

**THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

**COMMITTEE ON FINANCE  
MINUTES**

**Thursday, December 10, 2015**

Action on Minutes	2
Confidential Item	3
Purchase of Directors and Officers Liability Insurance	4

**THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

**MINUTES OF COMMITTEE ON FINANCE**

**2 Montgomery Street**

**Jersey City, NJ**

**Thursday, December 10, 2015**

**PRESENT:**

Hon. Richard H. Bagger, Chair

Hon. Jeffrey H. Lynford, Vice-Chair

Hon. Hamilton E. James

Hon. Kenneth J. Lipper

Committee Members

Hon. Steven M. Cohen

Hon. John J. Degnan

Hon. Michael D. Fascitelli

Hon. George R. Laufenberg

Hon. Scott H. Rechler

Hon. David S. Steiner

Commissioners

Patrick J. Foye, Executive Director

Richard Holwell, General Counsel

Karen E. Eastman, Secretary

Ana M. Carvajalino, Assistant Director, Forecasting and Financial Planning,  
Management and Budget

Nicole Crifo, Senior Advisor to the Chairman

Sean Fitzpatrick, Chief of Staff to the Chairman

David P. Garten, Senior Advisor to the Vice Chairman

Portia Henry, Executive Policy Analyst, Special Panel Implementation Office

Sherien N. Khella, Financial Advisor to the Chief Financial Officer

William Laventhal, Executive Policy Analyst, Office of the Executive Director

John H. Ma, Chief of Staff to the Executive Director

Michael G. Massiah, Chief, Capital Planning, Execution and Asset Management

Elizabeth M. McCarthy, Chief Financial Officer

James E. McCoy, Manager, Board Management Support, Office of the Secretary

Carlene V. McIntyre, Assistant General Counsel

Steven P. Plate, Deputy Chief, Capital Planning/Director, World Trade Center Construction

Alan L. Reiss, Deputy Director, World Trade Center Construction

Jessica Russ, Principal Board Management and Support Specialist, Office of the Secretary

Timothy G. Stickelman, Assistant General Counsel

Lillian D. Valenti, Chief Procurement and Contracting Officer  
Ian R. Van Praagh, Acting Director, Government and Community Affairs, New York  
Cheryl A. Yetka, Treasurer

Guests:

Amy Herbold, Assistant Counsel, Authorities Unit, Office of the Governor of New Jersey  
Michael Wojnar, Special Assistant for Intergovernmental Affairs, Office of the Governor  
of New York

The Committee meeting was called to order in executive session by Commissioner Bagger at 9:50 a.m. and was adjourned at 10:14 a.m. The Committee also met in public session after the executive session.

**Action on Minutes**

The Secretary reported that the Minutes of the meeting of September 24, 2015 had been signed and made available to the Commissioners.

Whereupon, the Committee approved the Minutes of the meeting of September 24, 2015.

**CONFIDENTIAL ITEM**

The Committee approved a matter in executive session, which shall not be made available for public inspection.

## **PURCHASE OF DIRECTORS AND OFFICERS LIABILITY INSURANCE**

It was recommended that the Committee on Finance (Committee) authorize the Executive Director, the Chief Financial Officer, the Treasurer, and the Chief Procurement Officer, each individually, to purchase Directors and Officers liability insurance coverage (D&O Insurance) covering commissioners, directors and officers of the Port Authority and its component units, through the broker, Beecher Carlson Insurance Services, LLC (Beecher Carlson), for a one-year term effective December 31, 2015.

In 2014, the Board requested that staff maintain D&O Insurance coverage, consistent with private industry practice. Following discussions with the Board, the Treasurer retained Beecher Carlson, via a competitively procured Request for Proposals process, to serve as the broker in connection with the placement of the D&O Insurance. At its meeting of December 10, 2014, the Committee authorized the purchase of D&O Insurance covering commissioners, directors and officers of the Port Authority and its component units for non-indemnified losses, for a one-year term effective December 31, 2014, with a policy limit of \$100 million.

The currently proposed renewal of the D&O Insurance would provide for the same coverage as the expiring policy.

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 with Commissioners Bagger, James, Lipper and Lynford. Assistant General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Committee being present.

**RESOLVED**, that the purchase of Directors and Officers liability insurance covering commissioners, directors and officers of the Port Authority and its component units, through the broker, Beecher Carlson Insurance Services, LLC, for a one-year term effective December, 31 2015, substantially in accordance with the terms outlined to the Committee, be and it hereby is authorized; and it is further

**RESOLVED**, that the Executive Director, the Chief Financial Officer, the Treasurer, and the Chief Procurement Officer be and each hereby is authorized, individually, for and on behalf of the Port Authority, to take action to effectuate the foregoing; and it is further

**RESOLVED**, that all documents required to effectuate the foregoing shall be subject to review by General Counsel or his authorized representative.

Whereupon, the meeting was adjourned.

---

Secretary