 Steven J. Coleman, Public Information Officer, Public Affairs
 James T. Connors, Director, World Trade Center Redevelopment
 Anthony G. Cracchiolo, Director, Priority Capital Programs
 William R. DeCota, Director, Aviation
 John C. Denise, Supervisor, Audio Visual/Photography, Public Affairs
 Francis A. DiMola, Director, Real Estate
 John J. Drobny, Director, Project Management
 Iran H. Engel, Assistant Treasurer
 Michael G. Fabiano, Comptroller
 James P. Fox, Deputy Executive Director
 Michael B. Francois, Chief of Real Estate/Regional and Economic Development
 Linda C. Handel, Assistant Secretary
 L. Jay Hector, Senior Policy Advisor to the Executive Director/Vice-Chairman
 Edward L. Jackson, Director, Financial Services
 Howard G. Kadin, Senior Attorney, Law
 Victoria C. Kelly, Director, Tunnels, Bridges and Terminals
 Kirby King, Deputy Director, PATH
 Louis J. LaCapra, Chief Administrative Officer
 Richard M. Larrabee, Director, Port Commerce
 Shawn K. Laurenti, Director, Government and Community Affairs
 Francis J. Lombardi, Chief Engineer
 Robert F. Lurie, Chief of Strategic Planning
 Stephen Marinko, Attorney, Law
 Michael G. Massiah, Director, Human Resources
 John P. McCarthy, Director, Public Affairs

James E. McCoy, Manager, Board Management Support, Office of the Secretary
Anne Marie C. Mulligan, Treasurer
Lynn A. Nerney, Senior Administrator, Office of the Secretary
Steven P. Plate, Deputy Director, Priority Capital Programs
William Radinson, Assistant Director, Aviation
Alan L. Reiss, Deputy Director, Aviation
Cruz C. Russell, Director, Office of Policy and Planning
Edmond F. Schorno, Chief of Staff
Kenneth W. Snapp, Senior Policy Advisor, Office of the Deputy Executive Director
Gerald B. Stoughton, General Manager, Forecasting and Capital Planning, Financial Services
Sheree R. Van Duyne, Manager of Policies and Protocol, Office of the Secretary
Louis P. Venech, Client Manager, Office of Policy and Planning
Peter J. Zipf, Deputy Chief Engineer

The public session was called to order by Chairman Coscia at 2:00 p.m. and ended at 2:10 p.m. The Board met in executive session prior to the public session.

Report of Audit Committee

The Audit Committee reported, for information, on matters discussed in executive session at its meeting on December 6, 2005, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed at its meeting on December 8, 2005, which included discussion of matters related to or which could impact upon the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, and matters which could affect the competitive economic position of the Port Authority, the Port District or businesses with which we deal, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Report of Committee on Capital Programs/Port Planning

The Committee on Capital Programs/Port Planning reported, for information, on matters discussed in executive session at its meeting on December 8, 2005, which included discussion of lease matters, and matters which could affect the competitive economic position of the Port Authority, the Port District or businesses with which we deal, and the report was received.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed in executive session at its meeting on December 8, 2005, which included discussion of contract matters, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on December 8, 2005, which included discussion of property and contract matters in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Staff Reports

A presentation was made by staff on the Port Authority's 2006 Budget and Capital/Strategic Plan.

2006 BUDGET

The 2006 Budget for The Port Authority of New York and New Jersey, including the anticipated expenditures of its wholly owned corporate entities, provides for capital and operating expenditures during calendar year 2006 necessary to achieve the Port Authority's goals and objectives.

The Port Authority exists to enhance the region's competitiveness and prosperity by providing transportation services that efficiently move people and goods within the region and facilitate access to the nation and the world. The Port Authority strives to better coordinate terminal, transportation and other facilities of commerce in the New York-New Jersey metropolitan region surrounding the Port of New York and New Jersey, and does so by identifying and meeting the critical transportation infrastructure needs that support bi-state commerce, as well as trade in both goods and services between the region and the rest of the nation and world.

The agency meets its responsibility primarily through planning, constructing, financing, and operating trade and transportation infrastructure. It does so within the context of objectives that include enhancing safety and security, implementing new technologies, maintaining and enhancing infrastructure, advancing the delivery of capital programs, increasing agency cost effectiveness, pursuing improvements in regional mobility, and advancing regional economic competitiveness.

The Budget serves as a financial planning tool that outlines estimated expenditures for fulfilling these objectives through programs already authorized or to be considered.

The 2006 Budget totals approximately \$5,010 million. It consists of \$2,300 million for operating expenses, \$1,880 million for gross capital expenditures, \$779 million for debt service charged to operations, and \$51 million for other expenditures.

The proposed 2006 Budget, among other things, provides for maintaining a heightened level of security at all Port Authority facilities, growth in the Port Authority police force, and continued Port Authority management of the World Trade Center (WTC) site to provide a safe, secure and clean environment to facilitate construction and for visitors. In order to accommodate these higher costs, the 2006 Budget reflects additional savings initiatives recommended through the agency's Organizational Effectiveness and Change Management process. The 2006 Budget includes \$1,880 million in capital plan spending. Our most critical capital initiative continues to be the restoration of Downtown Manhattan, and we will continue to work closely with the Lower Manhattan Development Corporation, the Metropolitan Transportation Authority, and the New York State Department of Transportation, as well as City of New York, the Federal Transit Administration, and the WTC net lessees. The 2006 Budget continues to assume uninterrupted payments from tenants at all facilities, as specified in their lease agreements, and reflects a full-year impact of higher public parking rates at our airports. The 2006 Budget also provides for direct assistance to the two States for transportation and economic development projects and spending to maintain existing Port Authority facilities in a state of good repair.

The Executive Director would be authorized to take action, in accordance with appropriate procedures, in the aggregate amount of \$2,487 million with respect to professional, technical, or advisory services as appropriate; contracts for maintenance and services, construction, and commodities (materials, equipment and supplies) purchases; the purchase of insurance; the settlement of employee and patron claims; and other actions, including personnel benefit, classification, range and procedural adjustments, as provided in the 2006 Budget.

A provision of \$590,000 is also included to reimburse the States of New York and New Jersey for expenses incurred by the two States, including staff costs, in reviewing the Port Authority's annual Budget and any amendments thereto.

The proposed 2006 Budget also reflects the second year of the strategic planning effort undertaken by Port Authority staff, including a regional needs assessment, a comprehensive review of the Port Authority's mission and long-term business strategies, programs, policies and projects, both operating and capital, to carry out that mission. This business planning process included an assessment of activities to be undertaken by the Port Authority to provide appropriate levels of service and accommodate regional growth. The process also involved review of various factors impacting the continuing operation of Port Authority facilities, including contractual, municipal lease and other relationships; significant industry trends in each of the Port Authority's businesses; and the potential need for capital expenditures over a multi-year period for the modernization, renovation, rehabilitation, expansion or acquisition of existing and additional facilities in order to maintain appropriate levels of service, security and regional investment.

As a result of this effort, staff has prepared *The Port Authority Strategic Plan: Transportation for Regional Prosperity* (Strategic Plan). It is intended that the Strategic Plan will reinvigorate the Port Authority's commitment to its mission: "To enhance the region's competitiveness and prosperity by providing transportation services that efficiently move people and goods within the region and facilitate access to the nation and the world." The Strategic Plan deals with the short- and long-term needs of the region and the most effective ways for the Port Authority and its public and private partners to deliver transportation-based investments to address those needs. In preparing this plan, staff has attempted to ensure the availability of funding and other resources to meet the commitments reflected in the 2003-2007 Capital Plan, while identifying specific strategies and a list of candidate long-term capital projects and policies for the 2006-2015 period that are recommended for appropriate analysis and authorization. The candidate projects, after such evaluation, are expected to form the foundation of the next Port Authority capital program. It is contemplated that the elements of the Strategic Plan will be revised from time to time as appropriate, to reflect changes in programs, policies and projects and the environment in which the Port Authority operates. As revised, the plan is to be reviewed with the Commissioners annually.

The proposed Strategic Plan serves as a tool for directing the agency's planning and project development resources for outlying years. The Plan includes projects that will be developed, evaluated, and, as appropriate, incorporated into future budgets. Conceptually, the Strategic Plan differs from previous Port Authority planning efforts in its vision of bold changes in planning and financing relationships with public and private partners. It is intended that the Strategic Plan will reinvigorate the Port Authority's commitment to develop and

operate transportation facilities and services that contribute to regional economic growth and prosperity.

Circumstances arose during the year 2005 that were not foreseeable or determinable when the 2005 Budget was prepared, which are estimated to cause total expenditures to amount to \$414 million lower than the amounts set forth in the 2005 Budget.

The Executive Director would be authorized to permit applications from the Consolidated Bond Reserve Fund during 2006. In connection with the effectuation of the Port Authority's capital program from time to time and consistent with the 2006 Budget and capital program projections, it is desirable to establish a maximum amount for 2006 in connection with the Executive Director's authority to apply moneys in the Consolidated Bond Reserve Fund to the Capital Fund, subject to statutory, contractual, and other commitments and financial policies of the Port Authority, not to exceed \$775 million (after reimbursement for temporary applications), in addition to other capital funds carried into 2006 and the proceeds of Port Authority obligations to be issued.

The Executive Director's authority, pending final adoption and approval of the annual Budget, to make operating expenditures and undertake contractual commitments for continuing operations and professional services as contained in the financial plan presented to the Commissioners, would also be confirmed.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that the strategic planning concept which has produced *The Port Authority Strategic Plan: Transportation for Regional Prosperity*, copies of which were before the Board, be and the same hereby is approved, and staff is hereby directed to continue planning efforts in a manner consistent with this framework; and it is further

RESOLVED, that the 2006 Budget of The Port Authority of New York and New Jersey, as set forth below, be and the same hereby is approved and adopted, including authority for the Executive Director to: (1) take action in accordance with appropriate procedures with respect to professional, technical, or advisory services as appropriate; contracts for maintenance and services, construction, and commodities (materials, equipment and supplies) purchases; purchase of insurance; settlement of employee and patron claims; and other actions, including personnel benefit, classification, range, and procedural adjustments; and (2) pending final adoption of the annual Budget, make operating expenditures and undertake contractual commitments for continuing operations and services:

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
Including Wholly Owned Corporate Entities
2006 BUDGET
(In Thousands)

Item	Total Expenditures	Personal Services	Materials & Services
Audit	\$11,896	\$9,594	\$2,302
Aviation	655,496	139,725	515,771
Chief Administrative Officer	1,080	916	164
Chief Financial Officer	3,164	1,018	2,146
Chief of Public and Government Affairs	502	428	74
Chief of Real Estate & Development	1,235	613	622
Chief of Strategic Planning	3,156	511	2,645
Chief Operating Officer	4,885	1,353	3,532
Chief Technology Officer	695	434	261
Comptroller's	18,842	12,130	6,712
Economic Development	57,694	3,081	54,613
Engineering	267,631	84,125	183,506
Construction Contracts	614,068	-	614,068
Executive Offices	2,820	2,104	716
Financial Services	14,847	10,729	4,118
Government & Community Affairs	5,346	2,792	2,554
Human Resources	16,563	8,845	7,718
Medical Services	4,590	2,483	2,107
Inspector General	5,513	4,183	1,330
Labor Relations	2,788	1,847	941
Law	21,785	20,048	1,737
Office of Emergency Management	12,626	3,172	9,454
Office of Environmental Policy & Planning	1,614	968	646
Office of the Secretary	3,923	2,193	1,730
Operations Services	57,852	34,442	23,410 ⁽¹⁾
Facility Construction Support	32,103	24,854	7,249
Operations Standards	1,706	1,278	428
Policy & Planning	7,339	3,234	4,105
Port Commerce	164,322	23,858	140,464
Priority Capital Programs	284,835	5,947	278,888
Procurement	16,435	11,156	5,279 ⁽¹⁾
Project Management	69,946	26,279	43,667
Public Affairs	16,548	6,229	10,319
Public Safety	387,268	344,005	43,263
Rail	193,562	138,180	55,382
Real Estate	78,054	6,398	71,656 ⁽¹⁾
Technology Services	12,660	21,626	(8,966) ⁽¹⁾
Treasury	36,847	6,411	30,436
Tunnels, Bridges and Terminals	177,300	112,298	65,002
World Trade Redevelopment (includes expenses related to 9-11)	75,249	1,397	73,852

Other:

Amounts in Connection with Operating Asset			
Obligations	43,660		43,660
Bi-state Dredging Program	4,000		4,000
Debt Service - Operating	779,010		779,010
Debt Service – Capitalized Interest	96,459		96,459
Insurance	143,544		143,544
Municipal Rents and Amounts in Lieu of Taxes	214,143		214,143
Provision For Study and Development	15,300		15,300
Regional Programs - Operating	9,635		9,635
Regional Programs - Capital	270,977		270,977
Special Project Bonds Debt Service	88,677		88,677
Total Port Authority Budget	<u>\$5,010,190</u>	<u>\$1,080,884</u>	<u>\$3,929,306</u>

(1) Net after charges to other departments.

; and it is further

RESOLVED, that the revisions to the Budget for the year 2005 be and the same hereby are approved:

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
Including Wholly Owned Corporate Entities
2005 ESTIMATE VS 2005 BUDGET
(In Thousands)

	<u>2005 ESTIMATE</u>	<u>2005 BUDGET</u>	<u>CHANGE</u>
Operating Expenses	\$2,209,726	\$2,179,307	\$30,419
Debt Service Charged to Operations	592,063	609,485	(17,422)
Deferred Expenses, Expenses Related to 9/11/01 and Other	<u>37,036</u>	<u>46,503</u>	<u>(9,467)</u>
Total Operating	2,838,825	2,835,295	3,530
Capital Expenditures	<u>1,290,674</u>	<u>1,708,652</u>	<u>(417,978)</u>
Total Port Authority Expenditures	<u>\$4,129,499</u>	<u>\$4,543,947</u>	<u>(\$414,448)</u>

; and it is further

RESOLVED, that, based upon a requisition of the Governor of the State of New York or the Governor of the State of New Jersey, or the duly authorized designee of each, the Port Authority shall pay to the State of New York or the State of New Jersey, or both, upon receipt of an appropriate expenditure plan from said State, an amount not in excess of \$295,000 to each said State to reimburse said State or States for expenses incurred by said State or States, including staff costs, in reviewing the annual Budget of the Port Authority and any amendments thereto; and it is further

RESOLVED, that the provision by the Executive Director of portions of the Port Authority's capital program from time to time, consistent with the 2006 Budget and capital program projections (including the continuing application of the Capital Fund on a temporary basis, subject to reimbursement), by application of moneys in the Consolidated Bond Reserve Fund to the Capital Fund for capital expenditures for the year 2006 in connection with the Port Authority's facilities, shall not, subject to statutory, contractual, and other commitments and financial policies of the Port Authority, exceed \$775 million (after any such reimbursements and in addition to other capital funds carried into 2006 and the proceeds of obligations to be issued).

CONFIDENTIAL ITEM

This item shall not be available for public inspection.

HOWLAND HOOK MARINE TERMINAL/PORT IVORY – NEW YORK CONTAINER TERMINAL, INC – LEASE NO. HHT-4, SUPPLEMENT NO. 13

It was recommended that the Board authorize the Executive Director to enter into an amendment to the lease with New York Container Terminal, Inc. (NYCT) covering the Howland Hook Marine Terminal (the Terminal) to provide for the: (1) deepening of a portion of NYCT's berth at the Terminal; (2) amendment of the Port Authority's berth maintenance obligations under the lease to conform to the increased berth depth; and (3) addition of approximately 4.65 acres of open area to the premises under the lease.

The Port Authority would deepen approximately 1,245 linear feet of berth at the Terminal to 45 feet below mean low water, at a cost of approximately \$8,000,000. Upon completion of the deepening, NYCT would pay a facility rental over the remaining term of the lease sufficient to reimburse the Port Authority at financially self-sustaining rates. If the lease is extended for a period to or beyond the 30th anniversary of the rent start date for the facility rental, the facility rental would be adjusted and payable through the 30th anniversary.

Approximately 4.65 acres of open area would be added to the premises under the lease, effective November 1, 2005. NYCT would pay basic rental for the additional premises at an annual rate of \$204,075, which would escalate on January 1, 2006 and each year thereafter by 2 percent. The additional premises would be used for the storage of chassis and other equipment in support of NYCT's container operations at the Terminal.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an amendment to the lease with New York Container Terminal, Inc. (NYCT) covering the Howland Hook Marine Terminal (the Terminal) to provide for the: (1) deepening of a portion of NYCT's berth at the Terminal; (2) amendment of the Port Authority's berth maintenance obligations under the lease to conform to the increased berth depth; and (3) addition of approximately 4.65 acres of open area to the premises under the lease, substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**PORT NEWARK – HUDSON TANK STORAGE COMPANY – LEASE NO. L-NS-867,
SUPPLEMENT NO. 10**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Hudson Tank Storage Company (Hudson Tank) for the extension of its lease covering a liquid bulk terminal at Port Newark for an 18-year term.

Hudson Tank's lease would be extended from May 31, 2005 through May 31, 2023. Effective June 1, 2005, Hudson Tank would pay basic rental at the annual rate of \$917,804, which would escalate on June 1, 2008 and every five years thereafter during the extension. Hudson Tank also would pay an annual throughput rental, based on the wharfage rate in the Port Authority's tariff applied to the tonnage of cargo above the first 300,000 metric tons loaded or unloaded annually at its leased berth. The Port Authority would have the exclusive right to terminate the lease, without cause, on or after May 31, 2010, upon three years' prior written notice. If the Port Authority exercises its right to terminate the lease, the Port Authority would not thereafter lease the space to an operation similar to Hudson Tank's operation.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with Hudson Tank Storage Company for the extension of its lease covering a liquid bulk terminal at Port Newark for an 18-year term, substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

BROOKLYN-PORT AUTHORITY MARINE TERMINAL/RED HOOK CONTAINER TERMINAL – DECLARATION OF SURPLUS PROPERTY - MEMORANDUM OF UNDERSTANDING WITH THE NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION FOR THE TRANSFER OF PIERS 7 TO 12

It was recommended that, relative to Piers 7 through 12 at the Brooklyn-Port Authority Marine Terminal (BPAMT) and the Red Hook Container Terminal (RHCT) (collectively, the Piers), the Board authorize: (1) a declaration of the Piers as surplus property; (2) allocation of a sum not to exceed \$75 million for future capital expenditures to the underdeck of the Piers which are not dedicated to cruise ship use and remediation of existing environmental conditions at the Piers, if any; and (3) the Executive Director to: (a) enter into a memorandum of understanding with the New York City Economic Development Corporation (NYCEDC) to transfer title of the Piers to the City of New York (City); and (b) terminate the Red Hook Marine Project Operating Agreement and Lease (Red Hook Project Agreement) among the Port Authority, the State of New York (State) and the City.

In 1979, the Port Authority, the State and the City entered into the Red Hook Project Agreement to develop a container port in Brooklyn on Piers 9 through 11 at the RHCT. Under this agreement, the Port Authority is obligated to operate and maintain the RHCT as an operating marine terminal until 2036. The RHCT, along with the balance of the Brooklyn piers, have been a significant financial drain on the Port Authority. Over the past ten years, the Port Authority incurred operating losses of approximately \$114 million and invested approximately \$142 million in capital to maintain the Piers. Staff estimates operating and capital losses from a continued operation of the Piers could exceed \$380 million.

The Piers would be conveyed to the City in “as is, where is” condition, and the Port Authority would have no liability, either express or implied, as to the condition, title, design, operation, or fitness of the property, except the City may use up to 15 percent of the \$75 million allocation for remediation of existing environmental conditions at the Piers, if any. The Port Authority would maintain the Piers in accordance with its normal operating procedures to the date of conveyance to the City. The \$75 million Port Authority allocation would be utilized by the City over a 25-year period, with a cap of \$4 million in any specific year.

NYCEDC has secured long-term user agreements with Carnival Corporation and Norwegian Cruise Lines and completed a cruise study, which indicated that Brooklyn provides the ideal location for the projected increase in demand for capacity to handle larger cruise ships and increased passenger volumes. In September 2004, the Board authorized a lease with NYCEDC for the development of a cruise terminal at Piers 11 and 12, at an estimated cost of \$32 million.

NYCEDC is required to complete the Uniform Land Use Review Process (ULURP) and obtain the approval of the New York City Council, as conditions precedent to transfer of title. The Port Authority and NYCEDC desire that these conditions precedent be satisfied by March 2007, to coincide with the expiration of the existing lease, to the operator of the RHCT, requiring NYCEDC to commence the necessary planning and begin ULURP by the end of 2005.

Declaration of the Piers as surplus (*i.e.*, no longer required for the purpose for which acquired) and transfer of the Piers to the City would limit the Port Authority's long-term financial obligations for the property and would provide the City with the ability to meet its policy objective to expand cruise-industry capacity and preserve maritime jobs and activity on the Brooklyn waterfront.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino and Sartor voting in favor; none against; Commissioner Steiner recused:

RESOLVED, that the Board hereby finds and determines that the real property known as the "Brooklyn Marine Terminal Piers 7-12 (including Red Hook Terminal)" (the Piers) is no longer required for the purpose for which it was acquired; and it is further

RESOLVED, that the Chief Engineer of the Port Authority be and he hereby is authorized and directed, for and on behalf of the Port Authority, to execute a certificate to be annexed to the appropriate Port Authority Map stating that the real property constituting the Piers shown on said map is no longer required for the purposes for which it was acquired, such map to be filed with the Office of the Secretary of the Port Authority; and it is further

RESOLVED, that the allocation of a sum not to exceed \$75 million for future capital expenditures to the underdeck of those Piers that are not dedicated to cruise ship use located at the BPAMT/RHCT and remediation of existing environmental conditions at the Piers, if any, 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 a Memorandum of Understanding with the New York City Economic Development Corporation to transfer title for the Piers to the City of New York (City), substantially in accordance with the terms and conditions outlined to the Board; and (2) terminate the Red Hook Marine Project Operating Agreement and Lease as executed among the Port Authority, the State of New York and the City; 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 related agreements to effectuate the transfer of title to the Piers, and do all other things necessary and appropriate to carry out the foregoing; and it is further

RESOLVED, that the form of all documents and agreements necessary to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**BROOKLYN-PORT AUTHORITY MARINE TERMINAL – NEW YORK CITY
ECONOMIC DEVELOPMENT CORPORATION – BROOKLYN CRUISE
TERMINAL OPERATING CONTRACT**

It was recommended that the Board authorize the Executive Director to: (1) enter into an operating contract for a one-year period with the New York City Economic Development Corporation (NYCEDC) for the Port Authority to operate the Brooklyn Cruise Terminal at Piers 11 and 12 at the Brooklyn-Port Authority Marine Terminal (BPAMT), at an estimated compensation to the Port Authority of \$1,065,713; (2) extend the operating contract for a one-year period at the option of NYCEDC, at an estimated compensation to the Port Authority of \$1,097,684; and (3) (a) enter into a contract with FJC Security Services, Inc. (FJC Security) for a one-year period to provide unarmed uniformed guard services at the Brooklyn Cruise Terminal, at an estimated cost of \$155,000; (b) exercise, in his discretion, a one-year renewal option with FJC Security, at an estimated cost of \$160,000; and (c) order extra work, if necessary, in his discretion, up to a total of six percent of the cost for the base term and any option period. The FJC Security contract cost is 100 percent recoverable from NYCEDC.

At its meeting of September 23, 2004, the Board authorized a five-year lease to NYCEDC for the development of a cruise terminal at Piers 11 and 12, at an estimated cost of \$32 million. Construction at Pier 12 began earlier this year, and the first full cruise season is expected to commence in the spring of 2006. Although the facility has not yet been completed, the first cruise vessel actually called at Pier 12 in September 2005.

Upon execution of the lease in January 2005, NYCEDC requested that the Port Authority provide general maintenance, operational and routine security activities at the terminal through April 2005, to allow for continued coverage of the property during the transition to NYCEDC, at a compensation to the Port Authority of \$54,000. NYCEDC retained Turner Construction Company (Turner) as the manager for the design and construction of the Brooklyn Cruise Terminal. In furtherance of the construction and its operations at the terminal, Turner, with the consent of NYCEDC, requested that the Port Authority continue to provide general maintenance, operational and routine security activities during the construction of the terminal through December 31, 2005, at an additional compensation to the Port Authority of \$108,000.

The NYCEDC has requested that the Port Authority continue to assist in operating the Brooklyn Cruise Terminal for the 2006 and, possibly, 2007 cruise seasons, which will coincide with the anticipated transfer of Piers 7 through 12 to the City of New York (City) and the expiration of the terminal operator's contract with NYCEDC for the New York Cruise Terminal in Manhattan. NYCEDC plans to publicly bid for an operator for both cruise terminal facilities at that time.

The Port Authority would act as the terminal operator for the Brooklyn Cruise Terminal and would have overall responsibility for all service contractors at the terminal, including the parking lot operator, security contractor, cleaning contractor, concessionaires and taxi and limo services. The Port Authority would be responsible for general upkeep and maintenance and repairs to the buildings and site, utilizing staff at the BPAMT.

Authorization is also being sought at this meeting of the Board to: declare BPAMT Piers 7 through 12 surplus property; enter into a memorandum of understanding with NYCEDC to transfer title of the Piers to the City; allocate up to \$75 million for future capital repairs to the substructure of non-cruise piers and remediation of existing environmental conditions at Piers 7 through 12, if any; and terminate the Red Hook Marine Project Operating Agreement and Lease among the Port Authority, the State of New York and the City. If Piers 7 through 12 are transferred to the City before the end of 2007, the Port Authority's operating contract with NYCEDC for the Brooklyn Cruise Terminal would be terminated.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino and Sartor voting in favor; none against; Commissioner Steiner recused:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: (1) enter into an operating contract for a one-year period with the New York City Economic Development Corporation (NYCEDC) for the Port Authority to operate the Brooklyn Cruise Terminal at Piers 11 and 12 at the Brooklyn-Port Authority Marine Terminal, at an estimated compensation to the Port Authority of \$1,065,713; (2) extend the operating contract for a one-year period at the option of NYCEDC, at an estimated compensation to the Port Authority of \$1,097,684; (3) (a) enter into a contract with FJC Security Services, Inc. (FJC Security) for a one-year period to provide unarmed uniformed guard services at the Brooklyn Cruise Terminal at an estimated cost of \$155,000; (b) exercise, in his discretion, a one-year renewal option with FJC Security, at an estimated cost of \$160,000; and (c) order extra work, if necessary, in his discretion, up to a total of six percent of the cost for the base term and any option period; and it is further

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

LINCOLN TUNNEL – DECLARATION OF SURPLUS PROPERTY AND TRANSFER OF TITLE OF WEST 41ST STREET PROPERTY

It was recommended that the Board authorize: (1) declaration of approximately 1,770 square feet of vacant land located in two parcels along West 41st Street and Dyer Avenue (tax map designation Block 1051, p/o Lots 8 and 16) in the Clinton section of the Borough of Manhattan, City and State of New York (the Property), as surplus property; and (2) the Executive Director to: (a) enter into a contract of sale with TRM 42 Associates, L.L.C. (TRM) for the conveyance of title to the Property for a sum of \$4,050,000; and (b) grant a non-exclusive perpetual easement to TRM for access over an adjacent parcel of land owned by the Port Authority, located to the south of the Property in the bed of West 41st Street.

The Port Authority has owned the Property continuously for about 50 years, and the Property has remained unimproved throughout this period. Parcel A has approximately 400 feet of frontage on the north side of West 41st Street and an average depth of four feet, three inches, and contains a total land area of 1,700 square feet. A public sidewalk adjoins Parcel A to the south, leading to the roadbed of West 41st Street. Parcel A adjoins Parcel B to the west. Parcel B has approximately 68 feet, nine inches of frontage on the west side of Dyer Avenue and an average depth of one foot, and contains a total land area of approximately 70 square feet. A public sidewalk adjoins Parcel B to the east, leading to the roadbed of Dyer Avenue. The entrance to the Lincoln Tunnel lies one block to the south of Parcels A and B.

TRM is owned by Twining Properties (Twining), The Related Companies, LP (Related) and MacFarlane Partners (MacFarlane). Parcels A and B adjoin a 66,932-square-foot site (the Site) owned by Related, which Related intends to develop as a high-rise residential project. The Property is located within the Special Clinton Preservation District (C6-4) and has an as-of-right Floor Area Ratio permitting development of a residential building. The addition of the Property to Related's existing Site would add approximately 17,700 square feet of buildable area to the Site.

The Property would be conveyed in "as is" condition, and the Port Authority would have no liability, either express or implied, as to the condition, title, design, operation, or fitness of the Property.

In the event the Metropolitan Transportation Authority (MTA) proceeds with a subway extension project, which would include area beneath the Property, TRM would be required to grant a perpetual easement, as requested by the MTA (whether exclusive or non-exclusive, involving whatever depths are requested, and otherwise), for no consideration from the MTA or any third party, in connection with such subway project.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that the Board hereby finds and determines that the real property consisting of approximately 1,770 square feet of vacant land located in two parcels (tax map designation Block 1051, p/o Lots 8 and 16) along West 41st Street and Dyer Avenue in the Clinton section of the Borough of Manhattan, City and State of New York (the Property), is no longer required for the purpose for which it was acquired; and it is further

RESOLVED, that the Chief Engineer of the Port Authority be and he hereby is authorized and directed, for and on behalf of the Port Authority, to execute a certificate to be annexed to the appropriate Port Authority Map stating that the Property is no longer required for the purposes for which it was acquired, such map to be filed with the Office of the Secretary of the Port Authority; 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 a contract of sale with TRM 42 Associates, L.L.C. (TRM) to transfer title of the Property to TRM for a sum of \$4,050,000; and (2) grant a non-exclusive perpetual easement to TRM for access over an adjacent parcel of land owned by the Port Authority located to the south of the Property, substantially in accordance with the terms and conditions 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 related agreements to effectuate the transfer of title to the Property and grant of an easement to TRM, and do all other things necessary and appropriate to effectuate the foregoing; and it is further

RESOLVED, that the form of all documents and agreements necessary to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**PORT AUTHORITY BUS TERMINAL – ABLE C&C USA CORPORATION d/b/a
MISSHA – NEW LEASE – LBT-710**

It was recommended that the Board authorize the Executive Director to enter into: (1) a lease agreement with Able C&C USA Corporation. d/b/a Missha (Missha) covering the letting of approximately 2,530 rentable square feet of space on the ground floor of the Port Authority Bus Terminal for the operation of a cosmetic and personal care products store for an approximate ten-year, five-month term commencing on or about January 1, 2006, at an aggregate basic rental over such term of approximately \$4,849,100, together with percentage rental based on Missha's gross sales; and (2) a brokerage agreement with Newmark Retail, LLC, providing for the payment of a brokerage commission of approximately \$137,300 in connection with the lease. Payment of basic rental would begin the earlier of five months after the commencement of the letting or the opening of the store.

Missha would pay for utilities, as well as additional rental to cover increases in operating and maintenance costs, all as set forth in the lease. The Port Authority would perform certain structural work in the premises or reimburse Missha for up to \$50,000 of the cost of such work. The Port Authority would have the right to terminate the lease on 30 days' notice without cause and in certain specified cases, in which case it would be obligated to reimburse Missha for its unamortized initial capital investment in the premises calculated on a straight-line basis over the lease term, up to \$750,000.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into: (1) an agreement with Able C&C USA Corporation. d/b/a Missha, covering the letting of retail space at the Port Authority Bus Terminal; and (2) a brokerage agreement with Newmark Retail, LLC, in connection with the lease; in each case, substantially in accordance with the terms and conditions outlined to the Board, or on such other terms and conditions as the Executive Director deems appropriate, subject to the conditions set forth in the following delegation; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the foregoing agreements in the event that the rental payment terms and/or the term of the letting are not substantially in accordance with the terms outlined to the Board; and it is further

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

PORT AUTHORITY 800 MHz RADIO RE-BANDING – AGREEMENT WITH SPRINT NEXTEL CORPORATION

It was recommended that the Board authorize the Executive Director to: (1) enter into an agreement (or agreements) with Sprint Nextel Corporation (Sprint Nextel) for the reimbursement to the Port Authority of costs associated with the reconfiguration of the operating frequencies of all Port Authority 800 MHz radios, as required by the Federal Communications Commission (FCC); (2) enter into a purchase order contract(s) with M/A-COM, Inc. for the purchase of proprietary equipment and/or services needed to accomplish the FCC-mandated modifications to the 800 MHz radio system, in the estimated amount of \$500,000; and (3) take action with respect to purchase and construction contracts, contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the re-banding project, subject to advising the Commissioners of individual contracts or agreements prior to taking or authorizing such action.

In July 2004, the FCC issued a “Report and Order” intended to address long-standing interference problems experienced by public safety radio system users resulting from the use of cellphone systems that currently operate on adjacent radio frequencies. As part of its 800 MHz “Re-Banding” order, the FCC has required both public safety radio system users and Sprint Nextel to change operating frequencies, so that these two 800 MHz radio user groups will no longer be on adjacent frequencies. The FCC also entered into an agreement with Sprint Nextel requiring Sprint Nextel to compensate public safety radio users for all costs associated with making the required changes.

All public safety radio system organizations operating in the 800 MHz frequency band are required to negotiate and enter into an agreement or agreements with Sprint Nextel regarding the scope of the required work and compensation for the costs thereof. The FCC has named a Transition Administrator (TA) to oversee the process, including the negotiations between the public safety organizations and Sprint Nextel. The TA has proposed a 23-month reconfiguration period for the channels applicable to the Port Authority, including negotiation and physical reconfiguration, commencing February 2006.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into one or more agreements with Sprint Nextel Corporation with respect to the scope of, and obtaining reimbursement for the cost of, modifications to the Port Authority’s 800 MHz radio systems, as mandated by the Federal Communications Commission (FCC); 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 a purchase order contract(s) with M/A-COM, Inc. for the purchase of proprietary equipment and/or services needed to accomplish the FCC-mandated modifications to the 800 MHz radio systems; 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 purchase and construction contracts, agreements for professional advisory services, and such other contracts and agreements as may be necessary to effectuate the 800 MHz radio system modifications, subject to advising the Commissioners of individual contracts or agreements prior to taking or authorizing such action; and it is further

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

DOWNTOWN RESTORATION PROGRAM – WORLD TRADE CENTER VEHICULAR SECURITY CENTER AND TOUR BUS PARKING FACILITY PROJECT – DELEGATION OF AUTHORITY FOR EXPERT PROFESSIONAL ARCHITECTURAL AND ENGINEERING SERVICES AGREEMENT

It was recommended that the Board authorize the World Trade Center (WTC) Site Planning Subcommittee (WTC Subcommittee) to authorize the award of the agreement entitled, “Performance of Expert Professional Architectural and Engineering Services for the World Trade Center Vehicular Security Center and Tour Bus Parking Facility” (WTC VSC Project).

In December 2003, the Board authorized planning for a WTC Site Public Infrastructure Project, and expenditure of up to \$15 million for initial work. This program included project components for a Tour Bus Parking Facility, as well as streets and related infrastructure. Through 2004, various configurations for these projects were explored during development of the WTC Site Master Plan. In August 2005, the Federal Transit Administration (FTA) announced a \$478 million grant for the first phase of a WTC Vehicular Security Center and Tour Bus Parking Facility Project that would be located south of Liberty Street. The project would provide vehicular access and security screening facilities that are essential to support the long-term operation of the commercial office, retail, Memorial and other development at the WTC site.

Since 2004, the initial planning and conceptual design work (through Stage I) has been performed primarily by Port Authority staff, supported by consultants. However, future design and engineering work would be performed primarily by a full design consultant team, in particular to provide additional vehicular and security systems expertise for the planned facility. The initial portion of this agreement would provide for Preliminary Engineering services (through Stage II). The agreement also would cover future portions of work, including Final Design and Contract Documents (Stage III), and Construction (Stage IV) services, which would be subject to future authorizations. Costs for this contract work for the WTC VSC Project would be fully eligible for reimbursement through the FTA grant for the project.

Competitive proposals for the WTC Vehicular Security Center Expert Professional Architectural and Engineering Services contract were received through a publicly advertised Request for Proposals (RFP) process. A staff evaluation committee has been evaluating the proposals received, and would continue to brief the WTC Subcommittee on the status of its review.

In view of the progress in the review of the proposals for the WTC VSC Project, it was recommended that the Board authorize the WTC Subcommittee to authorize the award of the agreement upon the conclusion of the review process.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that the World Trade Center Site Planning Subcommittee be and it hereby is authorized to authorize the award, for and on behalf of the Port Authority, of the agreement entitled, “Performance of Expert Professional Architectural and Engineering Services for the World Trade Center Vehicular Security Center and Tour Bus Parking Facility”; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

CONFIDENTIAL ITEM

This item shall not be available for public inspection until otherwise agreed to by the parties involved.

STATEN ISLAND RAILROAD – THE CITY OF NEW YORK AND THE NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION – AGREEMENTS FOR ACCESS, MAINTENANCE AND OPERATIONS

It was recommended that the Board: (1) authorize the Executive Director to enter into an agreement with the City of New York and the New York City Economic Development Corporation (collectively, the City) to provide for: (a) the Port Authority to grant access to the City, or its designated rail carrier, over Staten Island Railroad (SIRR) rail lines in Elizabeth, New Jersey controlled by the Port Authority, including the Chemical Coast Connector and additional right-of-way leased from the State of New Jersey; (b) the City to grant reciprocal rights to the Port Authority, or its designated rail carrier, to access the Arthur Kill Lift Bridge and rail lines on Staten Island owned by the City that are necessary to serve the Howland Hook Marine Terminal (HHMT), including possible lease or acquisition of those properties by the Port Authority should it become necessary in the future; (c) the City to hold all fees paid by the operator(s) and/or others in an Escrow Account to be supervised jointly with the Port Authority; (d) the Escrow Account to be initially funded with deposits of \$1 million each from the City and the Port Authority; (e) joint Port Authority–City sharing of all operating, maintenance and extraordinary capital maintenance of all the SIRR assets not covered directly by the rail operators or in excess of fees derived from the railroads, with the Port Authority’s and the City’s shares of extraordinary expenditures not to exceed \$2.5 million each during the term of the agreement, with the parties to reassess the financing of the railroad, including their financial obligations, after the first five years, any further Port Authority financial contribution being subject to Board approval; (f) the Director, Port Commerce Department, to approve the expenditure of fees from the Escrow Account; (g) sharing of monies in the Escrow Account that may exceed extraordinary costs, including recovery of prior payments by the Port Authority and the City; and (h) the rail operators to be generally responsible, apart from their obligation to the Escrow Account, for routine maintenance, security and operating procedures, dispatching, scheduling, liability insurance and indemnifications; and (2) approve a ten-year agreement among the New York City Economic Development Corporation (NYCEDC), Norfolk Southern Railway Company (Norfolk Southern), CSX Transportation, Inc. (CSX) and the Consolidated Rail Corporation (Conrail) that provides for the operation, management, maintenance (normal and routine operating and maintenance for track, bridges and signals) and dispatch of the SIRR, including the Arthur Kill Lift Bridge.

Since the mid-1990s, the Port Authority has been working cooperatively with the City and New Jersey Department of Transportation (NJDOT) to reactivate the SIRR and rail service to the HHMT and other businesses on Staten Island. The City and the State of New Jersey (State) acquired the segments of the rail line in New York and New Jersey, respectively. The Port Authority, under a lease from the State, is managing rehabilitation of the New Jersey segments of the SIRR and constructing a new connector to a main Conrail-Norfolk Southern-CSX rail line. The City is managing reconstruction of the City-owned Arthur Kill Lift Bridge, the former SIRR lines on Staten Island, and the Arlington Yards, with a portion of the funding provided by the Port Authority. It is currently anticipated that Port Authority and City construction will be complete by early 2006. In addition to reconstruction of the SIRR, the Port Authority has begun construction of the first phase of the intermodal transfer facility at the HHMT, known as ExpressRail Staten Island.

The proposed agreements represent the final steps in the reactivation of the rail service on Staten Island, which is targeted for May 2006. The first agreement is an access, maintenance and operating agreement between the Port Authority and the City that will provide reciprocal access rights to the City, the Port Authority, or their designated rail carrier, to all segments of the SIRR serving the HHMT. The agreement also will allow the Port Authority and the City to share any excess revenues, above those required to maintain the railroad, which will be held in a jointly supervised Escrow Account. The fees included in the rail operator agreement have been designed to cover all expected maintenance of the system; however, the Port Authority and the City could ultimately be liable for costs above the capability of the fund. In that regard, the Escrow Account will be initiated with deposits of \$1 million each from the City and the Port Authority, with the Port Authority's and the City's share of extraordinary expenditures not to exceed \$2.5 million each during the term of the agreement. The Port Authority and the City will reassess the financing of the railroad, including their financial obligations, after the first five years, and any further Port Authority financial contribution would be subject to Board approval. The Port Authority also would have the opportunity to share any excess in the Escrow Account should payments from the operators and/or others exceed cost obligations. The agreement also confirms Port Authority title to improvements funded by the agency on City-owned property and establishes a procedure for joint oversight of railroad operations.

The second agreement is among the NYCEDC, Norfolk Southern, CSX and Conrail to designate the railroads as operators of the SIRR for a period of ten years and to assign to them responsibility to operate, manage, maintain and dispatch for the SIRR, including the Arthur Kill Lift Bridge. Although the Port Authority is not party to this agreement, the terms of the SIRR funding agreement between the Port Authority and the City require that the final agreement among the City and the rail operators be subject to the review and approval of the Port Authority's Board of Commissioners and that the request for a permanent designation of a rail operator must be accompanied by the proposed operating agreement between the City and the Port Authority. The proposed designation agreement provides for the railroads to pay a fee for use of the SIRR based on volume handled in the amount of \$10 per intermodal container and \$48 for other carloads during the first five years of the agreement, with such fees to be reviewed prior to the commencement of the second five-year term of the agreement. Payments will be held by the City in the Escrow Account to cover extraordinary expenditures (beyond the operators' responsibility) of the SIRR assets or for future capital improvement programs that directly enhance rail service to Staten Island.

The agreement between the Port Authority and the City is for a term of thirty years. The agreement among the NYCEDC and the railroads is for a period of ten years, with provisions allowing each party to cancel the agreement under certain conditions and the option to renew the agreement for an additional ten-year term.

Establishing rail service to the HHMT will result in reduced highway congestion and provide more efficient transportation to the Port of New York and New Jersey and the region. This action also will allow the Port Authority to advance projects necessary to establish rail service to the HHMT, thereby allowing it to compete with other ports and terminals, and result in a savings to the Port Authority of approximately \$80,000 per month in lease rental credits

required until rail service is restored to the HHMT. In addition, the Port Authority collects an intermodal user fee on every container moving through its rail facilities under provisions published in the Port Authority Tariff.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino and Sartor voting in favor; none against; Commissioner Steiner recused:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with the City of New York and the New York City Economic Development Corporation (collectively, the City) to provide for: (1) the Port Authority to grant access to the City, or its designated rail carrier, over Staten Island Railroad (SIRR) rail lines in Elizabeth, New Jersey controlled by the Port Authority, including the Chemical Coast Connector and additional right-of-way leased from the State of New Jersey; (2) the City to grant reciprocal rights to the Port Authority, or its designated rail carrier, to access the Arthur Kill Lift Bridge and rail lines on Staten Island owned by the City that are necessary to serve the Howland Hook Marine Terminal (HHMT), including possible lease or acquisition of those properties by the Port Authority should it become necessary in the future; (3) the City to hold all fees paid by the operator(s) and/or others in an Escrow Account to be supervised jointly with the Port Authority; (4) the Escrow Account to be initially funded with deposits of \$1 million each from the City and the Port Authority; (5) joint Port Authority–City sharing of all operating, maintenance and extraordinary capital maintenance of all the SIRR assets not covered directly by the rail operators or in excess of fees derived from the railroads, with the Port Authority’s and the City’s shares of extraordinary expenditures not to exceed \$2.5 million each during the term of the agreement, with the parties to reassess the financing of the railroad, including their financial obligations, after the first five years, any further Port Authority financial contribution being subject to Board approval; (6) the Director, Port Commerce Department, to approve expenditure of fees from the Escrow Account; (7) sharing of monies in the Escrow Account that may exceed extraordinary costs, including recovery of prior payments by the Port Authority and the City; and (8) the rail operators to be generally responsible, apart from their obligation to the Escrow Account, for routine maintenance, security and operating procedures, dispatching, scheduling, liability insurance and indemnifications; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative; and it is further

RESOLVED, that the ten-year agreement among the New York City Economic Development Corporation, Norfolk Southern Railway Company, CSX Transportation, Inc., and the Consolidated Rail Corporation that provides for the operation, management, maintenance (normal and routine operating and maintenance for track, bridges and signals) and dispatch of the SIRR, including the Arthur Kill Lift Bridge, be and it hereby is approved by the Port Authority.

PURCHASE OF REAL PROPERTY FROM THE NEW YORK RACING ASSOCIATION, INC. FOR FUTURE DEVELOPMENT IN CONNECTION WITH JOHN F. KENNEDY INTERNATIONAL AIRPORT

The New York Racing Association, Inc. (NYRA) has recently offered to sell to the Port Authority certain real property in the vicinity of John F. Kennedy International Airport (JFK) that NYRA no longer needs for its Aqueduct Race Track operations. The acquisition of this real property by the Port Authority would permit greater flexibility in the planning, design and utilization of existing JFK real property, and enhance the Port Authority's ability to provide support of airport-related functions, such as parking, back office functions, cargo storage facilities and other services to the aviation community.

It was recommended that the Board authorize the Executive Director, for and on behalf of the Port Authority, to enter into an agreement with NYRA, to purchase this real property for an amount not to exceed \$5 million, after the completion of negotiations and appropriate due diligence. NYRA would continue to operate and maintain this real property at no additional cost to the Port Authority until such time as the Port Authority commences the development of this property for airport purposes. The final terms of the purchase agreement would be subject to the approval of the Chairman and the Executive Director.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with the New York Racing Association, Inc. (NYRA) for the purchase, at a cost not in excess of \$5 million, of certain real property in the vicinity of John F. Kennedy International Airport, and such other agreements with NYRA or other parties as are required to facilitate such purchase; and it is further

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

SETTLEMENT OF CLAIM – AMELIE GORGEN v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to finalize the settlement of an action entitled Amelie Gorgen, as the Executrix of the Estate of Emil H. Gorgen, and Amelie Gorgen, Individually v. The Port Authority of New York and New Jersey in the amount of \$230,000. Plaintiff would provide the Port Authority with a General Release and a Stipulation of Discontinuance with Prejudice.

On November 22, 2000, plaintiff's decedent, Emil Gorgen, who was 77 years old and a retired importer, slipped and fell on a patch of ice in a parking lot at LaGuardia Airport. Mrs. Gorgen testified that she had been at the airport the day before to purchase tickets and had seen the patch of ice. The Port Authority's own investigation determined that there was a large depression in the pavement extending into the crosswalk, where water would accumulate after a rainfall. It had been freezing for approximately 16 hours before the accident, and the water had frozen. The responding Port Authority police officer completed a patron's accident report and noted that he had found plaintiff's decedent on a patch of ice with an apparent head injury. Mr. Gorgen was transported by ambulance to Elmhurst Hospital, where a CAT scan revealed that his brain was bruised and bleeding. The following morning he was placed on a breathing machine, and a craniotomy was performed. Mr. Gorgen remained in Elmhurst Hospital for 23 days until December 16, 2000, when he died. Mrs. Gorgen attended to her husband's bedside for the last 26 days of his life. Mr. Gorgen incurred medical and hospital expenses totaling \$78,400.

Plaintiff initially demanded \$450,000 to settle this action, but through aggressive negotiation, the parties agreed upon the settlement described above, subject to Board approval.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of a lawsuit entitled Amelie Gorgen, as the Executrix of the Estate of Emil H. Gorgen, and Amelie Gorgen, Individually v. The Port Authority of New York and New Jersey in the amount of \$230,000, inclusive of attorneys' fees, costs and disbursements.

**SETTLEMENT OF CLAIM – ROSALIE ANN WHITEHEAD A/A/O THE ESTATE OF
GEORGE NELSON WHITEHEAD v. THE PORT AUTHORITY OF NEW
YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to finalize the settlement of a personal injury and wrongful death claim in the action entitled Rosalie Ann Whitehead a/a/o the Estate of George Nelson Whitehead v. The Port Authority of New York and New Jersey in the amount of \$1 million, inclusive of attorneys' fees, costs and disbursements. Plaintiff would provide the Port Authority with a General Release and Stipulation of Discontinuance with Prejudice.

On February 26, 1993, the date of the terrorist bombing of The World Trade Center (WTC), plaintiff's decedent, George Nelson Whitehead, who was 52 years old and employed as a Vice President at Fiduciary Trust International, was on the 94th floor of Two WTC when the bombing occurred. It is alleged that as a result of exiting the building by walking down from the 94th floor, Mr. Whitehead, who suffered from arteriosclerotic heart disease, aggravated his preexisting condition and died 11 days later from heart failure. His widow, Rosalie Whitehead, as administratrix of the estate, claims wrongful death and loss of support and services.

Plaintiff initially demanded \$1,500,000 to settle this action, but through aggressive negotiation, and with the assistance of the Court, the parties agreed upon the settlement as described above, subject to Board approval. The Port Authority's excess insurance carriers have approved the proposed settlement amount, and the Port Authority would be fully reimbursed for the settlement amount by the carriers.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the action entitled Rosalie Ann Whitehead a/a/o the Estate of George Nelson Whitehead v. The Port Authority of New York and New Jersey in the amount of \$1 million, inclusive of attorneys' fees, costs and disbursements.

SETTLEMENT OF CLAIM – MICHAEL AND HELENE RAPP v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to finalize the settlement of a personal injury claim in the action entitled Michael and Helene Rapp v. The Port Authority of New York and New Jersey in the amount of \$950,000, inclusive of attorneys' fees, costs and disbursements. Plaintiffs would provide the Port Authority with a General Release and Stipulation of Discontinuance with Prejudice.

On February 26, 1993, the date of the terrorist bombing of The World Trade Center (WTC), plaintiff Michael Rapp, who was 34 years old and employed as a senior job captain for SCR Design, was conducting a survey in the sub-grade of the WTC when the bombing occurred. As a result of the explosion, he was thrown several feet into the air and landed on the floor, which collapsed beneath him, causing him to fall several levels into the basement. As a result, plaintiff sustained multiple injuries, including a perforated eardrum, fractures to the left knee and pelvis, multiple fractures to the right leg and ankle and smoke inhalation. Plaintiff underwent several surgeries to repair the fractures and subsequently developed osteomyelitis that required bone replacement surgery. He was totally disabled until January 1994. He is seeking damages for past and future pain and suffering and lost wages. There is a Workers' Compensation lien of \$204,000 for lost wages and medical expenses, which plaintiff must repay. His wife's claim is for loss of services.

Plaintiffs initially demanded \$1,950,000 to settle this action, but through aggressive negotiation, and with the assistance of the Court, the parties agreed upon the settlement as described above, subject to Board approval. The Port Authority's excess insurance carriers have approved the proposed settlement amount, and the Port Authority would be fully reimbursed for the settlement amount by the carriers.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the action entitled Michael and Helene Rapp v. The Port Authority of New York and New Jersey in the amount of \$950,000, inclusive of attorneys' fees, costs and disbursements.

SETTLEMENT OF CLAIM – KEVIN AND ESTHER SHEA v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to finalize the settlement of a personal injury claim in the action entitled Kevin and Esther Shea v. The Port Authority of New York and New Jersey in the amount of \$800,000, inclusive of attorneys' fees, costs and disbursements. Plaintiffs would provide the Port Authority with a General Release and Stipulation of Discontinuance with Prejudice.

On February 26, 1993, the date of the terrorist bombing of The World Trade Center (WTC), plaintiff Kevin Shea, who was 33 years old and employed as a lieutenant by the New York City Fire Department, was an emergency responder. While plaintiff was attempting to rescue a victim in the WTC sub-grade level, the floor collapsed, causing plaintiff to fall five floors. As a result of the fall, plaintiff sustained fractures to his nose, left knee and right foot.

Plaintiff underwent several surgeries to repair his knee, which will eventually require knee replacement surgery. Plaintiff was confined to home for seven months and to bed for three months. He was placed on modified duty until 1998, when he was retired on a disability pension. Plaintiff claims past and future pain and suffering and lost wages. His wife's claim is for loss of services.

Plaintiffs initially demanded \$1,600,000 to settle this action, but through aggressive negotiation, and with the assistance of the Court, the parties agreed upon the settlement as described above, subject to Board approval. The Port Authority's excess insurance carriers have approved the proposed settlement amount, and the Port Authority would be fully reimbursed for the settlement amount by the carriers.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the action entitled Kevin and Esther Shea v. The Port Authority of New York and New Jersey in the amount of \$800,000, inclusive of attorneys' fees, costs and disbursements.

SETTLEMENT OF CLAIM – JAMES CAVOLO v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to finalize the settlement of a personal injury claim in the action entitled James Cavolo v. The Port Authority of New York and New Jersey in the amount of \$775,000, inclusive of attorneys' fees, costs and disbursements. Plaintiff would provide the Port Authority with a General Release and Stipulation of Discontinuance with Prejudice.

On February 26, 1993, the date of the terrorist bombing of The World Trade Center, plaintiff, who was 33 years old and employed as a firefighter by the New York City Fire Department, was an emergency responder immediately following the bombing. As a result of sharing his oxygen mask with rescue victims, plaintiff sustained oxygen deprivation, which caused him to lose consciousness and fall down several flights of stairs. Plaintiff sustained the following injuries: herniated disks, a torn right rotator cuff, carpal tunnel syndrome, and smoke inhalation. Plaintiff underwent six surgeries to his right shoulder and hand, and required extensive physical therapy. He was placed on modified duty until September 30, 1997, when he was retired on a disability pension. Plaintiff claims past and future pain and suffering and lost wages.

Plaintiff initially demanded \$1,800,000 to settle this action, but through aggressive negotiation, and with the assistance of the Court, the parties agreed upon the settlement as described above, subject to Board approval. The Port Authority's excess insurance carriers have approved the proposed settlement amount, and the Port Authority would be fully reimbursed for the settlement amount by the carriers.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the action entitled James Cavolo v. The Port Authority of New York and New Jersey in the amount of \$775,000, inclusive of attorneys' fees, costs and disbursements.

SETTLEMENT OF CLAIM – MARY O’CONNOR A/A/O THE ESTATE OF RICHARD O’CONNOR v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to finalize the settlement of a personal injury and wrongful death claim in the action entitled Mary O’Connor a/a/o the Estate of Richard O’Connor v. The Port Authority of New York and New Jersey in the amount of \$450,000, inclusive of attorneys’ fees, costs and disbursements. Plaintiff would provide the Port Authority with a General Release and Stipulation of Discontinuance with Prejudice.

On February 26, 1993, the date of the terrorist bombing of The World Trade Center (WTC), plaintiff’s decedent, Richard O’Connor, who was 60 years old and employed as an insurance salesman at Chubb & Son earning approximately \$91,000 per annum, was on the 107th floor of One WTC when the bombing occurred. It is alleged that as a result of exiting the building by walking down the stairs from the 107th floor, Mr. O’Connor aggravated a pre-existing heart condition that resulted in his death from heart failure on September 25, 1993. He left five children, the youngest being 20 years old at the time of his death. His widow, Mary O’Connor, as administratrix of the estate, claims wrongful death and loss of support and services.

Plaintiff initially demanded \$1,800,000 to settle this action, but through aggressive negotiation, and with the assistance of the Court, the parties agreed upon the settlement as described above, subject to Board approval. The Port Authority’s excess insurance carriers have approved the proposed settlement amount, and the Port Authority would be fully reimbursed for the settlement amount by the carriers.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the action entitled Mary O’Connor a/a/o the Estate of Richard O’Connor v. The Port Authority of New York and New Jersey in the amount of \$450,000, inclusive of attorneys’ fees, costs and disbursements.

SETTLEMENT OF CLAIM – JOHN TERRACIANO v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel to finalize the settlement of a personal injury claim in the action entitled John Terraciano v. The Port Authority of New York and New Jersey in the amount of \$125,000, inclusive of attorneys' fees, costs and disbursements. Plaintiff would provide the Port Authority with a General Release and Stipulation of Discontinuance with Prejudice.

On February 26, 1993, the date of the terrorist bombing of The World Trade Center (WTC), plaintiff, who was 35 years old at the time of the incident and employed as a senior field engineer by SMS System, was in the Vista Hotel lobby at the WTC when the bombing occurred. Plaintiff alleges that as a result of the explosion, he was thrown 30 feet into the air, knocked against a wall and hit by flying debris. Plaintiff sustained multiple injuries, including lower back derangement, bilateral carpal tunnel syndrome, smoke inhalation and post-traumatic stress disorder. In 1995, plaintiff underwent surgeries on both wrists. In addition, his orthopedist noted a 50-60 percent decrease of normal range of motion to his lumbar spine, and from 1996 through 1999 plaintiff received chiropractic treatments one to three times per week. There is a Workers' Compensation lien of \$33,482 for lost wages and medical expenses that plaintiff must repay.

Plaintiff initially demanded \$350,000 to settle this action, but through aggressive negotiation the parties agreed upon the settlement as described above, subject to Board approval. The Port Authority's excess insurance carriers have approved the proposed settlement amount, and the Port Authority would be fully reimbursed for the settlement amount by the carriers.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the action entitled John Terraciano v. The Port Authority of New York and New Jersey in the amount of \$125,000, inclusive of attorneys' fees, costs and disbursements.

SETTLEMENT OF CLAIM – LEONID FELDMAN v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY, ET AL.

It was recommended that the Board authorize General Counsel to finalize the settlement of a civil rights action for false arrest entitled Leonid Feldman v. The Port Authority of New York and New Jersey and Charles Giglia in the amount of \$155,000. Plaintiff would provide the Port Authority with a General Release and a Stipulation of Discontinuance with Prejudice.

On November 24, 1998, plaintiff Leonid Feldman, who was 56 years old and self-employed as a taxi driver, was arrested at LaGuardia Airport by Port Authority Police. He was charged in Criminal Court of the City of New York, Queens County, with unlawful solicitation of ground transportation and was issued a New York City Taxi and Limousine Commission “Hack Complaint.” The criminal charge was dismissed, and plaintiff prevailed in the “Hack Complaint” matter.

Plaintiff initially demanded the aggregate sum of \$250,000 to settle this action. At the conclusion of the trial in the Supreme Court of the State of New York, Kings County, the jury returned a verdict in favor of the plaintiff in the amount of \$51,350. Before the trial proceeded on the issue of punitive damages, the Port Authority agreed to settle the action for a total amount of \$155,000, subject to Board approval, thus avoiding an assessment of punitive damages, potentially higher attorneys’ fees and the costs of an appeal.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Chasanoff, Coscia, Ferer, Gargano, Genova, Mack, Pocino, Sartor and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of a lawsuit entitled Leonid Feldman v. The Port Authority of New York and New Jersey and Charles Giglia in the amount of \$155,000, inclusive of attorneys’ fees, costs and disbursements.

CONFIDENTIAL ITEM

This item shall not be available for public inspection until otherwise agreed to by the parties involved.

CONTRACT AND PURCHASE ORDER AUTHORIZATIONS AND AMENDMENTS – QUARTERLY REPORT

REPORT: In accordance with Article XII, sections (g)(1) and (g)(2) of the By-Laws, the Executive Director reported, for information only, the following contracts were awarded or amended for the period of July 1, 2005 through October 31, 2005.

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
3M Traffic Control Materials	Validation Stickers	\$296,106	Government Contract
Ray's Sport Shop, Inc.	Body Armor – P.A. Police	\$366,798	Government Contract
Continental Personnel	Temporary Cafeteria Workers – PATC	\$147,548	Publicly Bid/Low Bid
Urban Office Products, Inc.	Computer Hardware Supplies – Agency contract	\$707,689	Publicly Bid/Low Bid
Gartner, Inc.	Technology Advisory Services	\$98,647	Government Contract
Paraco Gas Company	Liquid Propane Gas – JFK	\$500,000	Government Contract
Corporate Counseling	Medical Services – HRD	\$210,000	Government Contract
Armorcast Products Company	Portable Traffic Barriers – JFK	\$80,500	Government Contract
West Publishing Corporation	Thomson West Information Charges	\$219,000	Government Contract
Joseph Smentkowski, Inc.	Refuse Removal & Recycling – EWR	\$492,627	Publicly Bid/Low Bid
Eagle Maintenance Supply, Inc.	Janitorial Supplies	\$393,930	Publicly Bid/Low Bid
Creative Visual Systems of New Jersey	Gerber Edge Supplies - Sign Shop	\$145,626	Government Contract
John Thomas, Inc.	Dura Curb Roadway Reflectors – Delineators	\$381,111	Publicly Bid/Low Bid
Atlas Flasher & Supply Co., Inc.	Impact Recovery Roadway Reflectors	\$263,250	Publicly Bid/Low Bid

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Brother International Corporation	Facsimile Equipment Service	\$130,684	Government Contract
AAA Emergency Supply	Scott Respirators & Accessories	\$403,038	Government Contract
Lawmen Supply Company of NJ	Police Rifles & Accessories	\$134,184	Government Contract
Weldon Materials, Inc.	Hot Asphalt – EWR	\$282,400	Publicly Bid/Low Bid
Messina Asphalt Corp.	Paving & Patching Services - NYMT	\$84,800	Publicly Bid/Low Bid
Gabrielli Truck Sales	Mack Truck Parts	\$262,800	Government Contract
Honeywell International, Inc.	HVAC Maint. – EWR	\$995,103	Publicly Bid/Low Bid
Jersey Paper Company	Cafeteria Supplies	\$258,005	Publicly Bid/Low Bid
Armorcast Products Company	Portable Traffic Barriers – JFK	\$80,750	Government Contract
Metro Fuel Oil Corporation	# 2 Heating Fuel Oil – JFK - Under 5,500 Gal.	\$350,000	Government Contract
Plymouth Rock Fuel Corporation	# 2 Heating Fuel Oil – LGA - Min 5,500 Gal.	\$260,000	Government Contract
Plymouth Rock Fuel Corporation	# 2 Heating Fuel Oil – JFK - Min 5,500 Gal.	\$150,000	Government Contract
Metro Fuel Oil Corporation	# 2 Heating Fuel Oil – LGA - Under 5,500 Gal.	\$140,000	Government Contract
Empire State Fuel Corp.	# 4 Heating Fuel Oil – JFK	\$100,000	Government Contract
AFG Construction Management, Inc	General Repair, Maint. & Construction Services - NJ Offices	\$829,857	Publicly Bid/Low Bid
Yale Picture Frame and Moulding Corporation	Framing Services	\$257,096	Publicly Bid/Low Bid

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Sun Microsystems Inc.	Sun Micro - Storage Consolidation Software	\$195,665	Government Contract
Sprague Energy Corporation	RFG Regular Gasoline – JFK	\$500,000	Government Contract
Lexis – Nexis	Vendor Integrity Database Search Services	\$80,460	Government Contract
Object Video, Inc	Security Video Hardware & Software – OEM	\$193,393	Negotiated
CPS Human Resource Services	Testing Services – HRD	\$215,000	Government Contract
Lestanas Enterprises, Inc.	Various Plumbing Items	\$171,402	Publicly Bid/Low Bid
Henry Brothers	Tunnel Radio Spare Parts	\$82,960	Government Contract
Grainger	Misc. Maint., Repair And Operations (MRO) Items	\$500,000	Government Contract
Storagetek Storage Technology Corp.	Annual Hardware Maintenance	\$189,941	Government Contract
Kova Corporation	Digital Recording System – MERCOM for HT	\$126,322	Government Contract
CompUSA	IT Classes – TSD	\$125,000	Government Contract
New Horizons Computer	IT Classes – TSD	\$125,000	Government Contract
Sun Microsystems Inc.	Upgrade PeopleSoft Servers	\$101,839	Government Contract
Sprague Energy Corp.	Diesel Engine Fuel – JFK Buses	\$500,000	Government Contract
Sprague Energy Corporation	Diesel Engine Fuel – JFK Bldg 14	\$250,000	Government Contract
Xerox Corporation	Xerox Enterprise Pool Plan - Equip. Maint.	\$224,766	Government Contract

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Open Text Corporation	Maintenance for LiveLink – Engineering Electronic Document Mgt System	\$101,600	Negotiated
Atlantic Salt, Inc.	Sodium Chloride-Bulk Rock Salt – JFK	\$425,000	Government Contract
City Fire Equipment Co., Inc.	Fire Extinguisher Service – EWR	\$376,641	Publicly Bid/Low Bid
Atlantic Salt, Inc.	Sodium Chloride-Bulk Rock Salt – EWR	\$250,000	Government Contract
Kova Corporation	Digital Logging Recorder System - Public Safety	\$161,026	Government Contract
Atlantic Salt, Inc.	Sodium Chloride-Bulk Rock Salt – LGA	\$150,000	Government Contract
Atlantic Salt, Inc.	Sodium Chloride-Bulk Rock Salt – SIB	\$100,000	Government Contract
International Salt Company, LLC	Bulk Rock Salt, Sodium Chloride – GWB	\$100,000	Government Contract
The Glove & Safety People	Gloves, Various Types	\$132,583	Publicly Bid/Low Bid
Tri State Employment Services, Inc.	Messenger/Clerical Services – Oper. Svcs.	\$453,341	Publicly Bid/Low Bid
Siemens Building Technologies	HVAC Maint. – LGA	\$243,880	Negotiated
Atlantic Salt, Inc.	Sodium Chloride-Bulk Rock Salt – NJMT	\$82,000	Government Contract
Premier Flag & Banner Company, Inc.	Various Flags	\$133,602	Publicly Bid/Low Bid
Sign Design Group Of NY, Inc.	Signage JFK	\$100,422	Publicly Bid/Low Bid
Arch Wireless	Paging Services – TSD	\$300,000	Government Contract
IVCI, LLC	Video Conferencing Equipment	\$192,548	Government Contract

Tort Claim Settlements – Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, section (g)(4) of the By-Laws, the following claims were previously settled, and reported closed during the period July 1, 2005 to September 30, 2005.

TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED

<u>NAME</u>	<u>FACILITY</u>	<u>AMOUNT PAID</u>
BALOUMIAN BAROUIR	JFK	\$ 17,577.97
VALLEN CHERYL	LGA	45,000.00
MOMPOINT JACQUELINE	WTC	47,500.00
NGUYEN A-NATIONWIDE	GWB	3,492.00
KAJIMA USA-ZURICH INS	EWR	27,008.00
LAVALLE GABRIELLE	GWB	450.21
GUGEL DAVID	GWB	198.18
ELSISHANS DIANE	HT	3,419.44
SCHILLIZZI PETER	LT	259.70
SIEGLE MATTHEW	JFK	213.90
SCHRAMM FRANK	LT	500.00
SHEYNIN BORIS	JFK	271.56
RODRIGUEZ DESIRAE	GB	41.00
CARBONARO DANIEL	JFK	207.44
MACKINTOSH MARY	BB	257.81
GALLO MAUREEN	LGA	700.00
NACHEF ELVIS	GWB	716.00
WATSON JOSEPH	GWB	449.60
KLIMAVICIUS JONAS	LGA	50.00
KLIMAVICIUS JONAS	LGA	1,130.34
ELWYN P-TRAVELERS ASO	LGA	1,799.55
FLORENTINO JOHN J	LGA	605.86
DEEGAN CHRISTOPHER	LGA	1,037.61
FREEMAN FRANK	LGA	427.13
PENN-AMERICA INS CO	EWR	245.40
JENSEN JEFF	LGA	1,014.42
BOYARSKY LOUISE	GWB	116.70
UNGER DYAN	OBX	180.15
WALSH JOHN J	GWB	805.00
SIERZEGA JOSEPH	EWR	110.00
BIZZARRO PARIDE	LGA	411.69
GENTILE ANNE MARIE	LT	331.78
GALKA LUISE	EWR	565.42
KAMITSIS MARY	GWB	163.95

TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont'd.)

<u>NAME</u>	<u>FACILITY</u>	<u>AMOUNT PAID</u>
LEWICKI VALERIE	LGA	376.98
KASINSKAS JOSEPH	LGA	775.32
STAMMERMANN HENDRIK	JFK	553.00
SETH ROBY	GWB	274.00
MEILAD MOSTAFA	LT	2,396.67
MAURITZEN J-TRAVELERS	LGA	1,582.17
DE MARCHIS LSIA	LGA	357.16
RUDD ANDREW	JFK	125.00
KAPLOW JEFFREY	GWB	542.30
MASUR JONATHAN	GB	58.93
LOOMIS JOEL	HT	1,846.53
AUSTIN CATHERINE	EWR	297.70
MURDOCK BLAKE	JFK	62.65
MAYERS GERARD	JFK	142.06
JANIAK KEVIN	HT	382.66
CUMELLO MATT	GWB	657.53
CITY OF HACKENSACK	TEB	6,778.58
COUNTY OF BERGEN	TEB	6,936.00
VILLAGE RIDGEFIELD PK	TEB	1,892.74
BORO HASBROUCK HTS	TEB	20,965.75
BORO LITTLE FERRY	TEB	34,074.81
GEN'L SERVICES ADMIN	LGA	824.01
NERAHOO NORADA	EWR	1,142.57
TWNSHP SO HACKENSACK	TEB	710.74
BORO OF MOONACHIE	TEB	24,912.93
MARUT JOHN	JFK	95.83
SMITH DWIGHT	JFK	279.89
TART SR., REGINALD	OBX	344.85
CNTY OF BERGEN/HEALTH	TEB	1,710.68
ANTICO WILLIAM	GB	1,361.84
RAMIREZ WILLY	LT	558.00
RAMIREZ LUIS E	GWB	10,500.00
FERREIRA JOSE	LGA	1,163.33
WHELAN GERARD	LGA	826.46
RICCIARDELLI JANINE	GWB	1,199.55
HONOR PAUL	LGA	617.86
TAORMINA -FARM FAMILY	HT	2,858.07
ESPOSITO VINCENT	JFK	4,707.60
BARULIC SRECKO	PST	22,500.00
ADAMOU SOPHOCLES	OP	45,000.00
	TOTAL	\$359,650.56

TORT CLAIMS OF THE PORT AUTHORITY, CLOSED

<u>NAME</u>	<u>FACILITY</u>	<u>AMOUNT COLLECTED</u>
CAOWHAN GHAFOUR U	JFK	\$ 2,458.40
NAKSHON ZINOVY A	LT	450.00
LEUNG L SHUI	GWB	421.87
AVIS RENT A CAR SYSTEM	HT	2,333.10
UNITED AIRLINES INC	EWR	3,684.18
CONRAIL	PN	7,443.88
YU TSUNG-HUANG	HT	131.75
NJ TRANSIT CORP	LT	1,642.49
ADIRONDACK TRAILWAYS	PABT	576.73
KUWAIT AIRWAYS	JFK	4,278.45
FJC SECURITY SERVICES	EWR	5,018.86
CHANG ANDREW	GWB	221.18
GIL ANA	JFK	5,348.06
SULLENS JAMES W	JFK	4,278.45
AMERICAN AIRLINES	LGA	5,823.67
NESTLE WATERS N AMERICA	LT	2,053.11
A&M XPRESS	LT	2,053.11
CAB EAST LLC	GWB	3,238.48
KASIM ZARIEH S	JFK	4,278.45
COLLAZO SONIA N	LGA	986.07
SIGNATURE FLIGHT SVCS	EWR	450.00
	TOTAL	\$57,170.29

FACILITY KEY

BB – Bayonne Bridge
 GWB - George Washington Bridge
 GB - Goethals Bridge
 HT - Holland Tunnel
 JFK - John F. Kennedy International Airport
 LGA - LaGuardia Airport
 LT - Lincoln Tunnel
 EWR - Newark Liberty International Airport
 OBX - Outerbridge Crossing
 PABT - Port Authority Bus Terminal
 PN - Port Newark
 PST – Passenger Ship Terminal
 TEB – Teterboro Airport
 WTC – World Trade Center
 OP - Off Property

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

The Committee on Finance reported, for information only, that in accordance with the authority granted by the Committee, the Executive Director had authorized the following security transactions during the period October 1, 2005 through October 31, 2005.

REPORT A:

Purchase of Port Authority Bonds

(Unless otherwise noted, all Port Authority Bonds are callable at par).

<u>Purchase</u> <u>Date</u>	<u>Par</u> <u>Value</u>	<u>Description</u>	<u>Coupon</u> <u>Rate</u>	<u>Maturity</u> <u>Date</u>	<u>Purchase</u> <u>Price</u>	<u>Call</u> <u>Year</u>	<u>YTC</u> <u>@ Cost</u>	<u>BEY</u> <u>@ Cost</u>	<u>Total</u> <u>Principal</u>	<u>Dealer</u>
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No new transactions this period.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
10/03/05	\$28,000,000	FHDN	--	12/02/05	99.38	3.730%	3.813%	\$27,825,933.33	Mizuho
10/03/05	25,000,000	FHDN	--	11/30/05	99.40	3.720	3.802	24,850,166.68	JPMorgan
10/03/05	30,000,000	GECC CP	--	10/04/05	99.99	3.800	3.873	29,996,833.33	G.E. Capital
10/03/05	50,000,000	DBKFIN CP	--	10/13/05	99.90	3.750	3.823	49,947,916.67	Deutsche Bank
10/03/05	50,000,000	DBKFIN CP	--	10/04/05	99.99	3.820	3.894	49,994,694.44	Deutsche Bank
10/03/05	10,000,000	USTN	2.250%	02/15/07	97.56	--	4.100	9,755,859.38	Morgan Stanley
10/04/05	25,000,000	FHDN	--	10/31/05	99.73	3.600	3.671	24,932,500.00	Citiglobal
10/04/05	28,000,000	FHDN	--	10/31/05	99.73	3.600	3.671	27,924,400.00	Citiglobal
10/04/05	50,000,000	GECC CP	--	10/05/05	99.99	3.730	3.801	49,994,819.44	G.E. Capital
10/04/05	50,000,000	DBKFIN CP	--	10/05/05	99.99	3.730	3.801	49,994,819.44	Deutsche Bank
10/04/05	25,000,000	USTN	2.875	11/30/06	98.54	--	4.176	24,634,765.63	JPMorgan
10/05/05	50,000,000	FHDN	--	10/17/05	99.88	3.610	3.678	49,939,833.33	Citiglobal

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
10/05/05	\$47,000,000	UBSFIN CP	--	10/06/05	99.99	3.740%	3.811%	\$46,995,117.22	Lehman Brothers
10/05/05	50,000,000	DBKFIN CP	--	10/11/05	99.94	3.750	3.822	49,968,750.00	Deutsche Bank
10/06/05	20,000,000	USTB	--	10/17/05	99.89	3.537	3.602	19,978,385.00	Deutsche Bank
10/06/05	25,000,000	USTB	--	10/17/05	99.89	3.537	3.602	24,972,981.25	Deutsche Bank
10/06/05	20,000,000	USTB	--	10/17/05	99.89	3.537	3.602	19,978,385.00	Deutsche Bank
10/06/05	30,000,000	USTB	--	10/17/05	99.89	3.537	3.602	29,967,577.50	Deutsche Bank
10/06/05	50,000,000	USTB	--	10/17/05	99.89	3.537	3.602	49,945,962.50	Deutsche Bank
10/06/05	20,000,000	FHDN	--	12/30/05	99.09	3.840	3.933	19,818,666.60	Goldman Sachs
10/06/05	30,000,000	FHDN	--	10/20/05	99.86	3.650	3.720	29,957,416.67	Lehman Brothers
10/06/05	50,000,000	GECC CP	--	10/07/05	99.99	3.750	3.821	49,994,791.67	G.E. Capital
10/07/05	50,000,000	GECC CP	--	10/11/05	99.96	3.740	3.812	49,979,222.22	G.E. Capital
10/07/05	50,000,000	UBSFIN CP	--	10/11/05	99.96	3.740	3.812	49,979,222.22	Lehman Brothers

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
10/07/05	\$ 5,000,000	UBSFIN CP	--	10/11/05	99.96	3.740%	3.812%	\$ 4,997,922.22	Lehman Brothers
10/11/05	25,000,000	FHDN	--	10/21/05	99.90	3.630	3.699	24,974,791.67	Merrill Lynch
10/11/05	25,000,000	FHDN	--	10/24/05	99.87	3.630	3.699	24,967,229.17	Merrill Lynch
10/11/05	25,000,000	FCDN	--	11/02/05	99.78	3.650	3.722	24,944,236.11	Banc of America
10/11/05	50,000,000	GECC CP	--	10/12/05	99.99	3.760	3.832	49,994,777.78	G.E. Capital
10/11/05	40,000,000	UBSFIN CP	--	10/12/05	99.99	3.760	3.832	39,995,822.22	Lehman Brothers
10/11/05	50,000,000	DBKFIN CP	--	10/18/05	99.93	3.770	3.843	49,963,347.22	Deutsche Bank
10/12/05	50,000,000	GECC CP	--	10/13/05	99.99	3.720	3.790	49,994,833.33	G.E. Capital
10/12/05	50,000,000	GECC CP	--	10/13/05	99.99	3.720	3.790	49,994,833.33	G.E. Capital
10/12/05	48,000,000	UBSFIN CP	--	10/13/05	99.99	3.710	3.780	47,995,053.33	Lehman Brothers
10/13/05	50,000,000	USTB	--	11/10/05	99.73	3.435	3.499	49,866,416.67	Deutsche Bank
10/13/05	45,500,000	USTB	--	11/17/05	99.67	3.395	3.459	45,349,818.40	Deutsche Bank

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
10/13/05	\$20,000,000	FHDN	--	10/20/05	99.93	3.640%	3.708%	\$19,985,844.44	Merrill Lynch
10/13/05	23,000,000	FHDN	--	10/25/05	99.88	3.650	3.720	22,972,016.67	Merrill Lynch
10/13/05	30,000,000	FHDN	--	10/25/05	99.88	3.640	3.709	29,963,600.00	Merrill Lynch
10/13/05	50,000,000	GECC CP	--	10/14/05	99.99	3.750	3.821	49,994,791.67	G.E. Capital
10/13/05	50,000,000	DBKFIN CP	--	10/21/05	99.92	3.760	3.833	49,958,222.22	Deutsche Bank
10/13/05	28,000,000	DBKFIN CP	--	10/14/05	99.99	3.750	3.821	27,997,083.33	Banc of America
10/13/05	25,000,000	USTN	3.125%	01/31/07	98.61	--	4.229	24,652,343.75	Bear, Stearns & Co.
10/14/05	50,000,000	GECC CP	--	10/17/05	99.97	3.750	3.822	49,984,375.00	G.E. Capital
10/14/05	33,000,000	UBSFIN CP	--	10/17/05	99.97	3.750	3.822	32,989,687.50	Lehman Brothers
10/14/05	25,000,000	UBSFIN CP	--	10/17/05	99.97	3.750	3.822	24,992,187.50	Banc of America
10/14/05	30,000,000	UBSFIN CP	--	10/17/05	99.97	3.750	3.822	29,990,625.00	Banc of America
10/17/05	25,000,000	FHDN	--	10/24/05	99.93	3.650	3.719	24,982,256.94	Merrill Lynch

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
10/17/05	\$50,000,000	FHDN	--	10/27/05	99.90	3.650%	3.719%	\$49,949,305.56	Citiglobal
10/17/05	50,000,000	GECC CP	--	10/18/05	99.99	3.790	3.863	49,994,736.11	G.E. Capital
10/17/05	50,000,000	UBSFIN CP	--	10/18/05	99.99	3.790	3.863	49,994,736.11	Banc of America
10/18/05	50,000,000	FHDN	--	11/01/05	99.86	3.670	3.741	49,928,638.89	Citiglobal
10/18/05	46,000,000	GECC CP	--	10/19/05	99.99	3.740	3.811	45,995,221.11	G.E. Capital
10/18/05	50,000,000	DBKFIN CP	--	10/19/05	99.99	3.750	3.821	49,994,791.67	Deutsche Bank
10/19/05	50,000,000	FHDN	--	11/15/05	99.72	3.700	3.775	49,861,250.00	Citiglobal
10/20/05	38,000,000	USTB	--	01/19/06	99.05	3.755	3.845	37,639,311.39	JPMorgan
10/20/05	50,000,000	GECC CP	--	10/21/05	99.99	3.730	3.801	49,994,819.44	G.E. Capital
10/21/05	35,000,000	FHDN	--	11/04/05	99.86	3.700	3.772	34,949,638.89	Lehman Brothers
10/21/05	50,000,000	FHDN	--	11/03/05	99.87	3.680	3.751	49,933,555.56	Citiglobal
10/21/05	38,000,000	GECC CP	--	10/24/05	99.97	3.730	3.801	37,988,188.33	G.E. Capital

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
10/21/05	\$25,000,000	DBKFIN CP	--	10/26/05	99.95	3.740%	3.812%	\$24,987,013.89	Deutsche Bank
10/24/05	25,000,000	FHDN	--	11/07/05	99.85	3.740	3.814	24,963,638.89	Merrill Lynch
10/24/05	25,000,000	GECC CP	--	10/25/05	99.99	3.760	3.832	24,997,388.89	G.E. Capital
10/24/05	25,000,000	DBKFIN CP	--	10/25/05	99.99	3.750	3.821	24,997,395.83	Deutsche Bank
10/25/05	25,000,000	FHDN	--	11/08/05	99.85	3.760	3.834	24,963,444.44	Merrill Lynch
10/25/05	25,000,000	GECC CP	--	11/02/05	99.91	3.840	3.916	24,978,666.67	G.E. Capital
10/25/05	28,000,000	GECC CP	--	10/26/05	99.99	3.740	3.811	27,997,091.11	G.E. Capital
10/25/05	50,000,000	DBKFIN CP	--	10/26/05	99.99	3.750	3.821	49,994,791.67	Deutsche Bank
10/26/05	25,000,000	GECC CP	--	10/28/05	99.98	3.770	3.842	24,994,763.89	G.E. Capital
10/26/05	50,000,000	UBSFIN CP	--	10/27/05	99.99	3.760	3.832	49,994,777.78	Lehman Brothers
10/26/05	5,000,000	UBSFIN CP	--	10/27/05	99.99	3.760	3.832	4,999,477.78	Lehman Brothers
10/26/05	50,000,000	DBKFIN CP	--	11/01/05	99.94	3.820	3.895	49,968,166.67	Deutsche Bank

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
10/27/05	\$25,000,000	FHDN	--	11/01/05	99.95	3.780%	3.853%	\$24,986,875.00	Merrill Lynch
10/27/05	50,000,000	DBKFIN CP	--	10/28/05	99.99	3.860	3.936	49,994,638.89	Deutsche Bank
10/27/05	14,000,000	UBSFIN CP	--	10/28/05	99.99	3.850	3.925	13,998,502.78	Banc of America
10/27/05	15,000,000	USTN	4.250%	10/15/10	99.20	--	4.430	14,880,468.75	Lehman Brothers
10/27/05	10,000,000	USTN	2.250	02/15/07	97.35	--	4.358	9,735,156.25	Deutsche Bank
10/27/05	20,000,000	USTN	3.125	05/15/07	98.17	--	4.354	19,634,375.00	Morgan Stanley
10/28/05	25,000,000	FHDN	--	11/09/05	99.87	3.850	3.928	24,967,916.67	Greenwich Capital
10/28/05	4,000,000	UBSFIN CP	--	10/31/05	99.97	3.900	3.978	3,998,700.00	Lehman Brothers
10/28/05	50,000,000	UBSFIN CP	--	10/31/05	99.97	3.900	3.978	49,983,750.00	Lehman Brothers
10/28/05	50,000,000	DBKFIN CP	--	11/04/05	99.92	3.960	4.041	49,961,500.00	Deutsche Bank
10/31/05	40,000,000	USTB	--	02/16/06	98.83	3.900	4.001	39,532,000.00	ABN AMRO
10/31/05	50,000,000	FCDN	--	11/22/05	99.76	3.870	3.951	49,881,750.00	Lehman Brothers

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
10/31/05	\$ 30,000,000	UBSFIN CP	--	11/01/05	99.99	4.000%	4.081%	\$ 29,996,666.67	Lehman Brothers
10/31/05	<u>28,000,000</u>	UBSFIN CP	--	11/01/05	99.99	4.000	4.081	<u>27,996,888.89</u>	Lehman Brothers
	<u>\$ 3,041,500,000</u>							<u>\$ 3,036,441,134.46</u>	

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Sale of Securities

<u>Sale</u>			<u>Coupon</u>	<u>Maturity</u>	<u>Sale</u>	<u>Discount</u>		
<u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Rate</u>	<u>Date</u>	<u>Price</u>	<u>Rate</u>	<u>Principal</u>	<u>Dealer</u>

No transactions this period.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Dresdner	10/03/05	10/04/05	\$ 6,265,000	3.620%	\$ 629.98
Dresdner	10/03/05	10/04/05	100,000	3.620	10.06
Dresdner	10/03/05	10/04/05	7,275,000	3.620	731.54
Nomura	10/03/05	10/04/05	10,777,000	3.625	1,085.18
Nomura	10/03/05	10/04/05	20,897,000	3.625	2,104.21
Nomura	10/03/05	10/04/05	24,086,000	3.625	2,425.33
Nomura	10/03/05	10/04/05	24,687,000	3.625	2,485.84
Nomura	10/03/05	10/04/05	26,691,000	3.625	2,687.64
Mizuho	10/03/05	10/04/05	29,790,000	3.650	3,020.38 *
Mizuho	10/03/05	10/04/05	29,790,000	3.650	3,020.38 *
Dresdner	10/03/05	10/04/05	38,735,000	3.620	3,895.02
Nomura	10/03/05	10/04/05	43,757,000	3.625	4,406.09

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	10/03/05	10/04/05	\$48,203,000	3.625%	\$ 4,853.77
Dresdner	10/03/05	10/04/05	48,875,000	3.620	4,914.65
Dresdner	10/03/05	10/04/05	48,875,000	3.620	4,914.65
Dresdner	10/03/05	10/04/05	48,875,000	3.620	4,914.65
Nomura	10/04/05	10/11/05	10,402,000	3.625	7,331.97
Nomura	10/04/05	10/11/05	19,564,000	3.625	13,789.90
Nomura	10/04/05	10/11/05	20,777,000	3.625	14,644.90
Nomura	10/04/05	10/11/05	23,403,000	3.625	16,495.86
Morgan Stanley	10/04/05	10/05/05	25,000,000	3.620	2,513.89
Nomura	10/04/05	10/11/05	25,355,000	3.625	17,871.75
Mizuho	10/04/05	10/05/05	29,790,000	3.650	3,020.38 *
Mizuho	10/04/05	10/05/05	29,790,000	3.650	3,020.38 *

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Lehman Brothers	10/04/05	10/14/05	\$35,910,000	3.640%	\$36,608.25 *
Lehman Brothers	10/04/05	10/14/05	35,910,000	3.640	36,608.25 *
Nomura	10/04/05	10/11/05	39,522,000	3.625	27,857.52
Mizuho	10/04/05	10/06/05	42,892,500	3.650	8,733.39 *
Mizuho	10/04/05	10/06/05	42,892,500	3.650	8,733.39 *
Daiwa	10/04/05	10/18/05	42,892,500	3.650	61,252.88 *
Daiwa	10/04/05	10/11/05	42,892,500	3.650	30,787.28 *
Citiglobal	10/04/05	10/11/05	44,887,500	3.650	32,131.97 *
Citiglobal	10/04/05	10/11/05	44,887,500	3.650	32,131.97 *
Morgan Stanley	10/04/05	10/05/05	45,340,000	3.620	4,559.19
Nomura	10/04/05	10/11/05	48,755,000	3.625	34,365.50
Morgan Stanley	10/04/05	10/11/05	52,070,000	3.620	36,651.49

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Morgan Stanley	10/04/05	10/11/05	\$52,430,000	3.620%	\$36,904.89
UBS Warburg	10/05/05	10/06/05	25,003,000	3.700	2,569.75
BNP Paribas	10/05/05	10/11/05	45,346,000	3.650	27,585.48
Dresdner	10/06/05	10/11/05	25,006,000	3.650	12,676.65
Daiwa	10/06/05	10/20/05	31,680,000	3.730	45,196.80 *
Daiwa	10/11/05	10/19/05	247,000	3.680	200.49 *
Dresdner	10/11/05	10/13/05	10,062,000	3.650	2,040.35
Dresdner	10/11/05	10/13/05	18,687,000	3.650	3,789.31
Dresdner	10/11/05	10/13/05	20,793,000	3.650	4,216.36
Dresdner	10/11/05	10/13/05	22,970,000	3.650	4,657.81
Dresdner	10/11/05	10/13/05	24,919,000	3.650	5,053.02
Dresdner	10/11/05	10/13/05	31,861,000	3.650	6,460.70

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
ABN AMRO	10/11/05	10/13/05	\$32,642,000	3.650%	\$ 6,619.07
Citiglobal	10/11/05	10/13/05	44,932,500	3.650	9,111.32 *
Citiglobal	10/11/05	10/13/05	44,932,500	3.650	9,111.32 *
ABN AMRO	10/11/05	10/13/05	45,373,000	3.650	9,200.64
Dresdner	10/11/05	10/13/05	48,437,000	3.650	9,821.95
ABN AMRO	10/11/05	10/13/05	48,474,000	3.650	9,829.45
ABN AMRO	10/11/05	10/13/05	48,474,000	3.650	9,829.45
Daiwa	10/11/05	10/19/05	49,203,000	3.680	39,936.45 *
ABN AMRO	10/13/05	10/17/05	8,241,000	3.660	3,351.34
Nomura	10/13/05	10/17/05	9,574,000	3.660	3,893.43
Nomura	10/13/05	10/17/05	16,462,000	3.660	6,694.55
Nomura	10/13/05	10/17/05	17,507,000	3.660	7,119.51

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	10/13/05	10/17/05	\$21,538,000	3.660%	\$ 8,758.79
Nomura	10/13/05	10/17/05	24,699,000	3.660	10,044.26
Nomura	10/13/05	10/17/05	28,179,000	3.660	11,459.46
Mizuho	10/13/05	10/14/05	29,264,000	3.700	3,007.69 *
Mizuho	10/13/05	10/14/05	29,264,000	3.700	3,007.69 *
ABN AMRO	10/13/05	10/17/05	48,283,000	3.660	19,635.09
ABN AMRO	10/13/05	10/17/05	48,283,000	3.660	19,635.09
ABN AMRO	10/14/05	10/20/05	17,438,000	3.650	10,632.34 *
Daiwa	10/14/05	10/19/05	30,984,500	3.630	15,698.81 *
ABN AMRO	10/14/05	10/20/05	48,155,000	3.650	29,361.17 *
Nomura	10/17/05	10/20/05	1,503,000	3.660	458.41
Banc of America	10/17/05	10/20/05	7,424,000	3.670	2,270.51

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	10/17/05	10/20/05	\$27,935,000	3.660%	\$ 8,520.17
Banc of America	10/17/05	10/20/05	29,227,000	3.670	8,938.59
Nomura	10/17/05	10/20/05	29,247,000	3.660	8,920.33
Lehman Brothers	10/17/05	10/18/05	35,964,000	3.700	3,696.30 *
Lehman Brothers	10/17/05	10/18/05	35,964,000	3.700	3,696.30 *
Banc of America	10/17/05	10/20/05	37,886,000	3.670	11,586.80
Nomura	10/17/05	10/20/05	41,359,000	3.660	12,614.49
Nomura	10/17/05	10/20/05	41,465,000	3.660	12,646.82
Nomura	10/17/05	10/20/05	48,020,000	3.660	14,646.10
Banc of America	10/17/05	10/20/05	48,713,000	3.670	14,898.06
Banc of America	10/17/05	10/20/05	48,713,000	3.670	14,898.06
Lehman Brothers	10/18/05	10/21/05	49,875,000	3.650	15,170.31 *

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Dresdner	10/19/05	10/20/05	\$48,845,739	3.650%	\$ 4,952.42
Dresdner	10/19/05	10/20/05	2,051,521	3.650	208.00
Dresdner	10/19/05	10/20/05	48,845,739	3.650	4,952.42
Nomura	10/20/05	10/24/05	1,476,000	3.650	598.60
BNP Paribas	10/20/05	10/24/05	2,584,000	3.650	1,047.96
BNP Paribas	10/20/05	10/24/05	15,923,000	3.650	6,457.66
BNP Paribas	10/20/05	10/24/05	27,254,000	3.650	11,053.01
Nomura	10/20/05	10/24/05	29,152,000	3.650	11,822.76
Lehman Brothers	10/20/05	Open	29,835,000 *	Variable **	36,970.54 ***
Lehman Brothers	10/20/05	Open	29,835,000 *	Variable **	36,970.54 ***
ABN AMRO	10/20/05	10/24/05	32,900,000	3.650	13,342.78
Nomura	10/20/05	10/24/05	40,847,000	3.650	16,565.73

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	10/20/05	10/24/05	\$41,372,000	3.650%	\$16,778.64
Lehman Brothers	10/20/05	10/26/05	44,977,500	3.650	27,398.79 *
Lehman Brothers	10/20/05	10/26/05	44,977,500	3.650	27,398.79 *
Mizuho	10/20/05	10/25/05	45,977,000	3.650	23,346.10 *
Mizuho	10/20/05	10/25/05	45,977,000	3.650	23,346.10 *
Mizuho	10/20/05	10/25/05	45,977,000	3.650	23,346.10 *
Mizuho	10/20/05	10/25/05	47,976,000	3.650	24,361.14 *
Nomura	10/20/05	10/24/05	48,020,000	3.650	19,474.78
ABN AMRO	10/20/05	10/24/05	48,500,000	3.650	19,669.44
ABN AMRO	10/20/05	10/24/05	48,500,000	3.650	19,669.44
BNP Paribas	10/20/05	10/24/05	48,553,000	3.650	19,690.94
BNP Paribas	10/20/05	10/24/05	48,553,000	3.650	19,690.94

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
BNP Paribas	10/20/05	10/24/05	\$48,553,000	3.650%	\$19,690.94
ABN AMRO	10/21/05	10/27/05	944,000	3.650	575.57 *
ABN AMRO	10/21/05	10/27/05	48,556,000	3.650	29,605.68 *
Nomura	10/24/05	10/27/05	729,000	3.660	222.34
Daiwa	10/24/05	10/26/05	1,201,000	3.700	246.87 *
Morgan Stanley	10/24/05	10/27/05	1,590,000	3.700	490.25
Morgan Stanley	10/24/05	10/27/05	13,144,000	3.700	4,052.73
Morgan Stanley	10/24/05	10/27/05	27,244,000	3.700	8,400.23
UBS Warburg	10/24/05	10/27/05	28,251,000	3.650	8,593.01
Nomura	10/24/05	10/27/05	29,128,000	3.660	8,884.04
Nomura	10/24/05	10/27/05	39,661,000	3.660	12,096.60
Nomura	10/24/05	10/27/05	41,389,000	3.660	12,623.64

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	10/24/05	10/27/05	\$48,020,000	3.660%	\$14,646.10
Daiwa	10/24/05	10/26/05	48,774,000	3.700	10,025.77 *
Morgan Stanley	10/24/05	10/27/05	49,070,000	3.700	15,129.92
Morgan Stanley	10/24/05	10/27/05	49,070,000	3.700	15,129.92
UBS Warburg	10/24/05	10/27/05	50,857,000	3.650	15,469.00
UBS Warburg	10/24/05	10/27/05	50,857,000	3.650	15,469.00
Morgan Stanley	10/24/05	10/27/05	51,210,000	3.700	15,789.75
ABN AMRO	10/27/05	10/31/05	11,105,000	3.750	4,627.08
UBS Warburg	10/27/05	11/01/05	13,303,000	3.780	6,984.08
Lehman Brothers	10/27/05	Open	20,025,000 *	Variable **	10,585.44 ***
Nomura	10/27/05	10/31/05	20,896,000	3.780	8,776.32
Mizuho	10/27/05	10/31/05	28,709,000	3.750	11,962.08

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Mizuho	10/27/05	10/31/05	\$29,051,000	3.750%	\$12,104.58
Mizuho	10/27/05	10/31/05	37,508,000	3.750	15,628.33
ABN AMRO	10/27/05	10/31/05	41,401,000	3.750	17,250.42
Daiwa	10/27/05	10/31/05	45,574,000	3.780	19,141.08
Nomura	10/27/05	10/31/05	48,069,000	3.780	20,188.98
Nomura	10/27/05	10/31/05	48,069,000	3.780	20,188.98
Nomura	10/27/05	10/31/05	48,069,000	3.780	20,188.98
ABN AMRO	10/27/05	10/31/05	48,519,000	3.750	20,216.25
Mizuho	10/27/05	10/31/05	48,841,000	3.750	20,350.42
Mizuho	10/27/05	10/31/05	48,841,000	3.750	20,350.42
Daiwa	10/27/05	10/31/05	48,872,000	3.780	20,526.24
Daiwa	10/27/05	10/31/05	48,872,000	3.780	20,526.24

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Daiwa	10/27/05	10/31/05	\$48,872,000	3.780%	\$20,526.24
UBS Warburg	10/27/05	11/01/05	49,019,000	3.780	25,734.98
ABN AMRO	10/27/05	10/31/05	50,136,000	3.750	20,890.00
ABN AMRO	10/28/05	Open	45,056,250 *	Variable **	19,023.75 ***
Banc of America	10/31/05	11/03/05	12,792,000	3.880	1,378.69
Lehman Brothers	10/31/05	Open	14,887,500 *	Variable **	1,612.81 ***
Daiwa	10/31/05	11/03/05	21,709,000	3.890	2,345.78
Dresdner	10/31/05	11/03/05	27,026,000	3.900	2,927.82
Dresdner	10/31/05	11/03/05	28,054,000	3.900	3,039.18
Banc of America	10/31/05	11/03/05	37,187,000	3.880	4,007.93
Dresdner	10/31/05	11/03/05	40,825,000	3.900	4,422.71
Banc of America	10/31/05	11/03/05	47,306,000	3.880	5,098.54

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS
Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Daiwa	10/31/05	11/03/05	\$48,112,000	3.890%	\$5,198.77
Daiwa	10/31/05	11/03/05	48,112,000	3.890	5,198.77
Daiwa	10/31/05	11/03/05	48,112,000	3.890	5,198.77
Banc of America	10/31/05	11/03/05	48,158,000	3.880	5,190.36
Morgan Stanley	10/31/05	11/03/05	48,312,000	3.870	5,193.54
Dresdner	10/31/05	11/03/05	48,625,000	3.900	5,267.71
Dresdner	10/31/05	11/03/05	48,750,000	3.900	5,281.25
Morgan Stanley	10/31/05	11/03/05	52,270,000	3.870	5,619.02
Morgan Stanley	10/31/05	11/03/05	52,270,000	3.870	5,619.02

* This transaction was executed simultaneously with a like reverse/repurchase agreement.

** This rate subject to change daily.

*** Total interest earned is to the last day of the month.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Reverse Repurchase Transactions (All transactions are executed simultaneously with a like repurchase agreement)

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Mizuho	10/03/05	10/04/05	\$29,790,000	2.810%	\$ 2,325.28
Mizuho	10/03/05	10/04/05	29,790,000	2.810	2,325.28
Citiglobal	10/04/05	10/11/05	44,887,500	2.900	29,239.22
Citiglobal	10/04/05	10/11/05	44,887,500	2.900	29,239.22
Mizuho	10/04/05	10/06/05	42,892,500	2.900	7,089.18
Mizuho	10/04/05	10/06/05	42,892,500	2.900	7,089.18
Daiwa	10/04/05	10/11/05	42,892,500	2.850	27,510.77
Daiwa	10/04/05	10/18/05	42,892,500	2.850	56,868.29
Lehman Brothers	10/04/05	10/14/05	35,910,000	2.900	33,625.74
Lehman Brothers	10/04/05	10/14/05	35,910,000	2.900	33,625.74
Mizuho	10/04/05	10/05/05	29,790,000	2.860	2,366.65
Mizuho	10/04/05	10/05/05	29,790,000	2.860	2,366.65

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Reverse Repurchase Transactions (All transactions are executed simultaneously with a like repurchase agreement)

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Daiwa	10/06/05	10/20/05	\$31,680,000	3.250%	\$40,260.00
Daiwa	10/11/05	10/19/05	49,450,000	3.310	38,337.49
Citiglobal	10/11/05	10/13/05	44,932,500	3.450	8,612.06
Citiglobal	10/11/05	10/13/05	44,932,500	3.450	8,612.06
Mizuho	10/13/05	10/14/05	29,264,000	3.550	2,885.76
Mizuho	10/13/05	10/14/05	29,264,000	3.550	2,885.76
ABN AMRO	10/14/05	10/20/05	48,155,000	3.050	23,248.17
Daiwa	10/14/05	10/19/05	30,984,500	3.450	15,061.91
ABN AMRO	10/14/05	10/20/05	17,438,000	3.050	8,418.68
Lehman Brothers	10/17/05	10/18/05	35,964,000	3.550	3,546.45
Lehman Brothers	10/17/05	10/18/05	35,964,000	3.550	3,546.45
Lehman Brothers	10/18/05	10/21/05	49,875,000	3.350	14,061.99

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Reverse Repurchase Transactions (All transactions are executed simultaneously with a like repurchase agreement)

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Mizuho	10/20/05	10/25/05	\$47,976,000	3.150%	\$20,962.85
Mizuho	10/20/05	10/25/05	45,977,000	3.150	20,089.40
Mizuho	10/20/05	10/25/05	45,977,000	3.150	20,089.40
Mizuho	10/20/05	10/25/05	45,977,000	3.150	20,089.40
Lehman Brothers	10/20/05	10/26/05	44,977,500	3.300	25,524.73
Lehman Brothers	10/20/05	10/26/05	44,977,500	3.300	25,524.73
Lehman Brothers	10/20/05	Open	29,835,000	Variable *	32,760.50 **
Lehman Brothers	10/20/05	Open	29,835,000	Variable *	32,760.50 **
ABN AMRO	10/21/05	10/27/05	49,500,000	3.400	26,125.00
Daiwa	10/24/05	10/26/05	49,975,000	3.580	9,967.24
Lehman Brothers	10/27/05	Open	20,025,000	Variable *	9,372.81 **
ABN AMRO	10/28/05	Open	45,056,250	Variable *	17,521.87 **

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Reverse Repurchase Transactions (All transactions are executed simultaneously with a like repurchase agreement)

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Lehman Brothers	10/31/05	Open	\$14,887,500	Variable *	\$930.47 **

* This rate subject to change daily.

** Total interest paid is to the last day of the month.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

REPORT B: In addition to the transactions described in Report A of this report, the Executive Director also reported the following transactions during the period of October 1, 2005 through October 31, 2005, pertaining to investments in United States Treasury securities and interest rate options contracts with respect to United States Treasury securities pursuant to the guidelines established by the Board of Commissioners on August 25, 1988.

Options Transactions - Purchased

<u>Transaction Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Exercise Price</u>	<u>Expirations/ Settlement</u>	<u>Dealer</u>	<u>Option Premium</u>
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No new transactions this period.

Options Transactions - Sold

<u>Transaction Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Exercise Price</u>	<u>Expirations/ Settlement</u>	<u>Dealer</u>	<u>Option Premium</u>
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No new transactions this period.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

REPORT C: In addition to the transactions described in Report A and B, the Executive Director also reports the following transactions during the period of October 1, 2005 through October 31, 2005 pertaining to the execution or cancellation of Interest Rate Exchange Contracts pursuant to the guidelines established by the Board of Commissioners on December 10, 1992 and reauthorized on April 27, 2005.

Interest Rate Exchange Contracts

<u>Date</u>	<u>Counterparty</u>	<u>Notional Amount</u>	<u>Start Date</u>	<u>Termination Date</u>	<u>Fixed Interest Rate Paid</u>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of October 31, 2005, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$364.4 million, all of which pertain to refundings.

REPORT D: In addition to the transactions described in Report A, B and C, the Executive Director also reported the following transactions during the period of October 1, 2005 through October 31, 2005 under the Variable Rate Master Note Program as amended and supplemented through November 18, 2004.

Variable Rate Master Note Placements

<u>Date of Issuance</u>	<u>Amount</u>	<u>Purchaser</u>	<u>Term</u>	<u>Variable Rate Index</u>
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No new transactions this period.

Whereupon, the meeting was adjourned.

Secretary