

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

PUBLIC CALENDAR*

July 23, 2014

- 1. Election of Officers**
- 2. John F. Kennedy International, Newark Liberty International, and LaGuardia Airports – Avis Rent A Car System, Inc.; DTG Operations, Inc. d/b/a Dollar Rent A Car; Budget Rent A Car Corporation; The Hertz Corporation; Elrac, LLC d/b/a Enterprise Rent-A-Car, Elrac, LLC d/b/a National Car Rental, and Elrac, LLC d/b/a Alamo Rent A Car; Advantage Opco LLC d/b/a Advantage Rent A Car; DTG Operations, Inc. d/b/a Thrifty Car Rental; and Payless Car Rental Inc. – New and Supplemental Lease Agreements and New and Supplemental Corresponding Operating Permits**
- 3. Elizabeth-Port Authority Marine Terminal – Operating Agreement with Millennium Marine Rail, LLC for ExpressRail Elizabeth – Permit PEP-063 – Extension**
- 4. John F. Kennedy International, Newark Liberty International, LaGuardia, and Stewart International Airports – Smarte Carte, Inc. – Operating Permits – Supplemental Agreements**
- 5. Port Jersey-Port Authority Marine Terminal – Reconfiguration of Port Jersey Boulevard and Access Road to Berth 1 – Project Authorization and Award of Contract**
- 6. Port Authority Bus Terminal Improvement Program – Authorization**
- 7. World Trade Center Site – Authorization of Additional Construction Contract Actions and Expenditures to Support Ongoing Post-Hurricane Sandy Recovery Work And Related Costs**
- 8. World Trade Center Site – Authorization of Additional Contract Actions for Architectural and Engineering Design and Other Consultant Services and Expenditures to Support Ongoing Post-Hurricane Sandy Recovery Work and Related Costs**
- 9. World Trade Center West Bathtub Vehicular Access Project – Project Authorization and Award of Contract**
- 10. World Trade Center Streets, Utilities and Related Infrastructure Program – Phase II, Package V – Final Streets and Sidewalk Surfaces, Streetscape Elements and Open Spaces – Award of Contract**
- 11. Memorial Tribute to Robert Van Etten**

* This Calendar does not constitute the Official Minutes of the Port Authority and its wholly-owned entities. The Committee on Operations and the Board also took action in executive session. In addition, actions set forth in the Minutes shall have no force and effect until the expiration of the statutorily required gubernatorial review period.

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ELECTION OF OFFICER

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

Commissioner Pocino, as Chair of the Nominating Committee, submitted the following report:

“On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article VII of the By-Laws, the Committee, by unanimous action, submits the nomination for election to the office of Chairman of The Port Authority of New York and New Jersey of Commissioner John J. Degnan.”

Pursuant to the foregoing report, John J. Degnan was unanimously elected as Chairman of The Port Authority of New York and New Jersey.

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ELECTION OF OFFICER

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

Director Pocino, as Chair of the Nominating Committee, submitted the following report:

“On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article VII of the By-Laws, the Committee, by unanimous action, submits the nomination for election to the office of Chairman of Port Authority Trans-Hudson Corporation of Director John J. Degnan.”

Pursuant to the foregoing report, John J. Degnan was unanimously elected as Chairman of Port Authority Trans-Hudson Corporation.

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ELECTION OF OFFICER

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

Director Pocino, as Chair of the Nominating Committee, submitted the following report:

“On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article VII of the By-Laws, the Committee, by unanimous action, submits the nomination for election to the office of Chairman of the Newark Legal and Communications Center Urban Renewal Corporation of Director John J. Degnan.”

Pursuant to the foregoing report, John J. Degnan was unanimously elected as Chairman of the Newark Legal and Communications Center Urban Renewal Corporation.

CALENDAR

ELECTION OF OFFICER

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

Director Pocino, as Chair of the Nominating Committee, submitted the following report:

“On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article VII of the By-Laws, the Committee, by unanimous action, submits the nomination for the election to the office of Chairman of the New York and New Jersey Railroad Corporation of Director John J. Degnan.”

Pursuant to the foregoing report, John J. Degnan was unanimously elected as Chairman of the New York and New Jersey Railroad Corporation.

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JOHN F. KENNEDY INTERNATIONAL, NEWARK LIBERTY INTERNATIONAL, AND LAGUARDIA AIRPORTS – AVIS RENT A CAR SYSTEM, INC.; DTG OPERATIONS, INC. d/b/a DOLLAR RENT A CAR; BUDGET RENT A CAR CORPORATION; THE HERTZ CORPORATION; ELRAC, LLC d/b/a ENTERPRISE RENT-A-CAR, ELRAC, LLC d/b/a NATIONAL CAR RENTAL, AND ELRAC, LLC d/b/a ALAMO RENT A CAR; ADVANTAGE OPCO LLC d/b/a ADVANTAGE RENT A CAR; DTG OPERATIONS, INC. d/b/a THRIFTY CAR RENTAL; AND PAYLESS CAR RENTAL INC. – NEW AND SUPPLEMENTAL LEASE AGREEMENTS AND NEW AND SUPPLEMENTAL CORRESPONDING OPERATING PERMITS

It was recommended that the Board authorize the Executive Director to enter into agreements at Newark Liberty International Airport (EWR), as follows: (1) supplemental agreements to extend through May 31, 2026 the term of the leases for each of Avis Rent A Car System, Inc. (Avis), The Hertz Corporation (Hertz), Budget Rent A Car Corporation (Budget), and ELRAC, LLC d/b/a National Car Rental (National); (2) a supplemental agreement to extend through May 31, 2026 the term of the lease with DTG Operations, Inc. d/b/a Dollar Rent A Car (Dollar) and provide for the surrender of approximately 0.9 acres from the Dollar leasehold; (3) a new lease with Advantage OPCO LLC d/b/a Advantage Rent A Car (Advantage) for approximately 0.9 acres and a term expiring May 31, 2026; (4) consents to sublease for subleases between (a) Hertz and DTG Operations, Inc. d/b/a Thrifty Car Rental (Thrifty), as subtenant, (b) National and ELRAC, LLC d/b/a Alamo Rent A Car (Alamo), as subtenant, (c) National and ELRAC, LLC d/b/a Enterprise Rent-A-Car (Enterprise), as subtenant, and (d) Budget and Payless Car Rental Inc. (Payless), as subtenant; (5) provisions for all on-airport rental car companies under their respective leases and consents to sublease to pay a transportation facility charge (previously known as the AirTrain Fee) in the amount of \$2.50 per vehicle per rental day, as of September 1, 2014; and (6) provisions for an aggregate capital investment of up to \$36 million by the rental car companies at their leaseholds, allocated among Hertz (\$17 million), Avis (\$6 million), Budget (\$2 million), Dollar (\$2 million), National (\$3 million), Alamo (\$3 million), Thrifty (\$1 million) and Advantage (\$2 million). Supplemental agreements with existing rental car companies would be effective as of June 1, 2016, and the new lease with Advantage, as well as the consents to sublease, would be effective as of September 1, 2014.

It was recommended further that the Board authorize the Executive Director to enter into agreements at John F. Kennedy International Airport (JFK), as follows: (1) supplemental agreements to extend through December 31, 2025 the term of the leases for each of Avis, Hertz, Budget, and National; (2) a supplemental agreement with Enterprise to extend through December 31, 2025 the term of the lease, add approximately 4.2 acres to the leasehold, recognize the addition of approximately 0.3 acres to the leasehold in 2009, recognize a deferred rent commencement date for the lease corresponding to approximately \$800,000 in asbestos abatement work performed by Enterprise on behalf of the Port Authority, and recognize a prior capital investment of \$3 million by Enterprise for unanticipated rehabilitation of an existing structure on the leasehold; (3) a supplemental agreement with Dollar to extend through December 31, 2025 the term of the lease and provide for the surrender of approximately 0.4 acres from the leasehold; (4) a new lease with Advantage for approximately 0.4 acres for a term that would expire December 31, 2025; (5) consents to sublease for subleases between (a) Hertz and Thrifty, as subtenant, (b) National and Alamo, as subtenant, and (c) Avis and Payless, as subtenant; (6) provisions for all on-airport rental car companies under their leases and consents to sublease, with the exception of Enterprise, to pay a transportation facility charge (previously known as the AirTrain Fee) in the amount of \$2.50 per

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vehicle per rental day, as of September 1, 2014; and (7) provisions for an aggregate capital investment of up to \$47 million by the rental car companies at their leaseholds, allocated among Hertz (\$17 million), Avis (\$4 million), Budget (\$2 million), Dollar (\$6 million), National (\$7 million), Enterprise (\$3.5 million), Alamo (\$3 million), Thrifty (\$1.5 million) and Advantage (\$3 million). Supplemental agreements with existing rental car companies would be effective as of January 1, 2016 (except the addition of increased acreage to the Enterprise leasehold, which would be effective as of September 1, 2014), and the new lease with Advantage, as well as the consents to sublease, would be effective as of September 1, 2014.

In addition, consistent with the Port Authority's policy requiring on-airport car rental companies at either JFK, EWR, or LaGuardia Airport (LGA) to be classified as on-airport at all three locations, operating permits would be issued to each of the new entrant rental car companies – Thrifty, Alamo, Payless and Advantage – and all rental car company operating permits at EWR, JFK and LGA would provide, or be supplemented to provide, for a new fee of \$0.50 per car per rental day to be collected by such companies for the Port Authority, which would retain the fees. The new fee would be effective as of September 1, 2014.

At EWR, as of June 1, 2016, the new ground rentals under the leases would be charged at the rate of \$79,714 per acre, and building rent would be charged at a rate of \$19.39 per square foot. At JFK, as of January 1, 2016 the new ground rentals under the leases would be charged at the rate of \$137,115 per acre, and building rent would continue not to be charged, because the lessees' prior investments would not be fully amortized until the end of the extended lease terms. The ground rentals would continue to escalate annually by the greater of 4 percent or one-half the increase in the Consumer Price Index.

Pursuant to operating permits, the rental car companies each would pay to the Port Authority a percentage fee of 12.5 percent of its gross receipts at each airport, and each permit would be subject to termination or revocation by either party, without cause, upon 30 days' notice. With respect to the proposed new capital investment to be made by the companies, the operating permits would be amended to provide for application of an annual credit against the percentage fee amount, based on an agreed-upon formula for amortization (including principal and interest) of that company's capital investment in their facilities, determined on a straight-line basis over a period commencing with the completion of construction and ending not later than the stated expiration date of the company's lease. A maximum investment limit for each company, beyond which the percentage fee credits would not apply, would be applicable up to the amounts stated herein. Any reduction in the percentage fee would be limited so as not to exceed 2.5 percent of gross receipts arising from their respective operations at JFK, EWR, and LGA. Other aspects of the existing arrangement at all three airports would remain unchanged - *e.g.*, the fees payable to the Port Authority by each operator under its operating permit would never be less than ten percent of the gross receipts at all three airports, the percentage fee credits would be applicable only in the year available and cannot be used retroactively, and no carryover of amortization to future years would be permitted in the event the amortization exceeds the available credits in any given year. Moreover, the credits would not apply to the annual ground rentals under the leases.

Additionally, the termination provisions of the leases and operating permits would continue to provide that if the Port Authority terminates the operating permit of any of said rental car companies without cause, the Port Authority will pay that company its unamortized investment; however, with respect to the proposed capital investment under the new and supplemented

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agreements, such payment would be up to the specific capital investment amounts listed above, subject to and in accordance with the amortization period limits and calculations described above.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, in connection with car rental operations at John F. Kennedy International, Newark Liberty International, and LaGuardia Airports, to enter into agreements with Avis Rent A Car System, Inc., The Hertz Corporation, DTG Operations, Inc., Budget Rent a Car System, Inc., ELRAC, LLC, Advantage OPCO LLC, and Payless Car Rental Inc., substantially in accordance with the terms outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into any other contracts and agreements necessary or appropriate in connection with the foregoing; and it is further

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

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**ELIZABETH–PORT AUTHORITY MARINE TERMINAL – OPERATING AGREEMENT
WITH MILLENNIUM MARINE RAIL, LLC FOR EXPRESSRAIL ELIZABETH –
PERMIT PEP-063 – EXTENSION**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Millennium Marine Rail, LLC (MMR), a joint venture of APM Terminals North America, Inc. and Maher Terminals, Inc., to extend Permit PEP-063 (the Permit) for the operation and maintenance of the approximately 67-acre ExpressRail Elizabeth intermodal facility at the Elizabeth-Port Authority Marine Terminal, for a six-month period, commencing on September 1, 2014 and expiring on February 28, 2015.

As authorized by the Board at its meetings of June 2, 2000 and April 27, 2005, construction of the 18-track ExpressRail Elizabeth facility and a dual lead track to and from the facility was completed in May 2008 and September 2009, respectively. The ExpressRail Elizabeth intermodal operation facilitates the direct transfer of containerized cargo to and from rail, plays a critical role in reducing truck traffic, and helps to attract discretionary cargo to the Port of New York and New Jersey.

On August 4, 2004, the Board authorized the Executive Director to enter into the Permit with MMR for the operation and maintenance of ExpressRail Elizabeth. The term of the Permit was for a ten-year period, with MMR having two ten-year options to renew the Permit, subject to MMR meeting certain criteria. No ground rent is charged to MMR for the use of ExpressRail Elizabeth, and MMR is responsible for all maintenance and repair at the facility, which is consistent with permits in place with Port Newark Container Terminal, LLC and New York Container Terminal, LLC for the operation and maintenance of ExpressRail Port Newark and ExpressRail Staten Island, respectively. Additionally, one component of the Port Authority's cargo-based port infrastructure and security fee, known as the Cargo Facility Charge, recovers capital expenditures incurred to construct the ExpressRail infrastructure.

The initial ten-year term of the Permit expires on August 31, 2014. Because MMR did not meet certain criteria that it was required to meet in order to be granted the first ten-year renewal period of the Permit, the Port Authority and MMR initiated negotiations regarding the future operation and maintenance of ExpressRail Elizabeth. To provide for the ongoing operation of the ExpressRail Elizabeth facility by MMR while staff analyzes longer-term options for the facility, a six-month extension of the Permit with MMR through February 28, 2015 was recommended at this time, extending the terms and conditions of the existing Permit.

Pursuant to the foregoing report, the following resolution was adopted:

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 Millennium Marine Rail, LLC, a joint venture of APM Terminals North America, Inc. and Maher Terminals, Inc., to extend Permit PEP-063 for the operation and maintenance of the approximately 67-acre ExpressRail Elizabeth intermodal facility at the Elizabeth-Port Authority Marine Terminal, for a six-month period, commencing on September 1, 2014 and expiring on February 28, 2015; and it is further

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

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JOHN F. KENNEDY INTERNATIONAL, NEWARK LIBERTY INTERNATIONAL, LAGUARDIA, AND STEWART INTERNATIONAL AIRPORTS – SMARTE CARTE, INC. – OPERATING PERMITS – SUPPLEMENTAL AGREEMENTS

It was recommended that the Board authorize the Executive Director to: (1) enter into supplemental agreements to Permit No. AGA-596, Permit No. AYE-177, Permit No. ANC-291, and Permit No. ASA-095 with Smarte Carte, Inc. (Smarte Carte), the airport luggage cart vendor at LaGuardia (LGA), John F. Kennedy International (JFK), Newark Liberty International (EWR), and Stewart International (SWF) Airports, respectively, to be effective on or about September 1, 2014, to: (a) increase the per-luggage-cart rental fee from \$5 to \$6 at LGA, JFK, and EWR (The fee at SWF would remain at \$3.), and (b) increase the percentage of gross receipts from luggage cart concession fees payable to the Port Authority at JFK, EWR, and SWF (The fee at LGA would remain the same.); and (2) make future adjustments to the airport luggage cart rental fee from time to time, as appropriate.

Presently, Smarte Carte provides luggage cart services at LGA, JFK, EWR, and SWF under coterminous permits with a five-year term, running through September 30, 2016, with one, five-year renewal option. Under the proposed supplemental agreements, the Port Authority would receive the increased percentages of gross receipts from luggage cart concession fees at JFK, EWR and SWF effective on or about September 1, 2014; under the existing permits, the increases are scheduled to take effect upon the commencement of the renewal option period. The percentage of gross receipts payable to the Port Authority would change from 25 percent to 28 percent at JFK, from 22 percent to 27 percent at EWR, and from 5 percent to 10 percent at SWF. The percentage of gross receipts payable to the Port Authority at LGA would remain at 35 percent under the proposed supplemental agreement.

The increase in the airport luggage cart rental fee and the increased percentages of gross receipts payable to the Port Authority are estimated to result in approximately \$1.2 million in incremental revenue in the first year. It is estimated that, over the course of the permit agreements and the five-year renewal options, the Port Authority would receive approximately \$41.6 million in aggregate revenue.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into supplemental agreements to Permit No. AGA-596, Permit No. AYE-177, Permit No. ANC-291, and Permit No. ASA-095 with Smarte Carte, Inc., the airport luggage cart vendor at LaGuardia (LGA), John F. Kennedy International (JFK), Newark Liberty International (EWR), and Stewart International (SWF) Airports, respectively, to be effective on or about September 1, 2014, to: (1) increase the per-luggage-cart rental fee from \$5 to \$6 at LGA, JFK, and EWR (The fee at SWF will remain at \$3.); and (2) increase the percentage of gross receipts from luggage cart concession fees payable to the Port Authority at JFK, EWR, and SWF (The fee at LGA will remain the same.), substantially in accordance with the terms outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to make future adjustments to the airport luggage cart rental fee from time to time, as appropriate; and it is further

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

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PORT JERSEY-PORT AUTHORITY MARINE TERMINAL – RECONFIGURATION OF PORT JERSEY BOULEVARD AND ACCESS ROAD TO BERTH 1 – PROJECT AUTHORIZATION AND AWARD OF CONTRACT

It was recommended that the Board authorize: (1) a project for the construction and reconfiguration of Port Jersey Boulevard and the access road to Berth 1 at the Port Jersey-Port Authority Marine Terminal (Port Jersey), at an estimated total project cost of \$9.5 million; and (2) the Executive Director to award Contract PJ-664.502 to Tarheel Enterprises, Inc. to construct and reconfigure Port Jersey Boulevard and the access road to Berth 1 at Port Jersey, at a total estimated cost of \$5,683,800, inclusive of net cost and extra work.

On April 30, 2009, the Board authorized the acquisition of approximately 100 acres of property owned by Global Terminal and Container Services, LLC (Global), located on the Port Jersey Channel in Bayonne/Jersey City, New Jersey, as well as a new 37-year lease with Global for the 100-acre parcel and the adjacent approximately 70 acres of property at Port Jersey. Under the lease agreement, Global is responsible for the expansion of the existing berths and the development and construction of a new container terminal facility in three phases, at an estimated cost of \$312 million.

On December 8, 2011, the Board authorized a supplemental agreement to the lease with Global, pursuant to which approximately 0.45 acres would be added to Global's leasehold, in connection with the Port Authority's acquisition of an approximately 13-acre portion of Port Jersey Boulevard, a public roadway that the Port Authority deemed necessary for marine terminal purposes, from the City of Jersey City, to accommodate design changes associated with Global's terminal improvements. A traffic analysis performed by the Port Authority in anticipation of the terminal expansion concluded that, in its current configuration, Port Jersey Boulevard would not sustain the projected increase in truck traffic at an acceptable level of service, and that roadway improvements would be required to meet the demand resulting from the increased capacity and traffic flow of the expanded terminal. The December 8, 2011 Board authorization indicated that the Port Authority would fund, subject to future authorization, improvements toward the development of a realigned Port Jersey Boulevard.

The currently proposed project would include: the realignment of Port Jersey Boulevard between Colony Road and the Global Container Terminal gate at the east end of the Port Jersey peninsula; the relocation and/or upgrade of existing drainage lines; and slope stabilization, where necessary, to support the newly configured Port Jersey Boulevard. Work also would include improvements to the access road to Berth 1, which is a public berth utilized by BMW of North America, LLC, a tenant at Port Jersey, for its auto stevedoring operation.

When completed, the project to reconfigure Port Jersey Boulevard and the access road to Berth 1 would improve the roadway system at Port Jersey and provide for future increased traffic volumes, smoother access/egress for vehicles, and enhanced safety.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that a project for the construction and reconfiguration of Port Jersey Boulevard and the access road to Berth 1 at the Port Jersey-Port Authority Marine Terminal (Port Jersey), at an estimated total project cost of \$9.5 million, be and it hereby

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is authorized; and it is further

RESOLVED, that the Executive Director be and hereby is authorized, for and on behalf of the Port Authority, to award Contract PJ-664.502 to Tarheel Enterprises, Inc. to construct and reconfigure Port Jersey Boulevard and the access road to Berth 1 at Port Jersey, at a total estimated cost of \$5,683,800, inclusive of net cost and extra work; 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 the award of construction contracts, contracts for professional, technical and advisory services and such other contracts and agreements as may be necessary to effectuate the foregoing project, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

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

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**PORT AUTHORITY BUS TERMINAL IMPROVEMENT PROGRAM –
AUTHORIZATION**

It was recommended that the Board: (1) authorize the implementation of a “Quality of Commute” improvement program at the Port Authority Bus Terminal (PABT) at an estimated total program cost of \$90 million; and (2) direct the Executive Director to present a plan at the September 17, 2014 Board Meeting for the reallocation of \$90 million under the 2014-2023 Capital Plan together with appropriate offsets to effectuate the program.

While the Capital Plan includes \$173 million for the PABT, it is clear that the facility requires immediate, short-term improvements in the amount of at least \$90 million, to be derived from a reallocation of funds in the Capital Plan, to improve conditions at the PABT.

The proposed program constitutes an accelerated initiative to address short-term “Quality of Commute” issues through a strategic investment plan geared towards immediate action.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that a “Quality of Commute” improvement program at the Port Authority Bus Terminal at an estimated total program cost of \$90 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director is directed to present a plan at the September 17, 2014 Board Meeting for the reallocation of \$90 million in the 2014-2023 Capital Plan to support this program and recommend appropriate Capital Plan offsets to effectuate the program.

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WORLD TRADE CENTER SITE – AUTHORIZATION OF ADDITIONAL CONSTRUCTION CONTRACT ACTIONS AND EXPENDITURES TO SUPPORT ONGOING POST-HURRICANE SANDY RECOVERY WORK AND RELATED COSTS

It was recommended that the Board authorize: (1) the expenditure of an additional estimated amount of approximately \$21.14 million for certain construction contract actions and expenses expected to be required through September 30, 2014 to effectuate ongoing repair and replacement of facilities and equipment at the World Trade Center (WTC) site that were damaged or destroyed as a result of Hurricane Sandy and its associated storm surge, as well as to provide compensation for costs incurred by such construction contractors related to associated delays and acceleration of work to minimize schedule impact and maintain commitments to third-party stakeholders, resulting in a cumulative total authorization of approximately \$491.78 million for construction-related activities associated with the response, recovery, restoration and mitigation efforts at the WTC site; and (2) the Executive Director to take all actions necessary to effectuate the foregoing, consistent with the terms outlined to the Board.

During the week of October 28, 2012, Hurricane Sandy and its associated storm surge caused significant flooding and devastating damage in Lower Manhattan and throughout the New York-New Jersey region. The storm resulted in severe flooding throughout the WTC site, particularly affecting the WTC Transportation Hub, Vehicular Security Center, WTC Memorial Museum, and One WTC, among other WTC projects in construction. Although the de-watering of the WTC site was substantially completed in early November, and pre-storm levels of construction activity resumed throughout the WTC site by the end of November 2012, Hurricane Sandy recovery activities are ongoing, to assess and evaluate damaged areas and equipment for future repair or replacement, including efforts to mitigate the impacts of future storms. Through separate actions at its meetings from February 6, 2013 through June 25, 2014, the Board, and the Committee on Operations, acting for and on behalf of the Board pursuant to the By-Laws, ratified and authorized certain actions for construction work and consultant services required for Hurricane Sandy response, recovery and restoration work at the WTC site and mitigation efforts through July 31, 2014, in a total estimated amount of \$572.2 million.

Comprehensive damage assessments and project impact evaluations related to Hurricane Sandy were conducted, and latent damage assessments are ongoing. Staff has ordered various contractors to repair or replace damaged and destroyed equipment and infrastructure, including the purchase or repurchase of major long-lead items, such as: electrical switchgear and substation equipment; vertical circulation equipment; and mechanical fans, air handling units and controls. Together with the previously authorized amount, the proposed increases in contract amounts are needed to compensate contractors for ongoing repairs to address storm-related damages, as well as extended overhead and impact costs. Authorization of approximately \$1.86 million in increases to compensate consultants for their costs to address storm-related damages at the WTC site is being sought through a companion item being advanced at this meeting of the Board. The cumulative authorized total for construction and consultant services required for Hurricane Sandy response, recovery and restoration work at the WTC site and mitigation efforts, including past authorizations and both companion items being advanced at this meeting of the Board, would be approximately \$595.2 million.

In addition, a portion of the funding is necessary to compensate contractors for impact delays and acceleration costs that were a direct result of Hurricane Sandy and the extended recovery and

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restoration period, based on certain schedule adjustments that were necessary as a direct result of the extensive recovery and restoration efforts.

Consistent with previous discussions with the Board, as additional information is made available through ongoing latent damage inspections, further project evaluations and implementation decisions regarding Hurricane Sandy's impact and the potential for including additional mitigation efforts to deliver a more resilient site are being made. It is anticipated that there will be further requests for increases to construction contract amounts for actions that will be attributable to Hurricane Sandy recovery, including further equipment replacement and installation costs, construction general conditions costs and potential mitigation costs, on an ongoing basis.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that the expenditure of an additional estimated amount of approximately \$21.14 million for certain additional construction contract actions and expenses expected to be required through September 30, 2014, to effectuate the repair and replacement of facilities and equipment at the World Trade Center site that were damaged or destroyed by Hurricane Sandy and its associated storm surge, as well as to provide compensation for costs incurred by construction contractors related to associated delays and the acceleration of work to minimize schedule impact and maintain commitments to third-party stakeholders, be and it hereby is authorized, consistent with the terms outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to take all actions necessary to facilitate the foregoing, consistent with the terms outlined to the Board; 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.

WORLD TRADE CENTER SITE – AUTHORIZATION OF ADDITIONAL CONTRACT ACTIONS FOR ARCHITECTURAL AND ENGINEERING DESIGN AND OTHER CONSULTANT SERVICES AND EXPENDITURES TO SUPPORT ONGOING POST-HURRICANE SANDY RECOVERY WORK AND RELATED COSTS

It was recommended that the Board authorize: (1) the expenditure of an additional estimated amount of approximately \$1.86 million for certain contract actions for architectural and engineering design and construction support services and other consultant services and expenses expected to be required through September 30, 2014 to effectuate ongoing repair and replacement of facilities and equipment at the World Trade Center (WTC) site that were damaged or destroyed as a result of Hurricane Sandy and its associated storm surge, as well as to provide compensation for costs incurred by such consultant contractors related to associated delays and acceleration of work to minimize schedule impact and maintain commitments to third-party stakeholders, resulting in a cumulative total authorization of approximately \$103.42 million for consultant-related activities associated with the response, recovery, restoration and mitigation efforts at the WTC site; and (2) the Executive Director to take all actions necessary to effectuate the foregoing, consistent with the terms outlined to the Board.

During the week of October 28, 2012, Hurricane Sandy and its associated storm surge caused significant flooding and devastating damage in Lower Manhattan and throughout the New York-New Jersey region. The storm resulted in severe flooding throughout the WTC site, particularly affecting the WTC Transportation Hub, Vehicular Security Center, WTC Memorial Museum, and One WTC, among other WTC projects in construction. Although the de-watering of the WTC site was substantially completed in early November, and pre-storm levels of construction activity resumed throughout the WTC site by the end of November 2012, Hurricane Sandy recovery activities are ongoing, to assess and evaluate damaged areas and equipment for future repair or replacement, including efforts to mitigate the impacts of future storms. Through separate actions at its meetings from February 6, 2013 through June 25, 2014, the Board, and the Committee on Operations, acting for and on behalf of the Board pursuant to the By-Laws, ratified and authorized certain actions for consultant services and construction work required for Hurricane Sandy response, recovery and restoration work at the WTC site and mitigation efforts through July 31, 2014, in a total estimated amount of \$572.2 million.

Comprehensive damage assessments and project impact evaluations related to Hurricane Sandy were conducted, and latent damage assessments are ongoing. Staff has ordered various contractors to repair or replace damaged and destroyed equipment and infrastructure, including the purchase or repurchase of major long-lead items, such as: electrical switchgear and substation equipment; vertical circulation equipment; and mechanical fans, air handling units and controls. Together with the previously authorized amount, the proposed increases in contract amounts are needed to compensate for construction management, program management, design support, damage evaluations and assessments, inspection services, and integrity monitoring services, as well as extended general overhead and impact costs, including compensation for additional costs incurred to manage and support the repair/replacement and re-installation work. Authorization of \$21.14 million in increases to compensate construction contractors for ongoing repairs to address storm-related damages at the WTC site, as well as for extended general overhead and impact costs, is being sought through a companion item being advanced at this meeting of the Board. The cumulative authorized total for construction and consultant services required for Hurricane Sandy response, recovery and restoration work at the WTC site and mitigation efforts, including past authorizations

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and both companion items being advanced at this meeting of the Board, would be approximately \$595.2 million.

Consistent with previous discussions with the Board, as additional information is made available through ongoing latent damage inspections, further project evaluations and implementation decisions regarding Hurricane Sandy's impact and the potential for including additional mitigation efforts to deliver a more resilient site are being made. It is anticipated that there will be further requests for increases to consultant contract amounts for actions that will be attributable to Hurricane Sandy recovery, including oversight of further equipment replacement and installation costs and potential mitigation costs, on an ongoing basis.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that the expenditure of an additional estimated amount of approximately \$1.86 million for certain additional contract actions for architectural and engineering design and construction support services and other consultant services and expenses expected to be required through September 30, 2014, to effectuate the repair and replacement of facilities and equipment at the World Trade Center site that were damaged or destroyed by Hurricane Sandy and its associated storm surge, as well as to provide compensation for costs incurred by consultant services contractors related to associated delays and the acceleration of work to minimize schedule impact and maintain commitments to third-party stakeholders, be and it hereby is authorized, consistent with the terms outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to take all actions necessary to facilitate the foregoing, consistent with the terms outlined to the Board; 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.

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WORLD TRADE CENTER WEST BATHTUB VEHICULAR ACCESS PROJECT – PROJECT AUTHORIZATION AND AWARD OF CONTRACT

It was recommended that the Board authorize: (1) a project for the design and construction of the World Trade Center West Bathtub Vehicular Access (WTC WBVA) Project and related infrastructure in support of adjacent projects at the WTC site, at a total estimated project cost of \$412 million; and (2) the Executive Director to: a) enter into a construction trade contract, through construction manager Tishman Construction Corporation (Tishman), with Owen Steel Company, Inc., for the procurement, fabrication and installation of structural steel to grade, as part of the WBVA Project, at an estimated total cost of \$44,761,000, inclusive of net cost work and an eight-percent allowance for extra work; and b) amend an existing integrity monitoring services contract with Guidepost Solutions, LLC to provide for integrity monitoring services in support of the WBVA project through September 2017, with an option to extend for an additional one-year period, consistent with the terms outlined to the Board.

The WBVA, located within Parcel 1B of the WTC site, is composed of a vehicular roadway helix and associated infrastructure, and will provide subgrade access to the WTC site for authorized passenger cars, vans and emergency vehicles. It is the last component of the Vehicle Roadway Network at the WTC site. The WBVA includes a below-grade common west ramp that connects the East Bathtub service roadway with the permanent loading docks for One World Trade Center (1 WTC), the Performing Arts Center (PAC) and the WTC retail development (WTC Retail).

The scope of the WBVA Project includes the fabrication and installation of structural steel to grade for Parcel 1B, which work, in addition to supporting the WBVA Project, would cover below-grade areas associated with the WTC Transportation Hub (WTC Hub), the PAC, 1 WTC and WTC Retail. The WBVA Project also includes, but is not limited to, the construction of all mechanical, electrical, plumbing and security systems required for the operation of the WBVA roadways and support facility, as well as subgrade structure and electrical and mechanical infrastructure for the PAC, WTC Hub, 1 WTC and WTC Retail. The project also includes the surrounding structure required to stabilize the Parcel 1B quadrant.

The PAC will be located east of 1 WTC, above the WBVA in the Parcel 1B quadrant. The footings, foundations, and shear walls supporting the PAC are integral to the WBVA foundations.

Work under the proposed construction trade contract to be awarded includes the procurement, fabrication and installation of all structural steel columns, beams, girders, hangers, posts, framing, trusses and accessories, as well as the furnishing and installation of all metal decking.

Timely award of the contract is essential to ensuring that commitments to adjacent WTC site stakeholders are met, such as those necessary to meet the 1 WTC lease commitments to Condé Nast.

Under various Board planning authorizations through 2012, design consultants have been retained by the Port Authority to coordinate and perform below-grade structural design work at the PAC site, primarily in connection with the design of the WBVA Project, at an aggregate amount of \$21 million.

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On October 22, 2009, the Board authorized an agreement with Tishman to perform construction management services to support the implementation of the WTC Vehicular Security Center, Eastside Tour Bus Parking Facility, WBVA and WTC Streets Projects for a four-year term, including two one-year extension options, at an estimated total amount of \$47.3 million.

At its special meeting of June 22, 2010, the Committee on Operations, acting for and on behalf of the Board pursuant to delegated authority, authorized the Executive Director to: (1) enter into an agreement with the City of New York (the City), pursuant to which the City would reimburse the Port Authority for the cost of early-action design and construction of below-grade structures and common infrastructure for the future PAC at the WTC site, in an amount of up to \$44.02 million; and (2) expend up to \$3.98 million for additional costs necessary to complete that scope of work.

The Lower Manhattan Development Corporation has allocated approximately \$100 million, via an existing federal Housing and Urban Development grant, toward the construction of the PAC. The Port Authority anticipates that it will receive reimbursement for work associated with the development of the WBVA area to grade in a manner that would accommodate the future construction of the PAC. Negotiations regarding such reimbursement are ongoing between the Port Authority, the PAC Foundation and agencies of the State of New York. In connection with the WBVA Project, it is the Port Authority's intent to recover its costs associated with work that is the responsibility of, or that is being performed on behalf of, adjacent WTC site stakeholders.

The advancement of the project does not include any funding for the construction of the future PAC building above the WBVA, nor does it express any intent or commitment on the part of the Port Authority to participate in the PAC's construction or operations.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that a project for the design and construction of the World Trade Center West Bath tub Vehicular Access (WTC WBVA) Project and related infrastructure to accommodate a Performing Arts Center and adjacent projects at the WTC site, at a total estimated project cost of \$412 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to a) enter into a construction trade contract, through construction manager, Tishman Construction Corporation (Tishman), with Owen Steel Company, Inc. for the procurement, fabrication and installation of structural steel to grade, as part of the WBVA Project, at an estimated total cost of \$44,761,000, inclusive of net cost work and an eight-percent allowance for extra work; and b) amend an existing integrity monitoring services contract with Guidepost Solutions, LLC to provide for integrity monitoring services in support of the WBVA project through September 2017, with an option to extend for an additional one-year period, consistent with the terms outlined to the Board; and it is further

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RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to take action with respect to construction contracts, contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the foregoing project, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

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

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WORLD TRADE CENTER STREETS, UTILITIES AND RELATED INFRASTRUCTURE PROGRAM – PHASE II, PACKAGE V – FINAL STREETS AND SIDEWALK SURFACES, STREETScape ELEMENTS AND OPEN SPACES – AWARD OF CONTRACT

It was recommended that the Board authorize the Executive Director to award Contract WTC-324.359.05, through construction manager Tishman Construction Corporation (Tishman), to T. B. Penick & Sons, Inc., the lowest bidder pursuant to a publicly advertised/low-bid process, for: the furnishing (except for pre-purchased granite pavers, curbs and architectural bollard covers) and installation of street and sidewalk surfaces, street lights, traffic signals, paving, bollards and streetscape furniture adjacent to the Oculus at the World Trade Center (WTC) site; the furnishing and installation of concrete sidewalks, steel face curb and bollards adjacent to Tower 3, all as part of Phase II of the World Trade Center Streets, Utilities and Related Infrastructure Program (WTC Streets Program); and the implementation of planned security median elements at Church Street, from Cortlandt Street to Vesey Street, along with two “add alternate” optional work components, at an estimated total cost of \$13,589,035, inclusive of net cost work and an eight-percent allowance for extra work.

At its meeting of October 22, 2009, the Board authorized Phase II of the WTC Streets Program, which includes the final design and construction of street and sidewalk surface finishes, trees, paving, bollards and streetscape furniture, at an estimated cost of \$140 million. Via a related action at that meeting, the Board also authorized the retention of Tishman to provide construction management services to support the WTC Streets Program and other projects at the WTC site.

The scope of work under the proposed contract includes: the furnishing (except for pre-purchased granite pavers, curbs and architectural bollard covers) and installation of street and sidewalk surfaces, street lights, traffic signals, paving, bollards and streetscape furniture adjacent to the Oculus; furnishing and installation of concrete sidewalks, steel face curb and bollards adjacent to Tower 3; and the implementation of planned security elements at Church Street, from Cortlandt Street to Vesey Street. (The granite curb material and bollard covers are provided for in previously authorized pre-purchase agreements.) The proposed contract includes “add alternates,” which would provide for roadbed and north curb work at Vesey Street (Add Alternate 1) and for granite sidewalks, granite curbs, trees and streetscape furniture at Tower 3 (Add Alternate 2).

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award Contract WTC-324.359.05, through construction manager Tishman Construction Corporation, to T. B. Penick & Sons, Inc. for the furnishing (except for pre-purchased granite pavers, curbs and architectural bollard covers) and installation of street and sidewalk surfaces, street lights, traffic signals, paving, bollards and streetscape furniture adjacent to the Oculus at the World Trade Center (WTC) site; the furnishing and installation of concrete sidewalks, steel face curb and bollards adjacent to Tower 3, all as part of Phase II of the World Trade Center Streets, Utilities and Related Infrastructure Program; and the implementation of planned security median elements at Church Street, from Cortlandt Street to Vesey Street, along with two “add alternate” optional work components, at an estimated total cost of \$13,589,035, inclusive of net cost work and an eight-percent allowance for extra work; and it is further

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

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MEMORIAL TRIBUTE TO ROBERT VAN ETTEN

The following memorial tribute was offered by Commissioner Steiner on behalf of the Board in recognition of the recent passing of the Port Authority's Inspector General, Robert Van Etten.

It is with profound sadness that we mark the recent passing of the Port Authority's Inspector General, Robert Van Etten on June 30, 2014. Bob had an esteemed career having served with distinction as Inspector General since 1996. Prior to joining the Port Authority, Bob was with the United States Department of Treasury, where he held a number of positions including Special Agent in Charge, New York Office, U.S. Customs Service. He was also a founding member of the Federal Law Enforcement Officers Association.

Bob was a tireless advocate for the agency and took great pride in his responsibilities for investigating wrongdoing, fraud, waste and abuse to ensure the integrity of this Agency. Under his leadership, the agency created a Fraud Prevention Program for the World Trade Center Redevelopment Program, which was subsequently expanded to all large capital construction projects. He also established the Security Inspection Program to ensure the agency's security programs were functioning as intended and an Integrity Awareness Program to educate employees and contractors about ethical conduct.

Commissioner Steiner then called for a moment of silence to honor Inspector General Robert Van Etten's memory.

CALENDAR

COMMITTEE ACTIONS

(Finance – 7/23/14)

EXPERT PROFESSIONAL DISASTER RECOVERY CLAIMS AND RELATED SERVICES ON AN AS-NEEDED BASIS – EXTENSION OF, AND INCREASE IN AUTHORIZATION FOR, AGREEMENT WITH AON PROPERTY RISK CONSULTING, INC.

It was recommended that the Committee on Finance (Committee) authorize the Executive Director to: (1) amend the existing agreement with Aon Property Risk Consulting, Inc. (Aon) for the provision of professional advisory services to support the quantification and processing of Hurricane Sandy-related property damage and time element claims at the World Trade Center (WTC) site, on an as-needed basis, to include a six-month extension option, to be exercised at the Port Authority's discretion should those services be required beyond December 31, 2014; and (2) increase, by \$3.5 million (of which amount \$1.5 million would constitute ratification of services rendered by Aon in excess of the currently authorized amount), the total compensation allowable under the foregoing agreement, which would result in a total compensation amount not to exceed \$13.5 million, inclusive of previously authorized amounts.

At its meeting on February 6, 2013, the Board ratified certain actions taken concerning contractual commitments and expenditures incurred relating to the ongoing repair and replacement of facilities and equipment at the WTC site that were damaged or destroyed as a result of Hurricane Sandy, in support of the resumption of facility operations and essential agency functions, which included the ratification of an agreement with Aon for the performance of expert professional insurance claims preparation services on an as-needed basis during 2012-2013, at an estimated amount of \$8 million, with a one-year renewal option. Under that agreement, Aon provided claims adjustment and advisory services related to insurance and federal disaster assistance claims resulting from Hurricane Sandy-related expenses and damages.

On January 28, 2014, the Chief Financial Officer exercised the one-year renewal option contained in the existing agreement with Aon for continued professional advisory services to support the quantification and processing of Hurricane Sandy-related property damage claims at the WTC site, on an as-needed basis, to provide these services through December 31, 2014, and increase the amount of the agreement by an amount not to exceed \$2 million.

Continued claims preparation and documentation support by Aon is required to enable the maximum possible recovery for the overall loss during ongoing negotiations with the underwriters. Aon's services also are required in order to facilitate transitioning financial recovery to other federal disaster assistance options for claims that are not covered by insurance or exceed insurance limits.

The Committee has power to act in this matter under and pursuant to the By-Laws and its Charter.

Pursuant to the foregoing report, the following resolution was adopted by the Committee:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to amend the existing agreement with Aon Property Risk Consulting, Inc. (Aon) for the provision of professional advisory services to support the quantification and processing of Hurricane Sandy-related property damage and time element claims at the World Trade Center site, on an as-needed basis, to include a six-month extension option, to be exercised at the Port Authority's discretion should those services be required beyond December 31, 2014; and it is further

COMMITTEE ACTIONS

(Finance – 7/23/14)

RESOLVED, that the Executive Director be and hereby is authorized, for and on behalf of the Port Authority, to increase, by \$3.5 million (of which amount \$1.5 million constitutes ratification of services rendered by Aon in excess of the currently authorized amount), the total compensation allowable under the foregoing agreement, which would result in a total compensation amount not to exceed \$13.5 million, inclusive of previously authorized amounts; and it is further

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

CALENDAR

COMMITTEE ACTIONS

(Special Oversight Committee – 7/23/14)

RETENTION OF CONSULTANT(S) IN SUPPORT OF THE SPECIAL OVERSIGHT COMMITTEE OF THE BOARD OF COMMISSIONERS OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AND THE SPECIAL PANEL ON THE FUTURE OF THE PORT AUTHORITY

At its meeting of February 19, 2014, the Board established the Special Oversight Committee of the Board of Commissioners of The Port Authority of New York and New Jersey (Special Oversight Committee) to enhance the Board's oversight of the governance and operations of the Port Authority, and approved the Charter of the Special Oversight Committee. On May 6, 2014, the bi-state Special Panel on the Future of the Port Authority (Special Panel) was formed by the Governors, in order to review and evaluate reforms of the Port Authority's mission, structure, management, operations and overall governance for the betterment of the region. On July 3, 2014, the Special Panel provided an update to the Governors of New York and New Jersey on the progress of its efforts. In that update, the Special Panel noted that its work would continue, and that it intended to retain an ethics expert to assist with its review of the agency's governance and operations.

In furtherance of these efforts, it was recommended that, pursuant to its Charter, the Special Oversight Committee authorize the retention of one or more consultants, to support the Special Oversight Committee and the Special Panel in their respective reviews of the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted by the Special Oversight Committee:

RESOLVED, that the Chairman and Vice Chairman of the Port Authority be and they are hereby jointly authorized, for and on behalf of the Special Oversight Committee of the Board of Commissioners of The Port Authority of New York and New Jersey (Special Oversight Committee) to retain one or more consultants, to provide professional advisory services to support the Special Oversight Committee and the the bi-state Special Panel on the Future of the Port Authority in their continuing review of the Port Authority, and to take any and all action in connection with the retention of such consultant(s), including negotiation and execution of an agreement(s) pertaining to such consultant(s) services; and it is further

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