

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

**SPECIAL OVERSIGHT COMMITTEE OF THE BOARD OF COMMISSIONERS  
OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

**MINUTES**

**Wednesday, July 23, 2013**

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	3
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**MINUTES OF THE SPECIAL OVERSIGHT COMMITTEE OF THE BOARD OF  
COMMISSIONERS OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

**225 Park Avenue South  
New York, NY  
Wednesday, July 23, 2014**

**PRESENT:**

Hon. Scott H. Rechler, Chair  
Hon. Richard H. Bagger, Vice Chair  
Hon. Jeffrey H. Lynford  
Hon. Raymond M. Pocino  
Committee Members

Hon. John J. Degnan  
Hon. George R. Laufenberg  
Hon. Kenneth Lipper  
Hon. Jeffrey A. Moerdler  
Hon. Rossana Rosado  
Hon. David S. Steiner  
Commissioners

Patrick J. Foye, Executive Director  
Deborah L. Gramiccioni, Deputy Executive Director  
Darrell B. Buchbinder, General Counsel  
Karen E. Eastman, Secretary

Nicole Crifo, Chief of Staff to the Deputy Executive Director  
Stephanie E. Dawson, Acting Chief Operating Officer  
Sean Fitzpatrick, Chief of Staff to the Chairman  
Robert Galvin, Chief Technology Officer  
David P. Garten, Senior Advisor to the Vice Chairman  
Linda C. Handel, Deputy Secretary  
John H. Ma, Chief of Staff to the Executive Director  
Ronald Marsico, Assistant Director, Media Relations  
Elizabeth M. McCarthy, Chief Financial Officer  
Carlene V. McIntyre, Assistant General Counsel  
Jared Pilosio, Staff External Relations Representative, Government and Community Affairs  
Brian W. Simon, Director, Government and Community Affairs, New York  
Timothy G. Stickelman, Assistant General Counsel  
I. Midori Valdivia, Senior Advisor to the Executive Director  
Lillian D. Valenti, Chief Procurement and Contracting Officer  
Peter J. Zipf, Chief Engineer

Guest:

Kerstin Sundstrom, Assistant Counsel, Authorities Unit, Office of the Governor of New Jersey

The Committee meeting was called to order in public session by Vice-Chairman Rechler at 12:16 p.m. and ended at 12:30 p.m.

**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 Special Oversight Committee adopted the following resolution, with Commissioners Bagger, Lynford, Pocino and Rechler voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Special Oversight Committee being present.

**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.

Whereupon, the meeting was adjourned.

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Secretary