

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

**MINUTES
Thursday, July 23, 2015**

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, July 23, 2015 at 150 Greenwich Street, City, County and State of New York

PRESENT:

NEW JERSEY

Hon. John J. Degnan, Chairman
 Hon. Richard H. Bagger
 Hon. George R. Laufenberg
 Hon. William P. Schuber
 Hon. David S. Steiner

NEW YORK

Hon. Scott H. Rechler, Vice-Chairman
 Hon. Steven M. Cohen
 Hon. Michael D. Fascitelli
 Hon. Hamilton E. James
 Hon. Kenneth Lipper
 Hon. Jeffrey H. Lynford

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

Vincent P. Antes, Assistant Director, Port Capital Programs and Redevelopment, Port Commerce
 Julia Basile, Deputy Director, Human Resources
 Thomas E. Belfiore, Chief Security Officer
 Thomas L. Bosco, Director, Aviation
 Ana M. Carvajalino, Assistant Director, Forecasting and Financial Planning, Management and Budget
 Steven J. Coleman, Acting Director, Media Relations
 Nicole Crifo, Senior Advisor to the Chairman
 Stephanie E. Dawson, Acting Chief Operating Officer
 Gerard A. Del Tufo, Assistant Director, Development and Operations, Real Estate
 John C. Denise, Audio Visual Supervisor, Marketing
 Diannae C. Ehler, General Manager, Port Authority Bus Terminal/Lincoln Tunnel, Tunnels, Bridges and Terminals
 Michael A. Fedorko, Director, Public Safety/Superintendent of Police
 Sean M. Fitzpatrick, Chief of Staff to the Chairman
 Michael B. Francois, Chief, Real Estate and Development
 Cedrick T. Fulton, Director, Tunnels, Bridges and Terminals
 Robert E. Galvin, Chief Technology Officer
 David P. Garten, Chief of Staff to the Vice Chairman
 Ligia Guzman, Executive Secretary, Media Relations
 Linda C. Handel, Deputy Secretary
 Mary Lee Hannell, Chief, Human Capital
 Portia L. Henry, Executive Policy Analyst, Special Panel Implementation Office
 Brian Jacob, Principal Board Management and Support Specialist, Office of the Secretary
 Howard G. Kadin, Esq., Law

Sherien N. Khella, Financial Advisor to the Chief Financial Officer
 James R. Kleeman, Deputy Director, World Trade Center Redevelopment
 Cristina M. Lado, Director, Government and Community Affairs, New Jersey
 Richard M. Larrabee, Director, Port Commerce
 Annesa H. Lau, Supervising Financial Analyst, Management and Budget
 William Laventhal, Executive Policy Analyst, Office of the Executive Director
 Andrew G. Levine, Director, Audit Department
 John J. Liantonio, Senior External Relations Client Manager, Government and Community
 Affairs
 John H. Ma, Chief of Staff to the Executive Director
 Stephen Marinko, Esq., Law
 Michael G. Massiah, Chief, Capital Planning, Execution and Asset Management
 Daniel G. McCarron, Comptroller
 Elizabeth M. McCarthy, Chief Financial Officer
 James E. McCoy, Manager, Board Management Support, Office of the Secretary
 David J. McGrath, Manager of Marketing and Communications
 Carlene V. McIntyre, Assistant General Counsel
 Emily Miuccio, Senior Business Manager, Special Panel Implementation Office
 Steven A. Pasichow, Director, Office of Investigation, Office of Inspector General
 Annie O. Persaud, Assistant Director, Program Review and Evaluation, Management and
 Budget
 Beth E. Siegel, Director, Capital Programs
 James Starace, Deputy Chief Engineer/ Director of Engineering
 Timothy G. Stickelman, Assistant General Counsel
 K. Ocean Stokes, Associate Board Management and Support Specialist, Office of the
 Secretary
 Ralph Tragale, Assistant Director, Public Affairs, Aviation
 Lillian D. Valenti, Chief Procurement and Contracting Officer
 Sheree R. Van Duyne, Manager, Policies and Protocol, Office of the Secretary
 Ian R. Van Praagh, Acting Director, Government and Community Affairs, New York
 Christine Weydig, Director, Office of Environmental and Energy Programs
 Kathryn Winfree, Assistant Policy Analyst, Government and Community Affairs
 Cheryl A. Yetka, Treasurer

Guests:

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

Speakers:

DaQuan Allen, Local 32BJ
Michael Carey, Local 32BJ
Margaret Donovan, Twin Tower Alliance
Christina Dortin, Unite Here
Antwan Harvey, Unite Here
Richard Hughes, Twin Towers Alliance
Damason Mejia, Local 32BJ
Jason Rice, Local 32BJ
Luis Sanchez, Local 32BJ
Anthony Stramaglia, Worldport Tribute Initiative
Reverend Ronald Tuff
Neile Weissman, New York Cycle Club

The public meeting was called to order by Chairman Degnan at 11:23 a.m. and ended at 12:44 p.m. The Board also met in executive session after the public session.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of June 25, 2015. She reported that copies of these Minutes were delivered to the Governors of New York (in electronic form) and New Jersey (in paper form) on June 26, 2015. The Secretary reported further that the time for action by the Governors of New York and New Jersey expired at midnight on July 13, 2015.

Whereupon, the Board unanimously approved the Minutes of the meeting of June 25, 2015.

Report of Committee on Capital Planning, Execution and Asset Management

The Committee on Capital Planning, Execution and Asset Management reported, for information, on matters discussed in public and executive sessions at its meeting on July 23, 2015, which included discussion of an item to authorize the third phase of the Terminal A Redevelopment Program at Newark Liberty International Airport, discussion of an item that reauthorizes a project to complete the reconstruction of a section of Corbin Street and the Berth 3 wharf at Port Newark, an update on capital performance results for the second quarter of 2015, and discussion of matters involving public safety or law enforcement, matters involving ongoing negotiations or reviews of contracts or proposals and matters related to the purchase, sale, or lease of real property, where disclosure would affect the value thereof or public interest, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed in public session at its meeting on July 23, 2015, which included discussion of an item that authorizes a lease amendment covering the operation and maintenance of the Lincoln Tunnel Park-and-Ride Lot, and discussion of staff overtime results for the second quarter of 2015, and the report was received.

Report of World Trade Center Redevelopment Subcommittee

The World Trade Center Redevelopment Subcommittee reported, for information, on matters discussed in public session at its meeting on July 23, 2015, which included discussion of certain contracts and agreements in connection with the continued development and operation of the World Trade Center site, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in public session at its meeting on July 23, 2015, which included an update on financial performance results for the second quarter of 2015, review of a Port Authority Plan of Financing, and discussion of an item that provides for an extension of, and amendment to, the authorization to issue commercial paper obligations under the Port Authority's Commercial Paper Program through December 31, 2020, and the report was received.

TRIBUTE TO RICHARD M. LARRABEE

In recognition of his 15 years of dedicated service to the Port Authority, we congratulate Richard Larrabee on his upcoming retirement. Since joining the Port Authority in September 2000 as Deputy Director and then Director of the Port Commerce Department, following a distinguished 32-year career in the U.S. Coast Guard where he retired as a Rear Admiral, Rick has been a strong leader and consummate professional, who has successfully steered the Port Authority's marine terminal facilities into the 21st century, taking a proactive approach to modernizing the infrastructure upon which these facilities depend. Under his leadership, the Port Commerce Department has actively engaged our industry partners in matters that will ensure the economic vitality and competitiveness of the port of New York-New Jersey into the future. Rick has also been instrumental in leading the establishment of numerous programs, projects and initiatives to benefit the port, including the creation of the Council on Port Performance, and the development and implementation of the Clean Air Strategy and Harbor Deepening Program that will benefit the Port Authority and region for decades to come. It is with sincere gratitude that we recognize and honor Richard Larrabee today for his 15 years of dedicated service to the agency and the region it serves.

RESCISSION AND CANCELLATION OF RESOLUTIONS AUTHORIZING CONSOLIDATED BONDS, ONE HUNDRED NINETY-SECOND SERIES AND CONSOLIDATED BONDS, ONE HUNDRED NINETY-THIRD SERIES AND CONSOLIDATED NOTES, SERIES AAA, SERIES BBB, SERIES CCC, SERIES DDD AND SERIES EEE

The Board at its meeting on August 1, 2012, among other matters, established and authorized the issuance of, and authorized the sale of, Consolidated Bonds, One Hundred Seventy-fourth Series through Consolidated Bonds, One Hundred Ninety-third Series and Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE. In place of these series, action with respect to the Authority's continuing plan of financing, consisting in part of Consolidated Bonds and Consolidated Notes, is to be considered today by the Board in connection with the anticipated requirements associated with the Authority's capital program projections.

Therefore, it was recommended that prior to the actions to be taken at today's meeting in connection with the Authority's plan of financing, that the Board rescind and cancel certain resolutions solely with respect to the establishment and authorization of the issuance of, and the authorization of the sale of, Consolidated Bonds, One Hundred Ninety-second Series and Consolidated Bonds, One Hundred Ninety-third Series and Consolidated Notes Series AAA, Series BBB, Series CCC, Series DDD and Series EEE, since these previously authorized series have not as yet been issued.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the resolutions of the Authority adopted August 1, 2012, entitled "*Consolidated Bonds, One Hundred Seventy-fourth Series through Consolidated Bonds, One Hundred Ninety-third Series—Establishment and Issuance*", "*Consolidated Bonds, One Hundred Seventy-fourth Series through Consolidated Bonds, One Hundred Ninety-third Series—Sale*", and "*Consolidated Bonds, One Hundred Seventy-eighth Series through Consolidated Bonds, One Hundred Ninety-third Series – Amendment of Certain Resolutions*", solely with respect to Consolidated Bonds, One Hundred Ninety-second Series and Consolidated Bonds, One Hundred Ninety-third Series, are rescinded and cancelled in their entirety; and it is further

RESOLVED, that the resolutions of the Authority adopted August 1, 2012, entitled "*Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE—Establishment and Issuance*" and "*Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE—Sale*", with respect to Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE, are rescinded and cancelled in their entirety.

PORT AUTHORITY PLAN OF FINANCING – REPORT

It was recommended that the Board of Commissioners take the actions summarized below in connection with the Port Authority's bonds and notes. As in the past, the recommended actions, which would continue to provide the Port Authority with flexible access to the financial markets, are part of an approval process required by Federal tax law for certain municipal obligations. The plan of financing adopted by the Board as part of this process generally has a three-year life; the last such plan was adopted in August 2012.

The public approval process was added by Congress in 1982 to the Federal tax law to ensure that affected members of the general public would be notified of a pending "private activity" bond issue and made aware of the intended use of proceeds in order to elicit comments that would ensure a substantial public benefit from the issuance of the bonds. The process includes the issuance of a notice for a public hearing, holding the hearing (at which members of the general public may comment, but at which the issuer is not required to engage in dialogue) and approval of the bonds by an applicable elected representative. As these requirements pertain to the Port Authority, they generally apply only to bonds and notes issued for airport and marine terminal purposes, with the requisite approval accomplished through the gubernatorial review process for Board minutes.

Today's actions would add twenty series of Consolidated Bonds, five series of Consolidated Notes, and a third series of Commercial Paper Obligations, to the existing Versatile Structure Obligations, Variable Rate Master Notes, Equipment Notes and Commercial Paper Obligations, which may be issued to effectuate this plan of financing. However, the total aggregate principal amount of these obligations to be issued for authorized purposes in connection with the Authority's facilities in any year under this plan of financing, excluding refundings of Authority obligations, would not exceed the amount required to effectuate the applicable budget.

Public Hearings

On July 21, 2015, public hearings in connection with this plan of financing, consistent with, and to the extent provided under, the public approval provisions of Section 147(f) of the Internal Revenue Code of 1986, were conducted by staff of the Authority's Treasury Department at the offices of the Authority located at 4 World Trade Center, 150 Greenwich Street, New York, New York and at 2 Montgomery Street, Jersey City, New Jersey, pursuant to notices published on July 7, 2015, in *The New York Times*, a newspaper of general circulation in the New York portion of the Port District, and in *The Star-Ledger* and *The Bergen Record*, each a newspaper of general circulation in the New Jersey portion of the Port District, and on the Port Authority's website. Port Authority Commissioner Jeffrey Lynford attended the public hearing in New York, and Commissioner Richard Bagger attended the public hearing in New Jersey.

In pertinent part, the notices contained the following description of the Authority's proposed plan of financing: "Consolidated Bonds to be denominated as the One Hundred Ninety-second Series through the Two Hundred Eleventh Series, inclusive; Consolidated Notes to be denominated as Series AAA, Series BBB, Series CCC, Series DDD and Series EEE; Versatile Structure Obligations to be issued in various series under the resolution of the Authority adopted November 18, 1999, entitled "*Port Authority Versatile Structure Obligations Resolution-Modification*", and subsequent to the amendment of or supplement to such resolution, Versatile Structure Obligations under such amended or supplemented resolution of the Authority; Variable Rate Master Notes to be issued in various series under the resolution of the Authority adopted November 18, 1999, entitled "*Port*

Authority Variable Rate Master Notes Resolution-Modification”; Equipment Notes to be issued in various series under the resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Equipment Notes Resolution-Modification*”; and Commercial Paper Obligations to be issued in various series under the resolution of the Authority adopted June 22, 2010, entitled “*Port Authority Commercial Paper Obligations-Resolution*”, and subsequent to the amendment of or supplement to such resolution, Commercial Paper Obligations under such amended or supplemented resolution of the Authority, all to be issued and sold in connection with this plan of financing for authorized purposes, including in connection with certain of the facilities of the Port Authority, to wit: the Holland Tunnel (connecting lower Manhattan, N.Y. and Jersey City, N.J.); Lincoln Tunnel (connecting midtown Manhattan, N.Y. and Weehawken, N.J.); George Washington Bridge (connecting upper Manhattan, N.Y. and Fort Lee, N.J.); Bayonne Bridge (connecting Staten Island, N.Y. and Bayonne, N.J.); Goethals Bridge (connecting Staten Island, N.Y. and Elizabeth, N.J.); Outerbridge Crossing (connecting Staten Island, N.Y. and Perth Amboy, N.J.); Port Authority Bus Terminal (625 8th Avenue, New York, N.Y.); PATH (Hudson Tubes facility), an interurban rapid transit system operated between Newark, N.J., Hoboken N.J., and New York, N.Y., with thirteen stations (One PATH Plaza, Jersey City, N.J.); Trans-Hudson Ferry Service, a facility for the provision of commuter ferry transportation services between terminal facilities in the Port District; LaGuardia Airport (Flushing, N.Y.); John F. Kennedy International Airport (Jamaica, N.Y.); Newark Liberty International Airport (Newark, N.J.); Teterboro Airport (Teterboro, N.J.); Stewart International Airport (Newburgh N.Y. and New Windsor, N.Y.); Port Newark (260 Kellogg Street, Newark, N.J.); Brooklyn-Port Authority Marine Terminal (90 Columbia Street, Brooklyn N.Y.); Elizabeth-Port Authority Marine Terminal (1210 Corbin Street, Elizabeth, N.J.); Greenville Yard-Port Authority Marine Terminal (51 Port Terminal Boulevard, Bayonne, N.J.); Howland Hook Marine Terminal (40 Western Avenue, Staten Island, N.Y.); Port Jersey-Port Authority Marine Terminal (51 Port Terminal Boulevard, Bayonne, N.J.); the World Trade Center, a facility of commerce in lower Manhattan, N.Y.; Teleport, a satellite communications center at the Staten Island Industrial Park (5 Teleport Drive, Staten Island, N.Y.). The initial owner, operator or manager of these facilities is or will be the Port Authority or one of its component units (Port Authority Trans-Hudson Corporation, New York and New Jersey Railroad Corporation, New York New Jersey Rail, LLC, WTC Retail LLC, PA Retail Newco LLC, Tower 1 Member LLC, Tower 1 Joint Venture LLC, Tower 1 Holdings LLC, WTC Tower 1 LLC, Tower 5 LLC, Tower 1 Rooftop Holdings LLC). The major projects authorized or which may be authorized by the Port Authority while this plan of financing remains in effect include (but are not limited to): LaGuardia Airport, security upgrades, central terminal building redevelopment, general runway, taxiway and roadway modification, paving and utility improvements; John F. Kennedy International Airport, general runway, taxiway and roadway modification and paving, central terminal area redevelopment and roadway construction, utility systems improvements, and security enhancements; Newark Liberty International Airport, general runway, taxiway and roadway modification and paving, terminal improvements, Terminal A redevelopment, improvements to AirTrain system, fuel system modifications, and security enhancements; Teterboro Airport, general runway and taxiway modifications and security enhancements; Stewart International Airport, general runway, taxiway and roadway modification, terminal improvements, and security enhancements; Howland Hook Marine Terminal, improvements to existing intermodal rail freight terminals, roadway access improvements, and security enhancements; Port Newark, various rail freight projects to improve rail freight services among facilities and the national rail system, wharf reconstruction and berth replacement, roadway improvements, and security enhancements; Elizabeth-Port Authority Marine Terminal, wharf reconstruction, roadway improvements, and security enhancements; Brooklyn-Port Authority Marine Terminal, wharf and pier rehabilitation and environmental initiatives; Port Jersey-Port Authority Marine Terminal, various rail freight projects to improve rail freight services among facilities and

the national rail system and terminal development; Greenville Yard-Port Authority Marine Terminal, various rail freight projects to expand and improve rail freight services among facilities and the national rail system and terminal development; World Trade Center site restoration activities, including the construction of various components of the World Trade Center site, a World Trade Center Transportation Hub, which includes the permanent PATH World Trade Center terminal, vehicle security facilities and site-wide infrastructure; Holland Tunnel, rehabilitation of tunnel and related structures and upgrades to ventilation; Lincoln Tunnel, structural improvements to approach ramps and roadways, upgrades to ventilation; George Washington Bridge, rehabilitation and replacement of bridge structural steel and suspension systems, improvements to approach roadways, electrical and fire systems, and bus station redevelopment; Bayonne Bridge, replacement of main span roadway and approach structures to permit navigation of larger ships; Goethals Bridge, replacement project; Outerbridge Crossing, structural steel and pavement rehabilitation; Port Authority Bus Terminal, electrical, HVAC, fire alarm, and control systems upgrades, bus terminal redevelopment, and security enhancements; PATH, new signals system, upgrading and expanding stations, extension of the PATH system to Newark Liberty International Airport, rehabilitation of substations, fire alarm, communications systems, and security enhancements; tolls collection and control systems and security enhancements at the Holland Tunnel, Lincoln Tunnel, George Washington Bridge, Bayonne Bridge, Goethals Bridge and Outerbridge Crossing; Trans-Hudson Ferry service, miscellaneous capital improvements for mechanical, electrical and plumbing systems; and a comprehensive general port improvement project in the Port of New York and New Jersey, including channel deepening, dredging and disposal of dredged materials, which is also expected to be of benefit to the Port Authority's marine terminal facilities. For more information, please see the 2014-2023 Port Authority Capital Plan, which may be accessed at <http://www.panynj.gov/corporate-information/pdf/2014-public-capital-plan.pdf>. The obligations of the Port Authority to be issued in connection with this plan of financing and to which the provisions of Section 147(f) of the Internal Revenue Code of 1986 would be applicable, would be in the maximum aggregate principal amounts noted below: (i) Consolidated Bonds, One Hundred Ninety-second Series through Two Hundred Eleventh Series, inclusive, Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE, and Versatile Structure Obligations (to be issued in one or more series), in a total aggregate principal amount not to exceed \$10 billion; (ii) Variable Rate Master Notes (to be issued in one or more series) in a total aggregate principal amount not to exceed \$400 million outstanding at any one time; (iii) Equipment Notes (to be issued in one or more series) in a total aggregate principal amount not to exceed \$250 million outstanding at any one time; and (iv) Commercial Paper Obligations (to be issued in one or more series) in a total aggregate principal amount not to exceed \$750 million outstanding at any one time.”

Today's Actions Pertaining to this Plan of Financing

The Board would establish Consolidated Bonds, One Hundred Ninety-second Series through Consolidated Bonds, Two Hundred Eleventh Series, and would authorize the issuance and sale of each series at a true interest cost to the Authority not in excess of 8 percent, for a term to maturity not in excess of one hundred twenty percent (120%) of the weighted average reasonably expected economic life of the facilities to be provided with the proceeds of such series. The Board would also establish Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE, and would authorize the issuance and sale of each series at a true interest cost to the Authority not in excess of 8 percent for a term not in excess of 3 years. The total aggregate principal amount of Consolidated Bonds, One Hundred Ninety-second Series through Consolidated Bonds, Two Hundred Eleventh Series, Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE, and Versatile Structure Obligations issued and sold under this plan of financing

shall not exceed \$10 billion. Subject to the foregoing, the Committee on Finance would be authorized to sell and to deliver all or any part of each of such series with such terms and at such time or times as it deems appropriate, at public or private sale, and would also be authorized to take, and to delegate authority for, certain actions with respect to each of such series. An Authorized Officer of the Authority would be authorized to take any and all action that could be taken by the Committee on Finance in connection with each of such series, provided, however, that such actions in connection with the decision to sell such series shall be subject to prior approval of the Committee on Finance.

The Board would also authorize the continuing issuance of Versatile Structure Obligations, subject to the foregoing limit on the total aggregate principal amount of certain bond and notes to be issued under this plan of financing, and within the scope of the resolution of the Authority adopted November 18, 1999, entitled “Port Authority Versatile Structure Obligations Resolution-Modification”, and subsequent to the amendment of or supplement to such resolution, Versatile Structure Obligations under such amended or supplemented resolution of the Authority. The Board would also authorize the continuing issuance of the following obligations of the Port Authority within the scope of existing authorizations to effectuate this plan of financing: Variable Rate Master Notes under the resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Variable Rate Master Notes Resolution-Modification*”; Equipment Notes under the resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Equipment Notes Resolution-Modification*”; and Commercial Paper Obligations under the resolution of the Authority adopted June 22, 2010, entitled “*Port Authority Commercial Paper Obligations-Resolution*”, prior to an effective date to be determined in connection with an extended and amended resolution authorizing the continued issuance of Commercial Paper Obligations through December 31, 2020 to be adopted at today’s meeting, entitled “*Port Authority Commercial Paper Obligations-Resolution*”.

**CONSOLIDATED BONDS, ONE HUNDRED NINETY-SECOND SERIES THROUGH
CONSOLIDATED BONDS, TWO HUNDRED ELEVENTH SERIES -
ESTABLISHMENT AND ISSUANCE**

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

WHEREAS, heretofore and on the 9th day of October, 1952, The Port Authority of New York and New Jersey (formerly known as The Port of New York Authority and hereinafter called the “Authority”) adopted a resolution (hereinafter called the “Consolidated Bond Resolution”), constituting a contract with the holders of the obligations issued thereunder, providing for the issuance of certain direct and general obligations of the Authority (hereinafter called “Consolidated Bonds”), from time to time, in conformity with the Consolidated Bond Resolution for the purposes therein set forth; and

WHEREAS, the Consolidated Bond Resolution provides that Consolidated Bonds shall be issued in such series as the Authority may determine, and that the characteristics of each such series shall be determined by the Authority by and in the resolution establishing such series, and that the resolution establishing such series may contain other terms and provisions not inconsistent with the Consolidated Bond Resolution; and

WHEREAS, the Authority has heretofore established various series of Consolidated Bonds and has now determined that it is appropriate to establish certain additional series of Consolidated Bonds, without prejudice to its right hereafter to establish further series of Consolidated Bonds;

NOW, THEREFORE, be it resolved by the Authority:

SECTION 1. As used in this resolution, any words or phrases specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions. As used in this resolution, the term “Authorized Officer” shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

SECTION 2. Each of Consolidated Bonds, One Hundred Ninety-second Series through Consolidated Bonds, Two Hundred Eleventh Series, inclusive, is established as a separate series of Consolidated Bonds with a term to maturity not in excess of one hundred twenty percent (120%) of the weighted average reasonably expected economic life of the Authority facilities to be provided with the proceeds of such series is authorized; *provided, however*, that the total aggregate principal amount of Consolidated Bonds, One Hundred Ninety-second Series through Consolidated Bonds, Two Hundred Eleventh Series, Port Authority Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE, and Port Authority Versatile Structure Obligations (issued after the date of this resolution), shall not exceed \$10 billion. Each of such series of Consolidated Bonds shall be issued in conformity with the Consolidated Bond Resolution for the purposes specified in this resolution. This resolution shall apply with equal force and effect to each of such series on an individual basis (each of such series hereinafter called the “Bonds”). This resolution shall constitute a contract with the registered holders of the Bonds and with each such registered holder.

SECTION 3. The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized to establish, fix and determine the terms of the Bonds and, in connection therewith, to make such changes and adjustments to the provisions set forth in the third paragraph of this Section 3 and in Sections 4, 5, 6, 9 and 10 of this resolution as in the opinion of the Committee on Finance will effectuate the issuance of the Bonds, and to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

The proceeds of the Bonds may be used for any purpose for which at the time of issuance of the Bonds the Authority is authorized by law to issue its obligations. The Committee on Finance may allocate the proceeds of the Bonds, from time to time, to certain of the authorized purposes, including the specific designation of any obligations to be refunded with the proceeds of the Bonds.

Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America; principal of the Bonds shall be payable upon presentation and surrender thereof by the registered holders, at the office or offices, designated by the Authority, of the Paying Agent (or Paying Agents) appointed for the purpose by the Authority, in a county which is in whole or in part in the Port of New York District; and interest on the Bonds shall be payable when due to the registered holders thereof by check or draft drawn on the Paying Agent (or Paying Agents) appointed for the purpose by the Authority and mailed to said registered holders at their last known addresses as appearing upon the Authority’s Registry Books for the Bonds.

SECTION 4. The Bonds shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in authorized denominations.

The Authority will keep or cause to be kept at the offices, designated by the Authority, of a Registrar appointed for that purpose, in a county which is in whole or in part in the Port of New York District, proper and sufficient Registry Books for the registration of the Bonds. The Bonds shall be transferable only upon such Registry Books by the registered holder thereof or by such registered holder’s attorney duly authorized in accordance with the provisions of this resolution. Upon the written request of the registered holder or registered holders thereof and upon surrender thereof, a bond or bonds may be exchanged for a bond or bonds of like tenor, registered as designated in such request, of any other authorized denominations. All requests for registration, transfer, exchange and delivery pertaining to the Bonds as above provided shall be filed with the Registrar of the Authority; all bonds to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all bonds delivered in exchange as aforesaid shall be delivered by the Registrar. All bonds surrendered to the Registrar in exchange for other bonds or for transfer as above provided shall be cancelled by the Registrar upon such surrender. The Authority shall bear the cost incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of bonds, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this resolution.

SECTION 5. The Bonds shall be redeemable at the option of the Authority, on prior notice, in whole, or, from time to time, in part, at such redemption price and on such date set forth in the applicable notice of intention to redeem the Bonds.

If less than all of the Bonds then outstanding are to be called for redemption at the option of the Authority, and if the Bonds then outstanding include bonds of any serial maturities, the bonds so to be called shall be in inverse order of maturity, and if bonds constituting a particular maturity are to

be called for redemption, but not all bonds constituting such maturity are to be called for redemption, the bonds so to be called shall be determined by lot by the Registrar.

If bonds are to be called for redemption to meet the schedule of mandatory periodic retirement for the Bonds, the bonds so to be called shall be determined by lot by the Registrar.

Notice of intention to redeem any of the Bonds shall be given by the Registrar not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption, to the registered holders of the bonds to be called for redemption, by deposit of a copy of such notice, postage prepaid by certified or registered mail, in a United States Post Office, addressed to such registered holders at their last known addresses as appearing upon the Authority's Registry Books for the Bonds. Notice of the mailing of such notice of intention to redeem bonds shall also be published by the Authority in a daily newspaper of general circulation in the Port of New York District not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption; *provided, however*, that failure to give such notice by publication, or any defect therein, shall not affect the validity of any action with respect to the redemption of such bonds.

On or before the date fixed for redemption specified in the notice of intention to redeem any of the Bonds, the Authority will pay or cause to be paid to the Paying Agent (or Paying Agents) an amount in cash in the aggregate sufficient to redeem all of the bonds which are to be redeemed, at the respective redemption price thereof, which, in each case, shall include the accrued interest until the date fixed for redemption and the premium (if any), such principal amount and premium (if any), to be held by the Paying Agent (or Paying Agents) in trust for the account of the registered holders of the bonds so called for redemption and to be paid to them respectively upon presentation and surrender of such bonds with accrued interest included in such redemption price to be paid to the registered holders in accordance with the provisions of this resolution. On and after the date fixed for redemption, the notice of intention to redeem having been completed as above provided, the bonds so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for redemption of such bonds on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the bonds so called on and after the date fixed for their redemption, and such bonds shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution, but shall rely solely upon the funds so deposited.

In the case of bonds of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value representing the minimum authorized denomination shall be treated as though it were a separate bond of the minimum authorized denomination, and the word "bond" as used in the foregoing provisions of this Section 5 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the units of face value representing the minimum authorized denomination of any bond are to be called for redemption, then upon notice of intention to redeem such unit or units, the registered holder of such bond shall forthwith present such bond to the Registrar who shall issue a new bond or bonds of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange therefor, pursuant to Section 4 of this resolution, including a new bond or bonds with the aggregate principal amount of the unit or units of face value called for redemption; and such new bond or bonds shall be deemed to be duly called for redemption without further notice to the registered holder thereof. If the registered holder of such bond of a denomination greater than the minimum

authorized denomination shall fail to present such bond to the Registrar for the issuance of new bonds of smaller denominations in exchange therefor, as aforesaid, such bond shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent (or Paying Agents), as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such bond represented by such unit or units of face value on and after the date fixed for redemption, and such bond shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption and premium, if any) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

SECTION 6. The Bonds shall be retired at or prior to maturity, by purchase, call or payment, by the dates and in at least the cumulative principal amounts set forth on the schedule of mandatory periodic retirement for the Bonds.

If, at least forty-five (45) days prior to the mandatory periodic retirement date in each year (except the year of maturity) set forth in the schedule of mandatory periodic retirement for the Bonds, the Authority shall not have purchased or redeemed (at any prior time or times during such year or at any time or times during any prior years) a principal amount of the Bonds at least equal to the principal amount of the Bonds to be retired on such mandatory periodic retirement date, then the Authority shall call a principal amount of the Bonds equal to such deficiency, at the respective redemption price thereof, in the manner and upon the notice set forth in Section 5 of this resolution. Any of the Bonds purchased by the Authority as aforesaid may be purchased at such prices as the Authority may deem reasonable and proper and, in the discretion of the Authority, at public or private sale, with or without advertisement and with or without notice to any person other than the seller, and such of the Bonds as are theretofore issued and negotiated and then held by the Authority may be purchased for such purpose as well as bonds held by others.

Nothing herein contained shall be construed in any way to prevent the Authority from retiring the Bonds more rapidly than is set forth in the schedule of mandatory periodic retirement for the Bonds.

SECTION 7. The Authority shall not apply any moneys in the Consolidated Bond Reserve Fund except for the payment of bonds secured by a pledge of the General Reserve Fund in whole or in part, the payment of debt service upon bonds so secured, the purchase for retirement of bonds so secured or the redemption of bonds so secured, or for the payment of expenses incurred for the establishment, acquisition, construction or effectuation, or for the operation, maintenance, repair or administration of any facility financed or refinanced in whole or in part by bonds secured by a pledge of the General Reserve Fund in whole or in part, or otherwise for the fulfillment of any undertakings which the Authority has assumed or may or shall hereafter assume to or for the benefit of the holders of bonds secured by a pledge of the General Reserve Fund in whole or in part; *provided, however*, that nothing herein contained shall be construed to permit the application by the Authority of moneys in the Consolidated Bond Reserve Fund except for purposes and upon conditions which are authorized by the Consolidated Bond Resolution.

Consolidated Bonds proposed to be issued for purposes in connection with an additional facility or a group of additional facilities in connection with which the Authority has not theretofore

issued bonds which have been secured by a pledge of the General Reserve Fund in whole or in part, may be issued, and bonds other than Consolidated Bonds proposed to be issued for purposes in connection with such an additional facility or group of additional facilities may be secured by a pledge of the General Reserve Fund in whole or in part, in each case if and only if the Authority shall certify at the time of issuance (as defined in Section 3 of the Consolidated Bond Resolution) its opinion that the issuance of such Consolidated Bonds or that such pledge of the General Reserve Fund as security for such bonds other than Consolidated Bonds will not, during the ensuing ten (10) years or during the longest term of any of such bonds proposed to be issued (whether or not Consolidated Bonds), whichever shall be longer, in the light of its estimated expenditures in connection with such additional facility or such group of additional facilities, materially impair the sound credit standing of the Authority or the investment status of Consolidated Bonds or the ability of the Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and the Authority may apply moneys in the General Reserve Fund for purposes in connection with those of its bonds and only those of its bonds which it has theretofore secured by a pledge of the General Reserve Fund in whole or in part. Expenditures in connection with an additional facility or group of additional facilities shall mean the amount of the excess, if any, of the sum of all items of expense to be considered in determining the net revenues of the additional facility or group of additional facilities plus the debt service upon the bonds proposed to be issued and upon any additional bonds which in the Authority's opinion would be required to be issued to place and maintain such facility or group of facilities upon a sound operating basis, over and above the sum of all items of revenue and income to be considered in determining such net revenues.

SECTION 8. The Authority shall appoint a bank or trust company as trustee for and in connection with the Bonds (hereinafter called the "Trustee"). The Trustee is authorized to (i) institute any action or proceeding on behalf of the registered holders of the Bonds against the Authority or others, or (ii) intervene in any pending action or proceeding, or (iii) take any other action which it shall in its sole discretion determine to be necessary or advisable in order to protect the rights of the registered holders of the Bonds. The rights of the Trustee in this respect and in all other respects shall be in addition to and not in substitution of any and all rights which would otherwise inure to the registered holder or registered holders of the Bonds. It is understood that the Trustee in its sole discretion may, but shall be under no obligation to, review the activities or operations of the Authority or any of the contracts or agreements of the Authority or exercise any of the rights or powers vested in it by this Section 8 whether on the Trustee's initiative or at the request or direction of any of the registered holders of the Bonds.

The Trustee (which shall include any successor Trustee) appointed under the provisions of this Section 8 shall be a bank or trust company organized under the laws of the State of New York or the State of New Jersey or a national banking association doing business and having its principal office in the Port of New York District and having a total capital (including capital stock, surplus, undivided profits and capital notes, if any) aggregating at least \$25,000,000, which is willing and able to accept the office on reasonable and customary terms and is authorized by law to perform all the duties imposed upon it by this resolution.

The Trustee shall not be liable for any action taken or suffered upon any notice, resolution, request, consent, order, certificate, report, opinion, bond or other paper or document believed by it to be genuine, and to have been signed or presented by the proper party or parties. The Trustee may consult with counsel, who may or may not be counsel to the Authority, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or

suffered by it under this resolution in good faith and in accordance therewith. The Trustee shall not be liable in connection with the performance or nonperformance of its duties except for its own wilful misconduct, negligence or bad faith.

If the Trustee shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action under this resolution, such matter (unless other evidence in respect thereof be specifically prescribed) may be deemed to be conclusively proved and established by a certificate of an Authorized Officer, and such certificate shall be full warrant for any action taken or suffered in good faith under the provisions of this resolution upon the faith thereof; but in its discretion the Trustee may in lieu thereof accept other evidence of such fact or matter or may require such further or additional evidence as to it may seem reasonable.

The Authority shall annually, within one hundred twenty (120) days after the close of each calendar year, file with the Trustee a statement of an Authorized Officer showing for the preceding calendar year (i) net revenues, (ii) the aggregate interest paid on bonds of the Authority, and (iii) the payments of principal on bonds of the Authority.

The Authority shall annually, within one hundred twenty (120) days after the close of each calendar year, file with the Trustee a copy of its annual report for such year and its financial statement for such year accompanied by an opinion signed by an independent public accountant or firm of public accountants of recognized standing selected by the Authority and satisfactory to the Trustee.

The Authority shall file with the Trustee a copy of any Official Statement hereafter issued by the Authority in connection with the issuance of bonds by the Authority.

The Authority shall file with the Trustee a copy of the minutes of every meeting of the Authority and of its subsidiary corporations at the time said minutes are transmitted to the Governor of New York and the Governor of New Jersey.

The Authority shall not be required to file with the Trustee (except when requested to do so by the Trustee) and the Trustee shall not be required to review any document, instrument, report or paper other than those which the Authority is expressly required hereunder to file with the Trustee. The Trustee shall not be bound to make any investigation into the facts or matters stated in any document, instrument, report or paper supplied to it, but the Trustee in its sole discretion may make such further inquiry or investigation into such facts or matters as the Trustee may deem advisable, and, if the Trustee shall determine to make such further inquiry or investigation, the Trustee is authorized to examine such books and records of and properties owned or operated by the Authority as the Trustee may deem advisable, personally or by agent or attorney.

The Authority agrees (i) to pay to the Trustee from time to time reasonable compensation for all services rendered by it hereunder, (ii) to reimburse the Trustee upon its request for all reasonable expenses, disbursements and advances incurred or made by the Trustee in connection with the exercise or performance of any of its powers or duties hereunder (including the reasonable compensation and the expenses and disbursements of its agents and counsel), and (iii) to indemnify the Trustee for, and hold it harmless against, any loss, liability or expense incurred without wilful misconduct, negligence or bad faith on its part, arising out of or in connection with the exercise or performance of the Trustee's powers and duties hereunder, including the costs and expenses of defending itself against any claim or liability in connection with such exercise or performance.

The Trustee may become the owner or holder of any bonds of the Authority with the same rights as it would have were it not a Trustee. To the extent permitted by law, the Trustee may act as depositary for the Authority, act as Paying Agent and Registrar of bonds of the Authority and act itself and permit any of its officers or directors to act in any other capacity with respect to the Authority, the bonds of the Authority and the holders of bonds of the Authority as it or its officers or directors would be able to act were it not a Trustee.

The Trustee may at any time resign and be discharged of the duties and obligations created by this resolution by giving not less than sixty (60) days' written notice to the Authority and publishing notice thereof, specifying the date when such resignation shall take effect, once in each week for two (2) successive calendar weeks in a newspaper of general circulation in the City of New York, State of New York, and such resignation shall take effect upon the date specified in such notice unless previously a successor shall have been appointed by the Authority in which event such resignation shall take effect immediately on the appointment of such successor.

The Trustee may be removed at any time by an instrument or concurrent instruments in writing, filed with the Trustee, and signed and acknowledged by the registered holders of a majority in principal amount of the Bonds then outstanding or by their attorneys duly authorized, excluding the principal amount of any of the Bonds held by or for the account of the Authority. In case at any time the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or of its property, shall be appointed, or if any public officer shall take charge or control of the Trustee, or of its property or affairs, a successor may be appointed by the holders of a majority in principal amount of the Bonds then outstanding, excluding the principal amount of any of the Bonds held by or for the account of the Authority, by an instrument or concurrent instruments in writing signed and acknowledged by such registered holders of the Bonds or by their attorneys duly authorized and delivered to such successor Trustee, notification thereof being given to the Authority and the predecessor Trustee; *provided, however*, nevertheless, the Authority shall forthwith appoint a Trustee to fill such vacancy until a successor Trustee shall be appointed by the registered holders of the Bonds as authorized in this Section 8. The Authority shall publish notice of any such appointment made by it once in each week for two (2) consecutive calendar weeks, in a newspaper of general circulation in the City of New York, State of New York, the first publication to be made within twenty (20) days after such appointment. Any successor Trustee appointed by the Authority shall, immediately and without further act, be superseded by a Trustee appointed by the registered holders of the Bonds.

Any company into which any Trustee may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which any Trustee may sell or transfer all or substantially all of its corporate trust business (*provided, however*, such company shall be a bank or trust company located in the Port of New York District and shall be authorized by law to perform all the duties imposed upon it by this resolution), shall be the successor to such Trustee without the execution or filing of any paper or the performance of any further act.

The failure of the Authority to take any action required by this Section 8 shall not invalidate any bond or bonds issued pursuant to this resolution or hereafter issued by the Authority, or affect any other actions of the Authority. The Authority shall in no way be restricted by this Section 8 from entering any defense to an action or proceeding instituted by the Trustee or by the registered holder or registered holders of the Bonds.

SECTION 9. The form of the bond, including provisions with respect to assignment, for the Bonds shall be determined by the Committee on Finance or by an Authorized Officer. The bonds shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be manually signed by an Authorized Officer. In case any Authorized Officer who shall have signed any of the bonds shall cease to be an Authorized Officer before such bonds shall have been actually issued, such bonds may nevertheless be issued as though such Authorized Officer who signed such bonds had not ceased to be an Authorized Officer.

SECTION 10. In case any bond shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new bond of like tenor in exchange or substitution for and upon cancellation of such mutilated bond or in lieu of or in substitution for such destroyed or lost bond; or if such bond shall have matured, instead of issuing a substitute bond the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute bond shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such bond and of the ownership thereof and also such security and indemnity as may be required by the Authority. The Authority may execute and deliver any such substitute bond or make any such payment; or any Paying Agent may make any such payment upon the written request or authorization of the Authority. Upon the issuance of any substitute bond, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new bond so issued in substitution. Any bond issued under the provisions of this Section 10 in lieu of any bond alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the bond so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this resolution and of the Consolidated Bond Resolution with all other bonds, notes and coupons (if any) issued hereunder or thereunder.

SECTION 11. An Authorized Officer is authorized to take any and all action that the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance); *provided, however*, that any actions to be taken by an Authorized Officer in connection with the decision to sell the Bonds shall be subject to prior approval of the Committee on Finance.

**CONSOLIDATED BONDS, ONE HUNDRED NINETY-SECOND SERIES THROUGH
CONSOLIDATED BONDS, TWO HUNDRED ELEVENTH SERIES – SALE**

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

SECTION 1. This resolution shall apply with equal force and effect to each of Consolidated Bonds, One Hundred Ninety-second Series through Consolidated Bonds, Two Hundred Eleventh Series, inclusive, on an individual basis (each such series hereinafter called the “Bonds”).

SECTION 2. The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized in the name of and on behalf of the Authority to sell the Bonds at a true interest cost to the Authority not in excess of eight percent (8%) with a term to maturity not in excess of one hundred twenty percent (120%) of the weighted average reasonably expected economic life of the Authority facilities to be provided with the proceeds of such series, at public or private sale, with or without advertisement, at one or more times, and to apply the proceeds of such sale or sales as provided in the resolution authorizing the establishment and issuance of the Bonds; *provided, however*, that the total aggregate principal amount of the Bonds, Port Authority Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE), and Port Authority Versatile Structure Obligations (issued after the date of this resolution), shall not exceed \$10 billion.

SECTION 3. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Bonds, to fix the time or times of sale of the Bonds, to determine the terms and conditions upon which such sales shall be made and to accept or reject offers in connection with such sales.

SECTION 4. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Bonds, to enter into any contracts or agreements pertaining to the Bonds; to fix the time or times and determine the terms and conditions of delivery of the Bonds; to appoint one or more Paying Agents and a Registrar and a Trustee, and to designate the office or offices of any such Paying Agent (or Paying Agents) at which payments shall be made and the office or offices of any such Registrar at which the Authority’s Registry Books for the Bonds shall be kept; to make any selection, designation, determination or estimate and to take or withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Bonds, the Authority adopting all such selections, designations, determinations, estimates, actions, withholdings of action, formulations and expressions of opinions and exercises of discretion or judgment, including those pursuant to Section 3 of the Consolidated Bond Resolution, or otherwise, as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

SECTION 5. The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials in connection with the Bonds and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 6. An Authorized Officer is authorized to take any and all action that the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance); *provided, however*, that any actions to be taken by an Authorized Officer in connection with the decision to sell the Bonds shall be subject to prior approval of the Committee on Finance.

SECTION 7. The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Bonds on the basis that the Bonds are to be in conformity with, and that the interest on the Bonds is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Bonds are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are ratified. Any Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of the Bonds, as to the status of the projects for which the proceeds of the Bonds are to be used, as to the Authority's intentions with respect to the application and investment of the proceeds of the Bonds, and as to such other matters as such Authorized Officer deems appropriate.

SECTION 8. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

CONSOLIDATED NOTES, SERIES AAA, SERIES BBB, SERIES CCC, SERIES DDD AND SERIES EEE – ESTABLISHMENT AND ISSUANCE

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

WHEREAS, heretofore and on the 9th day of October, 1952, The Port Authority of New York and New Jersey (formerly known as The Port of New York Authority and hereinafter called the “Authority”) adopted a resolution (hereinafter called the “Consolidated Bond Resolution”), constituting a contract with the holders of the obligations issued thereunder, providing for the issuance of certain direct and general obligations of the Authority (hereinafter called “Consolidated Bonds”), from time to time, in conformity with the Consolidated Bond Resolution for the purposes therein set forth; and

WHEREAS, the Consolidated Bond Resolution provides that Consolidated Bonds shall be issued in such series as the Authority may determine, and that the characteristics of each such series shall be determined by the Authority by and in the resolution establishing such series, and that the resolution establishing such series may contain other terms and provisions not inconsistent with the Consolidated Bond Resolution; and

WHEREAS, the Authority has heretofore established various series of short-term bonds (hereinafter called “Consolidated Notes”), from time to time, in conformity with the Consolidated Bond Resolution and has now determined that it is appropriate to establish certain additional series of Consolidated Notes, without prejudice to its right hereafter to establish further series of Consolidated Bonds or Consolidated Notes;

NOW, THEREFORE, be it resolved by the Authority:

SECTION 1. As used in this resolution, any words or phrases specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions. As used in this resolution, the term “Authorized Officer” shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

SECTION 2. Each of Consolidated Notes, Series AAA, Consolidated Notes, Series BBB, Consolidated Notes, Series CCC, Consolidated Notes, Series DDD, and Consolidated Notes, Series EEE is established as a separate series of Consolidated Notes and the issuance of each such series with a term to maturity not in excess of three (3) years is authorized, provided, however, that the total aggregate principal amount of Consolidated Notes, Series AAA, Series BBB, Series CCC, Series DDD and Series EEE, Consolidated Bonds, One Hundred Ninety-second Series through Consolidated Bonds, Two Hundred Eleventh Series, and Port Authority Versatile Structure Obligations (issued after the date of this resolution), shall not exceed \$10 billion. Each of such series shall be issued in conformity with the Consolidated Bond Resolution for the purposes specified in this resolution. This resolution shall apply with equal force and effect to each of such series on an individual basis (each of such series hereinafter called the “Notes”). This resolution

shall constitute a contract with the registered holders of the Notes and with each such registered holder.

SECTION 3. The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized to establish, fix and determine the terms of the Notes and, in connection therewith, to make such changes and adjustments to the provisions set forth in the third paragraph of this Section 3 and in Sections 4, 5, 6, 8 and 9 of this resolution as in the opinion of the Committee on Finance will effectuate the issuance of the Notes, and to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

The proceeds of the Notes may be used for any purpose for which at the time of issuance of the Notes the Authority is authorized by law to issue its obligations. The Committee on Finance may allocate the proceeds of the Notes, from time to time, to certain of the authorized purposes, including the specific designation of any obligations to be refunded with the proceeds of the Notes.

Both principal of and interest on the Notes shall be payable in lawful money of the United States of America; principal of the Notes shall be payable upon presentation and surrender thereof by the registered holders, at the office or offices, designated by the Authority, of the Paying Agent (or Paying Agents) appointed for the purpose by the Authority, in a county which is in whole or in part in the Port of New York District; and interest on the Notes shall be payable when due to the registered holders thereof by check or draft drawn on the Paying Agent (or Paying Agents) appointed for the purpose by the Authority and mailed to said registered holders at their last known addresses as appearing upon the Authority’s Registry Books for the Notes.

SECTION 4. The Notes shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in authorized denominations.

SECTION 5. The Authority will keep or cause to be kept at the offices, designated by the Authority, of a Registrar appointed for that purpose, in a county which is in whole or in part in the Port of New York District, proper and sufficient Registry Books for the registration of the Notes. The Notes shall be transferable only upon such Registry Books by the registered holder thereof or by such registered holder’s attorney duly authorized in accordance with the provisions of this resolution. Upon the written request of the registered holder or registered holders thereof and upon surrender thereof, a note or notes may be exchanged for a note or notes of like tenor, registered as designated in such request, of any other authorized denominations. All requests for registration, transfer, exchange and delivery pertaining to the Notes as above provided shall be filed with the Registrar of the Authority; all notes to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all notes delivered in exchange as aforesaid shall be delivered by the Registrar. All notes surrendered to the Registrar in exchange for other notes or for transfer as above provided shall be cancelled by the Registrar upon such surrender. The Authority shall bear the cost incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of notes, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this resolution.

SECTION 6. The Notes shall be redeemable at the option of the Authority, on prior notice, in whole, or, from time to time, in part, at such redemption price and on such date set forth in the applicable notice of intention to redeem the Notes.

If less than all of the Notes then outstanding are to be called for redemption at the option of the Authority, and if the Notes then outstanding include notes of any serial maturities, the notes so to be called shall be in inverse order of maturity, and if notes constituting a particular maturity are to be called for redemption, but not all notes constituting such maturity are to be called for redemption, the notes so to be called shall be determined by lot by the Registrar.

Notice of intention to redeem any of the Notes shall be given by the Registrar not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption, to the registered holders of the notes to be called for redemption, by deposit of a copy of such notice, postage prepaid by certified or registered mail, in a United States Post Office, addressed to such registered holders at their last known addresses as appearing upon the Authority's Registry Books for the Notes. Notice of the mailing of such notice of intention to redeem notes shall also be published by the Authority in a daily newspaper of general circulation in the Port of New York District not less than thirty (30) nor more than forty-five (45) days prior to the date fixed for redemption; *provided, however*, that failure to give such notice by publication, or any defect therein, shall not affect the validity of any action with respect to the redemption of such notes.

On or before the date fixed for redemption specified in the notice of intention to redeem any of the Notes, the Authority will pay or cause to be paid to the Paying Agent (or Paying Agents) an amount in cash in the aggregate sufficient to redeem all of the notes which are to be redeemed, at the respective redemption price thereof, which, in each case, shall include the accrued interest until the date fixed for redemption and the premium (if any), such principal amount and premium (if any) to be held by the Paying Agent (or Paying Agents) in trust for the account of the registered holders of the notes so called for redemption and to be paid to them respectively upon presentation and surrender of such notes with accrued interest included in such redemption price to be paid to the registered holders in accordance with the provisions of this resolution. On and after the date fixed for redemption, the notice of intention to redeem having been completed as above provided, the notes so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for redemption of such notes on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the notes so called on and after the date fixed for their redemption, and such notes shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution, but shall rely solely upon the funds so deposited.

In the case of notes of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value representing the minimum authorized denomination shall be treated as though it were a separate note of the minimum authorized denomination, and the word "note" as used in the foregoing provisions of this Section 6 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the units of face value representing the minimum authorized denomination of any note are to be called for redemption, then upon notice of intention to redeem such unit or units, the registered holder of such note shall forthwith present such note to the Registrar who shall issue a new note or notes of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange therefore, pursuant to Section 5 of this resolution, including a new note or notes with the aggregate principal amount of the unit or units of face value called for redemption; and such new note or notes shall be deemed to be duly called for redemption without further notice to the registered holder thereof. If the registered holder of such note of a denomination greater than the minimum authorized

denomination shall fail to present such note to the Registrar for the issuance of new notes of smaller denominations in exchange therefore, as aforesaid, such note shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent (or Paying Agents), as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such note represented by such unit or units of face value on and after the date fixed for redemption, and such note shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

SECTION 7. The Authority shall not apply any moneys in the Consolidated Bond Reserve Fund except for the payment of bonds secured by a pledge of the General Reserve Fund in whole or in part, the payment of debt service upon bonds so secured, the purchase for retirement of bonds so secured or the redemption of bonds so secured, or for the payment of expenses incurred for the establishment, acquisition, construction or effectuation, or for the operation, maintenance, repair or administration of any facility financed or refinanced in whole or in part by bonds secured by a pledge of the General Reserve Fund in whole or in part, or otherwise for the fulfillment of any undertakings which the Authority has assumed or may or shall hereafter assume to or for the benefit of the holders of bonds secured by a pledge of the General Reserve Fund in whole or in part; *provided, however*, that nothing herein contained shall be construed to permit the application by the Authority of moneys in the Consolidated Bond Reserve Fund except for purposes and upon conditions which are authorized by the Consolidated Bond Resolution.

Consolidated Bonds proposed to be issued for purposes in connection with an additional facility or a group of additional facilities in connection with which the Authority has not theretofore issued bonds which have been secured by a pledge of the General Reserve Fund in whole or in part, may be issued, and bonds other than Consolidated Bonds proposed to be issued for purposes in connection with such an additional facility or group of additional facilities may be secured by a pledge of the General Reserve Fund in whole or in part, in each case if and only if the Authority shall certify at the time of issuance (as defined in Section 3 of the Consolidated Bond Resolution) its opinion that the issuance of such Consolidated Bonds or that such pledge of the General Reserve Fund as security for such bonds other than Consolidated Bonds will not, during the ensuing ten (10) years or during the longest term of any of such bonds proposed to be issued (whether or not Consolidated Bonds), whichever shall be longer, in the light of its estimated expenditures in connection with such additional facility or such group of additional facilities, materially impair the sound credit standing of the Authority or the investment status of Consolidated Bonds or the ability of the Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and the Authority may apply moneys in the General Reserve Fund for purposes in connection with those of its bonds and only those of its bonds which it has theretofore secured by a pledge of the General Reserve Fund in whole or in part. Expenditures in connection with an additional facility or group of additional facilities shall mean the amount of the excess, if any, of the sum of all items of expense to be considered in determining the net revenues of the additional facility or group of additional facilities plus the debt service upon the bonds proposed to be issued and upon any additional bonds which in the Authority's opinion would be required to be issued to place and maintain such facility or group of facilities upon a sound operating basis, over and above the sum of all items of revenue and income to be considered in determining such net revenues.

SECTION 8. The form of the note, including provisions with respect to assignment, for the Notes shall be determined by the Committee on Finance or by an Authorized Officer. The notes shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be signed manually by an Authorized Officer. In case any Authorized Officer who shall have signed any of the notes shall cease to be an Authorized Officer before such notes shall have been actually issued, such notes may nevertheless be issued as though such Authorized Officer who signed such notes had not ceased to be an Authorized Officer.

SECTION 9. In case any note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new note of like tenor in exchange or substitution for and upon cancellation of such mutilated note or in lieu of or in substitution for such destroyed or lost note; or if such note shall have matured, instead of issuing a substitute note the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute note shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such note and of the ownership thereof and also such security and indemnity as may be required by the Authority. The Authority may execute and deliver any such substitute note or make any such payment; or any Paying Agent may make any such payment upon the written request or authorization of the Authority. Upon the issuance of any substitute note, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new note so issued in substitution. Any note issued under the provisions of this Section 9 in lieu of any note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this resolution and of the Consolidated Bond Resolution with all other bonds, notes and coupons (if any) issued hereunder or thereunder.

SECTION 10. An Authorized Officer is authorized to take any and all action that the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance); *provided, however*, that any actions to be taken by an Authorized Officer in connection with the decision to sell the Notes shall be subject to prior approval of the Committee on Finance.

CONSOLIDATED NOTES, SERIES AAA, SERIES BBB, SERIES CCC, SERIES DDD AND SERIES EEE – SALE

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

SECTION 1. This resolution shall apply with equal force and effect to each of Consolidated Notes, Series AAA, Consolidated Notes, Series BBB, Consolidated Notes, Series CCC, Consolidated Notes, Series DDD and Consolidated Notes, Series EEE on an individual basis (each such series hereinafter called the “Notes”).

SECTION 2. The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized in the name of and on behalf of the Authority, to sell the Notes at a true interest cost to the Authority not in excess of eight percent (8%) with a term to maturity not in excess of three (3) years, at public or private sale, with or without advertisement, in one or more installments, at one or more times, and to apply the proceeds of such sale or sales as provided in the resolution authorizing the establishment and issuance of the Notes; provided, however, that the total aggregate principal amount of the Notes, Consolidated Bonds, One Hundred Ninety-second Series through Consolidated Bonds, Two Hundred Eleventh Series, and Port Authority Versatile Structure Obligations (issued after the date of this resolution), shall not exceed \$10 billion.

SECTION 3. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Notes, to fix the time or times of sale of the Notes, to determine the terms and conditions upon which such sales shall be made and to accept or reject offers in connection with such sales.

SECTION 4. The Committee on Finance is authorized in the name of and on behalf of the Authority, in connection with the Notes, to enter into any contracts or agreements pertaining to the Notes; to fix the time or times and determine the terms and conditions of delivery of the Notes; to appoint one or more Paying Agents and a Registrar, and to designate the office or offices of any such Paying Agent (or Paying Agents) at which payments shall be made and the office or offices of any such Registrar at which the Authority’s Registry Books for the Notes shall be kept; to make any selection, designation, determination or estimate and to take or withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Notes, the Authority adopting all such selections, designations, determinations, estimates, actions, withholdings of action, formulations and expressions of opinions and exercises of discretion or judgment, including those pursuant to Section 3 of the Consolidated Bond Resolution, or otherwise, as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

SECTION 5. The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials in connection with the Notes and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

SECTION 6. An Authorized Officer is authorized to take any and all action that the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance); *provided, however*, that any actions to be taken by an Authorized Officer in connection with the decision to sell the Notes shall be subject to prior approval of the Committee on Finance.

SECTION 7. The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Notes on the basis that the Notes are to be in conformity with, and that the interest on the Notes is not to be includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Notes are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are ratified. Any Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of the Notes, as to the status of the projects for which the proceeds of the Notes are to be used, as to the Authority's intentions with respect to the application and investment of the proceeds of the Notes, and as to such other matters as such Authorized Officer deems appropriate.

SECTION 8. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

**VERSATILE STRUCTURE OBLIGATIONS, VARIABLE RATE MASTER NOTES,
EQUIPMENT NOTES AND COMMERCIAL PAPER OBLIGATIONS –
CONTINUED ISSUANCE TO EFFECTUATE PLAN OF FINANCING**

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that, the following obligations of the Authority may continue to be issued, within the scope of existing authorizations to effectuate the plan of financing in effect on the date of issuance of such obligations: Versatile Structure Obligations under the resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Versatile Structure Obligations Resolution-Modification*”; Variable Rate Master Notes under the resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Variable Rate Master Notes Resolution-Modification*”; Equipment Notes under the resolution of the Authority adopted November 18, 1999, entitled “*Port Authority Equipment Notes Resolution-Modification*”; and Commercial Paper Obligations under the resolution of the Authority adopted June 22, 2010, entitled “*Port Authority Commercial Paper Obligations-Resolution*”.

PORT AUTHORITY COMMERCIAL PAPER OBLIGATIONS – REPORT

Prudent financial planning makes it desirable for the Authority to continue the authorization for the issuance of commercial paper obligations, which is presently scheduled to expire on December 31, 2015. Since its inception in 1982, and through its expansion into two series (Series A and Series B) in 1988, the Authority's commercial paper obligations have been a cost efficient means of providing for capital expenditures on an interim basis. Currently, the total aggregate principal amount of Series A outstanding at any one time may not exceed \$300 million and the total aggregate principal amount of Series B outstanding at any one time may not exceed \$200 million. Generally, as outstanding commercial paper notes approach authorized limits, such notes are refunded with other obligations of the Authority.

As part of the proposed extension, which would provide for the issuance of commercial paper obligations through December 31, 2020, generally consistent with the Authority's current practices, it was also recommended that a third series (Series C) be authorized to broaden the investor base and that the total aggregate principal amount of each series that may be outstanding at any one time be limited to \$250 million.

The principal of and interest on the commercial paper obligations of each series would continue to be a special obligation of the Authority payable from the proceeds of obligations issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from certain specified net revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or net revenues are insufficient therefore, from other moneys of the Authority legally available for such payments when due. The principal of and interest on the commercial paper obligations would not be payable from the General Reserve Fund, and the payment thereof would be subject in all respects to (1) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; and (2) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes.

Commercial paper obligations of each series issued prior to the commencement of the issuance of commercial paper obligations of such series under today's recommended action and outstanding thereafter would continue to be subject to the Port Authority Commercial Paper Resolution, as adopted on June 22, 2010. While such previously issued commercial paper obligations are outstanding, their aggregate principal amount would be taken into account in determining the maximum aggregate principal amount of commercial paper obligations that could be issued under today's recommended action. Upon the commencement of the issuance of commercial paper obligations under today's recommended actions, no further obligations would be issued under the Port Authority Commercial Paper Resolution, as adopted on June 22, 2010.

Currently, Series A and Series B commercial paper notes are issued without any independent liquidity facilities, a change in 2010 from prior practices instituted to reduce costs without any capital markets impact, and which was fully reviewed by the rating agencies and had no impact on the Port Authority's commercial paper ratings. The need and cost of a liquidity facility will continue to be evaluated for all three series and may, to the extent of rating agencies requirements or capital markets access, be put in place for all or certain of the series. In such event, the selection of the financial institution or institutions to provide this liquidity facility would be based on a request for proposals process that would be reviewed with the Committee on Finance.

A financial institution serving as an exclusive dealer for each series of the Authority's commercial paper notes continues to be necessary to place such notes with investors. The selection of a separate dealer for each series would be based on a request for proposals process, which commenced in June 2015.

In December 2014, the Authority selected Bank of America, N.A., through a limited request for proposals process, as issuing and paying agent for the commercial paper notes. In view of the satisfactory services provided to date, Bank of America, N.A. would be reappointed as the issuing and paying agent, pursuant to the terms and conditions currently in effect.

The law firm of Orrick, Herrington & Sutcliffe LLP, has acted as bond counsel for commercial paper obligations since January 1988. In March 2015, Orrick was selected, as the result of a request for proposals process, to serve as bond counsel for Consolidated Bonds, through March 2019. Orrick's retention as a result of this request for proposal process also includes the continuation of its services as bond counsel for commercial paper obligations at no additional cost to the Authority.

An authorized officer would also be authorized to take any action which such authorized officer deems appropriate to effectuate the issuance of commercial paper obligations, including those required for the Authority to continue to independently provide liquidity support instead of entering into liquidity facilities, to appoint and enter into agreements with one or more dealers and issuing and paying agents, and to enter into agreements with providers of liquidity facilities, for the commercial paper notes to be issued under today's recommended actions. Any such agreements would contain terms and conditions not inconsistent with the extended authorization.

Public hearings, consistent with and to the extent provided by the public approval provisions of the Internal Revenue Code of 1986, were held on July 21, 2015, in connection with the Authority's plan of financing, pursuant to public notices published on July 7, 2015, in *The New York Times*, the *Bergen Record*, and *The Star-Ledger*, and on the Authority's web site. In pertinent part, the public notices described various series of short, intermediate and long term obligations to be issued under such plan of financing, including Commercial Paper Obligations to be issued, under the current resolution of the Authority adopted on June 22, 2010, and under an amended and supplemented resolution of the Authority, in one or more series but not in excess of a total aggregate principal amount of \$750 million outstanding at any one time. In addition to this authorization with respect to commercial paper obligations, various other actions are also being taken today by the Board under such plan of financing in connection with other obligations included therein.

PORT AUTHORITY COMMERCIAL PAPER OBLIGATIONS – RESOLUTION

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

WHEREAS, The Port Authority of New York and New Jersey (hereinafter referred to as the “Authority”) has been authorized and empowered to issue bonds, notes, or other obligations or evidences of indebtedness to provide capital funds for the financing of its facilities; and

WHEREAS, on September 9, 1982, the Authority established and authorized an issue of special obligations known as “Port Authority Commercial Paper”; and

WHEREAS, the authorization for the issuance of commercial paper obligations, which has been amended and supplemented from time to time since 1982, presently provides, as a result of the June 22, 2010 amendment and supplement, for an aggregate principal amount of commercial paper obligations to be outstanding at any one time not in excess of Five Hundred Million Dollars (\$500,000,000), with commercial paper obligations to be issued in two separate series, with the aggregate principal amount of Series A outstanding at any one time not to be in excess of Three Hundred Million Dollars (\$300,000,000) and with the aggregate principal amount of Series B outstanding at any one time not to be in excess of Two Hundred Million Dollars (\$200,000,000), and with the final maturity date of any of such obligations to be not later than December 31, 2015; and

WHEREAS, the Authority has determined to authorize a further amendment of and supplement to the authorization for the issuance of commercial paper obligations providing for Port Authority Commercial Paper Obligations (such term and all other terms of special meaning having the meaning ascribed to such terms in or pursuant to Article I of this Resolution) to be issued on and after the Effective Date for a period ending on December 31, 2020, in three separate series including liquidity facilities, in unlimited aggregate principal amounts during such period; *provided, however*, that the aggregate principal amount of each of Port Authority Commercial Paper Obligations, Series A, Port Authority Commercial Paper Obligations, Series B, and Port Authority Commercial Paper Obligations, Series C, outstanding at any one time during such period shall not exceed Two Hundred Fifty Million Dollars (\$250,000,000), with the proceeds thereof to be applied in accordance with the provisions of Section 2.04 of this Resolution; and

WHEREAS, Port Authority Commercial Paper Obligations shall be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the resolution of September 9, 1982 (appearing at pages 263 *et seq.* of the Official Minutes of the Authority of that date), as heretofore amended and supplemented by the resolutions of June 9, 1983 (appearing at pages 251 *et seq.* of the Official Minutes of the Authority of that date), of October 13, 1983 (appearing at pages 395 *et seq.* of the Official Minutes of the Authority of that date), of July 11, 1985 (appearing at pages 297 *et seq.* of the Official Minutes of the Authority of that date), of November 14, 1985 (appearing at pages 411 *et seq.* of the Official Minutes of the Authority of that date), of January 7, 1988 (appearing at pages 6 *et seq.* of the Official Minutes of the Authority of that date), of October 11, 1990 (appearing at pages 450 *et seq.* of the Official Minutes of the Authority of that date), of November 9, 1995

(appearing at pages 504 *et seq.* of the Official Minutes of the Authority of that date), of June 29, 2000 (appearing at pages 327 *et seq.* of the Official Minutes of the Authority of that date), of May 26, 2005 (appearing at pages 199 *et seq.* of the Official Minutes of the Authority of that date), and of June 22, 2010 (appearing at pages 12 *et seq.* of the Official Minutes of the Committee on Operations of that date) is hereby further amended and supplemented, with respect to Port Authority Commercial Paper Obligations to be issued on and after the Effective Date, to read as follows:

ARTICLE I. DEFINITIONS.

Unless the context shall clearly indicate some other meaning or may otherwise require, the terms defined in this Article I shall, for all purposes of this Resolution and of any resolution amendatory hereof or supplemental hereto and of any opinion, instrument or document herein or therein mentioned (unless otherwise defined therein), have the meanings specified in this Article I, with the following definitions to be equally applicable to both the singular and plural forms of any terms defined in this Article I and *vice versa*. Any words or phrases not otherwise defined in this Article I and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions (except as herein otherwise expressly provided or unless the context otherwise requires).

The term “Authorized Officer” shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice Chairman; Chairman of the Committee on Finance; Executive Director ; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

The term “Consolidated Bond Reserve Fund” shall mean the special fund by that name established by Section 7 of the Consolidated Bond Resolution.

The term “Consolidated Bond Resolution” shall mean the resolution of the Authority adopted October 9, 1952, entitled “*Consolidated Bonds-Establishment of Issue*”.

The term “Consolidated Bonds” shall mean the issue of obligations of the Authority known as “Consolidated Bonds” (which also includes short-term bonds known as “Consolidated Notes”).

The term “Effective Date” shall mean, with respect to each series of Port Authority Commercial Paper Obligations, the date determined by an Authorized Officer on which the Notes of such series are initially issued under this Resolution.

The term “Final Maturity Date” shall mean December 31, 2020.

The term “General Reserve Fund” shall mean the special fund by that name established by the General Reserve Fund Statutes.

The term “General Reserve Fund Resolution” shall mean the resolution of the Authority adopted March 9, 1931, entitled “*General Reserve Fund Supporting Bonds Legal for Investment*”, as amended by the resolution of the Authority adopted May 5, 1932, entitled “*Investments: Authority of Finance Committee*”, as further amended by the Consolidated Bond Resolution to conform to the provisions of Section 6 of the Consolidated Bond Resolution.

The term “General Reserve Fund Statutes” shall mean Chapter 5 of the Laws of New Jersey of 1931, as amended, and Chapter 48 of the Laws of New York of 1931, as amended.

The term “Maturity Date” shall mean the date on which the principal of and interest on any of the Port Authority Commercial Paper Obligations is due and owing to the holder thereof.

The term “Net Revenues”, solely for the purpose of this Resolution, shall mean, with respect to any date of calculation, the revenues of the Authority pledged under the Consolidated Bond Resolution and remaining after (1) payment or provision for payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; (2) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes; and (3) applications to purposes authorized in accordance with Section 7 of the Consolidated Bond Resolution.

The term “Notes” shall mean any Series A Notes, Series B Notes or Series C Notes.

The term “Port Authority Commercial Paper Obligations” shall mean the issue of special obligations of the Authority known as “Port Authority Commercial Paper Obligations”.

The term “Port Authority Commercial Paper Obligations Resolution” or “this Resolution” shall mean this resolution of the Authority adopted July 23, 2015, entitled “*Port Authority Commercial Paper Obligations Resolution*”, including any amendments, modifications or supplements hereto.

The term “Port Authority Commercial Paper Obligations, Series A” shall mean the series of Port Authority Commercial Paper Obligations known as “Port Authority Commercial Paper Obligations, Series A”, including any Series A Note and Series A Bank Note.

The term “Port Authority Commercial Paper Obligations, Series B” shall mean the series of Port Authority Commercial Paper Obligations known as “Port Authority Commercial Paper Obligations, Series B”, including any Series B Note and Series B Bank Note.

The term “Port Authority Commercial Paper Obligations, Series C” shall mean the series of Port Authority Commercial Paper Obligations known as “Port Authority Commercial Paper Obligations, Series C”, including any Series C Note and Series C Bank Note.

The term “Prior Series A Commercial Paper Obligations” shall mean those commercial paper obligations designated as “Series A”, which were issued by the Authority prior to the Effective Date and which are outstanding on and after the Effective Date.

The term “Prior Series B Commercial Paper Obligations” shall mean those commercial paper obligations designated as “Series B”, which were issued by the Authority prior to the Effective Date and which are outstanding on and after the Effective Date.

The term “Series A Advance” shall mean any borrowing by the Authority under a Series A Liquidity Facility with respect to a Series A Note Settlement Deficiency.

The term “Series A Bank Note” shall mean the promissory note of the Authority, issued on the terms set forth in a Series A Liquidity Facility to evidence the cumulative principal amount of Series A Advances and any repayment of Series A Advances.

The term “Series A Dealer” shall mean any dealer in sales of Series A Notes appointed by the Authority pursuant to Section 2.16 of this Resolution.

The term “Series A Dealer Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.16 of this Resolution.

The term “Series A Issuing and Paying Agent” shall mean an issuing and paying agent for Series A Notes appointed by the Authority pursuant to Section 2.06 of this Resolution.

The term “Series A Issuing and Paying Agent Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.06 of this Resolution.

The term “Series A Note Settlement Deficiency” shall mean the amount by which the sum of the principal of and interest on any Series A Notes payable on any Maturity Date exceeds the amount of moneys available in a Series A Settlement Account for such payment on such Maturity Date.

The term “Series A Notes” shall mean any commercial paper note or notes constituting all or a portion of Port Authority Commercial Paper Obligations, Series A.

The term “Series A Liquidity Facility shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.13 of this Resolution.

The term “Series A Settlement Account” shall mean an account, authorized pursuant to Section 3.01 of this Resolution.

The term “Series B Advance” shall mean any borrowing by the Authority under a Series B Liquidity Facility with respect to a Series B Note Settlement Deficiency.

The term “Series B Bank Note” shall mean a promissory note of the Authority, issued on the terms set forth in a Series B Liquidity Facility to evidence the cumulative principal amount of Series B Advances and any repayment of Series B Advances.

The term “Series B Dealer” shall mean any dealer in sales of Series B Notes appointed by the Authority pursuant to Section 2.17 of this Resolution.

The term “Series B Dealer Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.17 of this Resolution.

The term “Series B Issuing and Paying Agent” shall mean an issuing and paying agent for Series B Notes appointed by the Authority pursuant to Section 2.07 of this Resolution.

The term “Series B Issuing and Paying Agent Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.07 of this Resolution.

The term “Series B Note Settlement Deficiency” shall mean the amount by which the sum of the principal of and interest on any Series B Notes payable on any Maturity Date exceeds the amount of moneys available in a Series B Settlement Account for such payment on such Maturity Date.

The term “Series B Notes” shall mean any commercial paper note or notes constituting all or a portion of Port Authority Commercial Paper Obligations, Series B.

The term “Series B Liquidity Facility” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.14 of this Resolution.

The term “Series B Settlement Account” shall mean an account, authorized pursuant to Section 3.02 of this Resolution.

The term “Series C Advance” shall mean any borrowing by the Authority under a Series C Liquidity Facility with respect to a Series C Note Settlement Deficiency.

The term “Series C Bank Note” shall mean the promissory note of the Authority, issued on the terms set forth in a Series C Liquidity Facility to evidence the cumulative principal amount of Series C Advances and any repayment of Series C Advances.

The term “Series C Dealer” shall mean any dealer in sales of Series C Notes appointed by the Authority pursuant to Section 2.18 of this Resolution.

The term “Series C Dealer Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.18 of this Resolution.

The term “Series C Issuing and Paying Agent” shall mean an issuing and paying agent for Series C Notes appointed by the Authority pursuant to Section 2.08 of this Resolution.

The term “Series C Issuing and Paying Agent Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.08 of this Resolution.

The term “Series C Note Settlement Deficiency” shall mean the amount by which the sum of the principal of and interest on any Series C Notes payable on any Maturity Date exceeds the amount of moneys available in a Series C Settlement Account for such payment on such Maturity Date.

The term “Series C Notes” shall mean any commercial paper note or notes constituting all or a portion of Port Authority Commercial Paper Obligations, Series C.

The term “Series C Liquidity Facility” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.15 of this Resolution.

The term “Series C Settlement Account” shall mean an account, authorized pursuant to Section 3.03 of this Resolution.

ARTICLE II. ESTABLISHMENT, AUTHORIZATION, TERMS AND ISSUANCE.

SECTION 2.01. Establishment and Authorization of the Issue of Commercial Paper Obligations.

An issue of special obligations of the Authority to be known as “Port Authority Commercial Paper Obligations” is established under this Resolution. Port Authority Commercial Paper Obligations shall be payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution.

The issuance of Port Authority Commercial Paper Obligations in three separate series, to be known as “Port Authority Commercial Paper Obligations, Series A”, “Port Authority Commercial Paper Obligations, Series B”, and “Port Authority Commercial Paper Obligations, Series C”. respectively, in accordance with the provisions of this Resolution, is authorized.

Port Authority Commercial Paper Obligations, Series A, may be issued in an unlimited aggregate principal amount for the purposes set forth in Section 2.04 of this Resolution for such series; *provided, however*, that the total aggregate principal amount of Port Authority Commercial Paper Obligations, Series A, which may be outstanding at any one time shall not exceed Two Hundred Fifty Million Dollars (\$250,000,000), taking into account the principal amount of the Prior Series A Commercial Paper Obligations, until the Prior Series A Commercial Paper Obligations are no longer outstanding in accordance with their terms.

Port Authority Commercial Paper Obligations, Series B, may be issued in an unlimited aggregate principal amount for the purposes set forth in Section 2.04 of this Resolution for such series; *provided, however*, that the total aggregate principal amount of Port Authority Commercial Paper Obligations, Series B, which may be outstanding at any one time shall not exceed Two Hundred Fifty Million Dollars (\$250,000,000), taking into account the principal amount of the Prior Series B Commercial Paper Obligations, until the Prior Series B Commercial Paper Obligations are no longer outstanding in accordance with their terms.

Port Authority Commercial Paper Obligations, Series C, may be issued in an unlimited aggregate principal amount for the purposes set forth in Section 2.04 of this Resolution for such series; *provided, however*, that the total aggregate principal amount of Port Authority Commercial Paper Obligations, Series C, which may be outstanding at any one time shall not exceed Two Hundred Fifty Million Dollars (\$250,000,000).

In any computation under this Resolution of the total aggregate principal amount of Port Authority Commercial Paper Obligations (or of any series thereof) outstanding at any one time (including the Prior Series A Commercial Paper Obligations and the Prior Series B Commercial Paper Obligations), if an obligation (or portion thereof) issued or incurred by the Authority solely for the purpose of refunding any Port Authority Commercial Paper Obligations, Series A, Port Authority Commercial Paper Obligations, Series B, or Port Authority Commercial Paper Obligations, Series C, or Prior Series A Commercial Paper Obligations, or Prior Series B Commercial Paper Obligations, is outstanding at the same time as such Port Authority Commercial Paper Obligations, Series A, Port Authority Commercial Paper Obligations, Series B, or Port Authority Commercial Paper

Obligations, Series C, or Prior Series A Commercial Paper Obligations, or Prior Series B Commercial Paper Obligations, to be refunded, then such Port Authority Commercial Paper Obligations, Series A, Port Authority Commercial Paper Obligations, Series B, or Port Authority Commercial Paper Obligations, Series C, or Prior Series A Commercial Paper Obligations, or Prior Series B Commercial Paper Obligations, to be refunded, shall not be deemed to be outstanding for the purposes of such computation.

SECTION 2.02. General Terms of the Notes.

Unless otherwise determined by an Authorized Officer, the Notes shall be (1) issued on a book-entry basis under a fully registered master certificate, registered as to both principal and interest in the name of a qualified securities depository (or its nominee), as the sole registered holder of the Series A Notes, the Series B Notes and the Series C Notes, respectively; (2) evidenced by book entries (without certificates issued by the Authority) made on the books and records of the qualified securities depository (or its nominee), which is the sole registered holder of the Series A Notes, the Series B Notes and the Series C Notes, respectively, as appropriate, in the denomination of One Hundred Thousand Dollars (\$100,000) or any larger denomination that is an integral multiple of Five Thousand Dollars (\$5,000) in excess thereof; and (3) dated the date of the book entry evidencing their delivery under this Resolution.

The Notes shall mature on such Maturity Dates as shall be determined by an Authorized Officer; *provided, however*, that the term of any Note shall not exceed two hundred seventy (270) days; and *provided further, however*, that no Note shall be issued or outstanding subsequent to the Final Maturity Date. No Note shall be subject to redemption prior to its Maturity Date.

Each Note shall bear interest at a per annum rate of interest to be determined by an Authorized Officer which shall be equal to the product (converted to a percentage) of (a) a fraction, the numerator of which is the total interest payable on such Note during its term and the denominator of which is the par value or denomination of such Note and (b) a fraction, the numerator of which is the number of days (calculated on an actual calendar day basis) in the calendar year of the issuance of such Note and the denominator of which is the number of days (calculated on an actual calendar day basis) from the date of such Note to its Maturity Date.

Unless otherwise determined by an Authorized Officer, principal of and interest on each of the Notes shall be payable in lawful money of the United States of America on the Maturity Date of such Note, by the issuing and paying agent for the series to which such Note pertains, to the qualified securities depository (or its nominee), as sole registered holder thereof.

SECTION 2.03. Sources of Payment.

The principal of and interest on Port Authority Commercial Paper Obligations of each series shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from Net Revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or Net Revenues are insufficient therefor, from other moneys of the Authority legally available for such payments when due.

The principal of and interest on Port Authority Commercial Paper Obligations shall not be payable from the General Reserve Fund and the payment thereof shall be subject in all respects to (1) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution and (2) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes.

SECTION 2.04. Application of Proceeds.

The proceeds of Port Authority Commercial Paper Obligations, Series A, may be allocated to capital projects in connection with facilities of the Authority and/or for purposes of refunding obligations of the Authority, in each case, consistent with the characterization of such obligations as “qualified bonds” (which are exempt facility bonds) determined under applicable Federal tax principles.

The proceeds of Port Authority Commercial Paper Obligations, Series B, may be allocated to capital projects in connection with facilities of the Authority and/or for purposes of refunding obligations of the Authority; *provided, however*, that any such allocation shall not result in the characterization of such obligations as “private activity bonds” determined under applicable Federal tax principles.

The proceeds of Port Authority Commercial Paper Obligations, Series C, may be allocated to capital projects in connection with facilities of the Authority and/or for purposes of refunding obligations of the Authority.

An Authorized Officer may allocate the proceeds of any of the obligations constituting a portion of a series of Port Authority Commercial Paper Obligations to purposes in connection with some but not all of the purposes authorized for such series, and to the costs of issuance of such series, and may also specifically designate any bonds, notes or other obligations of the Authority to be refunded with any of such proceeds; *provided, however*, that no portion of the proceeds of any Port Authority Commercial Paper Obligations shall be allocated to purposes in connection with an additional facility of the Authority prior to the initial expenditure of proceeds of the first series of Consolidated Bonds issued for purposes of capital expenditures in connection with such additional facility.

SECTION 2.05. Issue, Sale and Delivery of Notes.

Notes may be issued, sold and delivered under the terms of this Resolution whenever an Authorized Officer shall prescribe the terms of such Notes (including the principal amount of, the purchase price for, the interest payable on, the issuance date of and the Maturity Date of such Notes) and deliver instructions therefore to the issuing and paying agent for such Notes, in each case, consistent with Section 2.02 of this Resolution and with the issuing and paying agent agreement and the dealer agreement pertaining to such Notes.

SECTION 2.06. Appointment of Series A Issuing and Paying Agent.

An Authorized Officer may appoint issuing and paying agents for and in connection with the Series A Notes and may enter into an issuing and paying agent agreement, which may contain terms and conditions not inconsistent with this Resolution, with each of such issuing and paying agents, providing for such services as an Authorized Officer deems appropriate to effectuate the issuance and payment of Series A Notes. An Authorized Officer may also establish and maintain non-interest bearing bank accounts in the name of and on behalf of the Authority with each of the Series A Issuing and Paying Agents as partial compensation to each of such Series A Issuing and Paying Agents; *provided, however*, that the amounts on deposit in any of such bank accounts shall not be in excess of the amount determined by such Authorized Officer to be appropriate to provide such partial compensation.

SECTION 2.07. Appointment of Series B Issuing and Paying Agent.

An Authorized Officer may appoint issuing and paying agents for and in connection with the Series B Notes and may enter into an issuing and paying agent agreement, which may contain terms and conditions not inconsistent with this Resolution, with each of such issuing and paying agents, providing for such services as an Authorized Officer deems appropriate to effectuate the issuance and payment of Series B Notes. An Authorized Officer may also establish and maintain non-interest bearing bank accounts in the name of and on behalf of the Authority with each of the Series B Issuing and Paying Agents as partial compensation to each of such Series B Issuing and Paying Agents; *provided, however*, that the amounts on deposit in any of such bank accounts shall not be in excess of the amount determined by such Authorized Officer to be appropriate to provide such partial compensation.

SECTION 2.08. Appointment of Series C Issuing and Paying Agent.

An Authorized Officer may appoint issuing and paying agents for and in connection with the Series C Notes and may enter into an issuing and paying agent agreement, which may contain terms and conditions not inconsistent with this Resolution, with each of such issuing and paying agents, providing for such services as an Authorized Officer deems appropriate to effectuate the issuance and payment of Series C Notes. An Authorized Officer may also establish and maintain non-interest bearing bank accounts in the name of and on behalf of the Authority with each of the Series C Issuing and Paying Agents as partial compensation to each of such Series C Issuing and Paying Agents; *provided, however*, that the amounts on deposit in any of such bank accounts shall not be in excess of the amount determined by such Authorized Officer to be appropriate to provide such partial compensation.

SECTION 2.09. Authorization of Book-Entry System.

An Authorized Officer may take all action in connection with (1) the establishment, maintenance, continuation or termination of a book-entry system for recordation and transfer of ownership interests in the Notes; (2) the effectuation of the issuance of the Notes as registered Notes subject to such book-entry system; (3) the selection of successor depositories; and (4) in the event that any such book-entry system is terminated, the effectuation of the issuance of the Notes in registered or bearer form, as appropriate.

SECTION 2.10. Evidence of Ownership of Notes.

Unless otherwise determined by an Authorized Officer, the Authority and any issuing and paying agent may treat the holder of a Note in whose name such Note is registered as the absolute owner of such Note for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and neither the Authority nor such issuing and paying agent shall be affected by any notice or knowledge to the contrary.

SECTION 2.11. Mutilated, Lost or Destroyed Notes

In case any Note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new Note of like tenor in exchange or substitution for and upon cancellation of such mutilated Note or in lieu of or in substitution for such destroyed or lost Note; or if such Note shall have matured, instead of issuing a substitute Note the Authority may instruct the appropriate issuing and paying agent to pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute Note shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such Note and of the ownership thereof and also such security and indemnity as may be required by the Authority. Upon the issuance of any substitute Note, the Authority, at its option, may require the applicant for such substitute Note to pay a sum sufficient to reimburse the Authority for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new Note so issued in substitution. Any Note issued under the provisions of this Section 2.10 in lieu of any Note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the Note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this Resolution with all other Notes issued under this Resolution.

SECTION 2.12. Authorization of Distribution of Disclosure Documents.

An Authorized Officer may arrange (1) for the preparation and distribution of disclosure documents, including offering memoranda or statements and other offering materials pertaining to the sale by the Authority of the Notes and (2) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as such Authorized Officer deems appropriate, in each case, in the name and on behalf of the Authority.

SECTION 2.13. Authorization of Series A Liquidity Facility and Series A Bank Note.

An Authorized Officer may enter into liquidity facilities pertaining to the Series A Notes with such entities as such Authorized Officer deems appropriate to effectuate the issuance of Series A Notes, and execute and deliver a bank note or bank notes under such facilities. Any such Series A Liquidity Facility may contain terms and conditions not inconsistent with this Resolution, and may provide for Series A Advances in an unlimited aggregate principal amount, in support of the payment at its Maturity Date of the principal of and interest on any Series A Note; *provided, however,* that the aggregate principal amount of Series A Advances shall not exceed Two Hundred Fifty Million Dollars (\$250,000,000) outstanding at any one time, and may also provide for the execution and delivery of one or more Series A Bank Notes thereunder.

SECTION 2.14. Authorization of Series B Liquidity Facility and Series B Bank Note.

An Authorized Officer may enter into liquidity facilities pertaining to the Series B Notes with such entities as such Authorized Officer deems appropriate to effectuate the issuance of Series B Notes, and execute and deliver a bank note or bank notes under such facilities. Any such Series B Liquidity Facility may contain terms and conditions not inconsistent with this Resolution, and may provide for Series B Advances in an unlimited aggregate principal amount, in support of the payment at its Maturity Date of the principal of and interest on any Series B Note; *provided, however,* that the aggregate principal amount of Series B Advances shall not exceed Two Hundred Fifty Million Dollars (\$250,000,000) outstanding at any one time, and may also provide for the execution and delivery of one or more Series B Bank Notes thereunder.

SECTION 2.15. Authorization of Series C Liquidity Facility and Series C Bank Note.

An Authorized Officer may enter into liquidity facilities pertaining to the Series C Notes with such entities as such Authorized Officer deems appropriate to effectuate the issuance of Series C Notes, and execute and deliver a bank note or bank notes under such facilities. Any such Series C Liquidity Facility may contain terms and conditions not inconsistent with this Resolution, and may provide for Series C Advances in an unlimited aggregate principal amount, in support of the payment at its Maturity Date of the principal of and interest on any Series C Note; *provided, however,* that the aggregate principal amount of Series C Advances shall not exceed Two Hundred Fifty Million Dollars (\$250,000,000) outstanding at any one time, and may also provide for the execution and delivery of one or more Series C Bank Notes thereunder.

SECTION 2.16. Appointment of Series A Dealers.

An Authorized Officer may appoint dealers for Series A Notes and enter into agreements, which may contain terms and conditions not inconsistent with this Resolution, with each of such dealers.

SECTION 2.17. Appointment of Series B Dealers.

An Authorized Officer may appoint dealers for Series B Notes and enter into agreements, which may contain terms and conditions not inconsistent with this Resolution, with each of such dealers.

SECTION 2.18. Appointment of Series C Dealers.

An Authorized Officer may appoint dealers for Series C Notes and enter into agreements, which may contain terms and conditions not inconsistent with this Resolution, with each of such dealers.

ARTICLE III. SETTLEMENT ACCOUNTS.

SECTION 3.01. Establishment of Series A Settlement Accounts.

An Authorized Officer may establish a Series A Settlement Account for the Series A Notes with each Series A Issuing and Paying Agent. Each Series A Settlement Account shall be held and maintained by the Series A Issuing and Paying Agent with which such account has been established, for the account of the Authority, in accordance with the terms of this Resolution and the Series A Issuing and Paying Agent Agreement between the Authority and such Series A Issuing and Paying Agent.

SECTION 3.02. Establishment of Series B Settlement Accounts.

An Authorized Officer may establish a Series B Settlement Account for the Series B Notes with each Series B Issuing and Paying Agent. Each Series B Settlement Account shall be held and maintained by the Series B Issuing and Paying Agent with which such account has been established, for the account of the Authority, in accordance with the terms of this Resolution and the Series B Issuing and Paying Agent Agreement between the Authority and such Series B Issuing and Paying Agent.

SECTION 3.03. Establishment of Series C Settlement Accounts.

An Authorized Officer may establish a Series C Settlement Account for the Series C Notes with each Series C Issuing and Paying Agent. Each Series C Settlement Account shall be held and maintained by the Series C Issuing and Paying Agent with which such account has been established, for the account of the Authority, in accordance with the terms of this Resolution and the Series C Issuing and Paying Agent Agreement between the Authority and such Series C Issuing and Paying Agent.

SECTION 3.04. Deposits to and Disbursements from Series A Settlement Accounts.

There shall be deposited into the Series A Settlement Accounts such portion of the proceeds of the sale of Series A Notes as an Authorized Officer shall direct, all Series A Advances and such amounts as the Authority may elect to deposit or cause to be deposited in such Series A Settlement Accounts from moneys available for such deposit. Disbursements from the Series A Settlement Accounts shall be made upon the instructions of an Authorized Officer.

SECTION 3.05. Deposits to and Disbursements from Series B Settlement Accounts.

There shall be deposited into the Series B Settlement Accounts such portion of the proceeds of the sale of Series B Notes as an Authorized Officer shall direct, all Series B Advances and such amounts as the Authority may elect to deposit or cause to be deposited in such Series B Settlement Accounts from moneys available for such deposit. Disbursements from the Series B Settlement Accounts shall be made upon the instructions of an Authorized Officer.

SECTION 3.06. Deposits to and Disbursements from Series C Settlement Accounts.

There shall be deposited into the Series C Settlement Accounts such portion of the proceeds of the sale of Series C Notes as an Authorized Officer shall direct, all Series C Advances and such amounts as the Authority may elect to deposit or cause to be deposited in such Series C Settlement Accounts from moneys available for such deposit. Disbursements from the Series C Settlement Accounts shall be made upon the instructions of an Authorized Officer.

ARTICLE IV. FORM AND EXECUTION OF NOTES.

SECTION 4.01. Form of Notes.

The form of certificate for each series of Notes, including provisions with respect to assignment, shall be determined by an Authorized Officer.

SECTION 4.02. Execution of Notes.

Each of the Notes shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and, unless otherwise determined by an Authorized Officer, shall be manually signed by an Authorized Officer.

SECTION 4.03. Validity of Signatures on Notes.

In case any Authorized Officer whose signature shall appear on any of the Notes shall cease to be an Authorized Officer before such Notes shall have been actually issued, such Notes may nevertheless be issued as though such Authorized Officer whose signature appears on such Notes had not ceased to be such Authorized Officer.

ARTICLE V. COVENANTS.

The Authority hereby covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the holder of a Note the principal of and interest on such Note, when due, in the manner, to the extent and as specified in such Note.

(b) Upon the date of issuance of any Note, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such Note shall exist, have happened and have been performed and such Note, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) To the extent that a liquidity facility is applicable to any outstanding Note, as soon as practicable after the occurrence of an event which terminates such liquidity facility provider's obligation to provide support for the payment of such Note at its Maturity Date, the Authority shall cause a notice of such event to be published on a financial newswire, or, in the event the Authority does not have access to such a newswire, in a financial newspaper of general circulation.

(d) The Authority shall take all action and shall do all things that it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, in accordance with the terms of such provisions.

ARTICLE VI. MISCELLANEOUS.

SECTION 6.01. Contract.

The provisions of this Resolution shall constitute a contract with the holders of the Notes issued pursuant to this Resolution, and with each such holder.

SECTION 6.02. Amendments.

The Authority may modify or amend this Resolution or any agreement authorized by this Resolution at any time by a supplemental resolution or agreement, as applicable, without notice to or the consent of any holder of the Notes, but only in regard to such provisions as shall not materially and adversely affect the interests of such holders of the Notes then outstanding.

SECTION 6.03. Liability.

Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Authorized Officer shall be held personally liable to any purchaser or holder of any of the Port Authority Commercial Paper Obligations under such Port Authority Commercial Paper Obligations, or under this Resolution or any resolution hereafter adopted relating to the Port Authority Commercial Paper Obligations, or because of the issuance or attempted issuance of any of the Port Authority Commercial Paper Obligations, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things willfully done by such person with an intent to defraud or willfully omitted to be done by such person with an intent to defraud.

SECTION 6.04. Certifications.

An Authorized Officer may take any action which such Authorized Officer deems appropriate to assure that Port Authority Commercial Paper Obligations, Series A, and Port Authority Commercial Paper Obligations, Series B, are issued, and during their terms are outstanding, on the basis that the obligations constituting each of such series are in conformity with, and the interest on such obligations is not includible for Federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder. An Authorized Officer may certify on behalf of the Authority as to the need for the issuance of the Port Authority Commercial Paper Obligations for the purposes for which such Port Authority Commercial Paper Obligations are issued, as to the status of the projects for which the proceeds of the Port Authority Commercial Paper Obligations would be used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other matters as such Authorized Officer deems appropriate.

SECTION 6.05. Determinations.

Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made in connection with Port Authority Commercial Paper Obligations, or that any action may be taken or withheld in connection with Port Authority Commercial Paper Obligations, or that any action which shall or may be taken or withheld is dependent upon opinion, discretion or judgment, then such selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution, whether required to be made, taken or withheld as a condition precedent to the issuance of any of the Port Authority Commercial Paper Obligations or for the purpose of determining if all conditions precedent to the issuance of any such Port Authority Commercial Paper Obligations exist, or otherwise, the Authority adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 6.06. Authorized Officers.

An Authorized Officer may, in connection with Port Authority Commercial Paper Obligations, take any action, including those required for the Authority to independently provide liquidity support or enter into liquidity facilities for the Series A Notes, the Series B Notes and/or the Series C Notes, which such Authorized Officer deems appropriate to effectuate the issuance of Port Authority Commercial Paper Obligations under this Resolution.

SECTION 6.07. Titles.

Titles to the Articles and Sections of this Resolution are solely for convenience and are not an aid in the interpretation of this Resolution or any part of this Resolution.

JOHN F. KENNEDY INTERNATIONAL AIRPORT – BUILDING 261 – K.L.M. ROYAL DUTCH AIRLINES - LEASE AYD-480 – SUPPLEMENT NO. 1

It was recommended that the Board authorize the Executive Director to enter into an agreement with K.L.M. Royal Dutch Airlines (KLM) to supplement and amend Lease AYD-480 covering Building 261 and associated land at John F. Kennedy International Airport (JFK), for use in connection with KLM's cargo handling services, effective May 1, 2015, to provide for a term of one year beyond the term of the existing lease, subject to a mutual right to terminate the lease on 30 days' notice, without cause.

Building 261 consists of an approximately 171,000-square-foot facility for use in connection with KLM's cargo handling services at JFK, and is located on an approximately 14-acre site. The lease expired on April 30, 2015, and KLM has continued to occupy the space since that time on a month-to-month basis.

On December 4, 2013, the Board authorized the final terms of a 27-year lease agreement with ARK Development LLC (ARK Development), for the development of an animal handling facility and cargo handling facility at Building 78 at JFK. As part of the proposed cargo handling facility, Building 78 required substantial redevelopment, which ARK Development is expected to complete by October 2015. Once that work has been completed, KLM plans to relocate its operation to the cargo handling portion of Building 78, pursuant to an agreement with the existing cargo handling subtenant at Building 78.

The proposed lease supplement would provide for the short-term extension of KLM's existing lease at Building 261 for cargo handling services, until the renovations to Building 78 are completed. It is anticipated that the Port Authority would receive an estimated \$1.1 million in fixed rent and an additional estimated \$1 million in percentage sales resulting from cargo throughput activity should the relocation occur in October 2015.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a supplemental agreement to Lease AYD-480 with K.L.M. Royal Dutch Airlines (KLM) for the continued letting of Building 261 and associated land at John F. Kennedy International Airport (JFK), for use in connection with KLM's cargo handling services performed at JFK, effective May 1, 2015, for a term of one year beyond the term of the existing lease, subject to the unconditional mutual termination rights of the Port Authority and KLM on 30 days' notice, 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 agreements necessary or appropriate in connection with the foregoing; 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.

NEWARK LIBERTY INTERNATIONAL AIRPORT – TERMINALS A AND B CONCESSIONS PROGRAM – NEW LEASE AGREEMENTS

It was recommended that the Board authorize the Executive Director to: (1) enter into six new concession leases for seven locations, as part of the concessions program for Terminals A and B (collectively, the Terminals) at Newark Liberty International Airport (EWR); and (2) enter into future leases necessary to effectuate the continuation of the concessions program for the Terminals at EWR, consistent with authority granted in the By-Laws. This phase of the concessions program would cover the leasing of a total of approximately 4,879 square feet of space in the Terminals for the operation of various concession establishments.

On July 26, 2007, the Board authorized the Executive Director to enter into an agreement with Westfield Concessions Management, LLC (Westfield) for the management of the retail and food and beverage concessions at, and loading dock and storage facilities for, the Terminals at EWR for a seven-year period, through August 31, 2014, with a three-year extension option. On December 4, 2013, the Board authorized the Executive Director to extend the term of the agreement with Westfield for an additional two-year period, through August 31, 2019, in exchange for a capital investment of up to \$3.5 million by Westfield to renovate the food courts in the Terminals. The implementation of the concessions program is a multi-phase process. The first seven phases of the program were authorized by the Board under separate actions from June 2008 through February 2013, which covered approximately 84,130 square feet of space in the Terminals for 70 concessions, including several newly created spaces under the Terminal B Modernization Project.

Each concessionaire would be obligated to pay the greater of a minimum annual guaranteed rent (MAG) or percentage rent based on the gross receipts of the concessionaire's operation. In addition, concessionaires would pay an additional promotion fee over the lease term. The concessionaires would be obligated to make an initial capital investment in connection with their occupancy of the leased premises, and four of the concessionaires also would be obligated to make a mid-term refurbishment investment. The Port Authority would retain the right to terminate the leases on 30 days' notice, without cause, in which event the Port Authority would be obligated to reimburse the concessionaires for their respective unamortized capital investments. The leases would be for five-year and seven-year terms, respectively.

Specific material terms of the concessions leases are as follows:

SPA EWR Inc. d/b/a Be Relax - Lease ANC-422

SPA EWR Inc. d/b/a Be Relax would lease two locations totaling approximately 1,830 rentable square feet (rsf) of space in Terminals A and B for retail operations. The lease term would be for seven years from the Date of Beneficial Occupancy (DBO), commencing on or about September 25, 2015. The aggregate rental over the lease term would be approximately \$350,000 in MAG, in addition to the promotion fee.

Taste Inc. d/b/a Vino Volo – Lease ANC-434

Taste Inc. d/b/a Vino Volo would lease one location totaling approximately 1,120 rsf of space in Terminal B for food-and-beverage operations. The lease term would be for seven years from the DBO, commencing on or about September 25, 2015. The aggregate rental over the lease term would be approximately \$525,000 in MAG, in addition to the promotion fee.

Prestige Travel Retail, LLC d/b/a Victoria's Secret – Lease ANC-516

Prestige Travel Retail, LLC d/b/a Victoria's Secret would lease one location totaling approximately 881 rsf of space in Terminal B for retail operations. The lease term would be for seven years from the DBO, commencing on or about September 25, 2015. The aggregate rental over the lease term would be approximately \$1,050,000 in MAG, in addition to the promotion fee.

Marshal Retail Group, LLC d/b/a America – Lease ANC-518

Marshal Retail Group, LLC d/b/a America would lease one location totaling approximately 372 rsf of space in Terminal B for retail operations. The lease term would be for five years from the DBO, commencing on or about September 25, 2015. The aggregate rental over the lease term would be approximately \$250,000 in MAG, in addition to the promotion fee.

Marshal Retail Group, LLC d/b/a Lick – Lease ANC-519

Marshal Retail Group, LLC d/b/a Lick would lease one location totaling approximately 359 rsf of space in Terminal A for retail operations. The lease term would be for seven years from the DBO, commencing on or about September 25, 2015. The aggregate rental over the lease term would be approximately \$350,000 in MAG, in addition to the promotion fee.

InMotion Entertainment Group, LLC d/b/a InMotion – Lease ANC-520

InMotion Entertainment Group, LLC d/b/a InMotion would lease one location totaling approximately 317 rsf of space in Terminal A for retail operations. The lease term would be for five years from the DBO, commencing on or about September 25, 2015. The aggregate rental over the lease term would be approximately \$600,000 in MAG, in addition to the promotion fee.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into the six concession lease agreements set forth above, for a total of approximately 4,879 square feet of space in Terminals A and B (collectively, the Terminals) at Newark Liberty International Airport (EWR), 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 future leases necessary to effectuate the continuation of concessions program for the Terminals at EWR, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

RESOLVED, that the form of the foregoing agreements (including any future lease agreements referenced in the preceding paragraph) shall be subject to the approval of General Counsel or his authorized representative.

LINCOLN TUNNEL – LINCOLN TUNNEL PARK-AND-RIDE LOT – NEW JERSEY TRANSIT BUS OPERATIONS, INC. – LEASE AMENDMENT

It was recommended that, because the lease supplement authorized in 2012 has not been executed by the parties, the Board: (1) rescind the February 9, 2012 action entitled, “*Lincoln Tunnel – Lincoln Tunnel Park-and-Ride Lot – New Jersey Transit Bus Operations, Inc. – Lease Supplement*”; (2) authorize the Executive Director to enter into a lease amendment with New Jersey Transit Corporation, acting by and through its wholly owned subsidiary, New Jersey Transit Bus Operations, Inc. (NJT), for the continued letting of approximately 13.87 acres of property located in North Bergen, New Jersey for its use as a Lincoln Tunnel Park-and-Ride Lot (LTPR), through August 31, 2018 (the current expiration date of the lease), providing for rent under such amendment at an initial annual rate of \$875,000, payable in monthly installments, commencing on July 1, 2015, and escalating at 1.5 percent per year; and (3) authorize the Executive Director to waive the monthly rental fees in connection with the foregoing lease for the period of May 1, 2012 through June 30, 2015.

The Port Authority acquired the LTPR property, located in the Township of North Bergen, in the 1950s, as part of the construction of the third tube of the Lincoln Tunnel. The Port Authority owns fee simple title to the 13.87-acre property, a portion of which lies directly beneath Route 495, less than two miles from the New Jersey entrance to the Lincoln Tunnel. The LTPR has been leased since 1955 to NJT (including its predecessor entity).

No modifications to the lease except those expressly described above would be made.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the prior action of February 9, 2012 entitled, “*Lincoln Tunnel – Lincoln Tunnel Park-and-Ride Lot – New Jersey Transit Bus Operations, Inc. – Lease Supplement*,” be and it hereby is rescinded; 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 lease amendment with New Jersey Transit Corporation, acting by and through its wholly owned subsidiary, New Jersey Transit Bus Operations, Inc. (NJT), for the continued letting by NJT of approximately 13.87 acres of property located in North Bergen, New Jersey for its use as a Lincoln Tunnel Park-and-Ride Lot, 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 waive the monthly rental fees in connection with the foregoing lease for the period of May 1, 2012 through June 30, 2015; and it is further

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

PORT NEWARK – CORBIN STREET/BERTH 3 – WHARF RECONSTRUCTION – PROJECT REAUTHORIZATION AND INCREASE IN AUTHORIZATION FOR CONTRACT PN-654.537

It was recommended that the Board: (1) reauthorize a project for the design and reconstruction of a section of Corbin Street, including the wharf and culvert at Berth 3 in Port Newark, at a total estimated cost of \$47.9 million (increased from a previous total estimated cost of \$39 million), to provide for additional construction, engineering and staff costs, administrative and financial expenses, and contingency; and (2) authorize the Executive Director to increase the amounts of the following agreements in connection with the project: (a) Contract PN-654.537, with J.H. Reid General Contractor, from approximately \$27,320,231 to approximately \$31,820,231, to cover an increase in the extra work allowance; and (b) an agreement with Public Service Electric and Gas Company (PSE&G), from \$487,000 to \$987,000, for additional electrical utility relocation work associated with the project.

Corbin Street, a primary north-south roadway for motor vehicles serving Port Newark, is supported structurally by Berth 3, which was built in the 1920s and is one of the oldest wharf structures at Port Newark. In 2009, a partial collapse of the seawall at the north end of Berth 3 occurred, requiring immediate repairs. Based on further inspections of Berth 3, it was determined that the entire structure, including a wooden culvert crossing under Corbin Street, needed to be replaced, due to accelerated marine borer activities and the age of the structure.

At its meeting of December 8, 2011, the Board authorized a project for the design and reconstruction of a section of Corbin Street, along with the wharf and culvert at Berth 3 in Port Newark, at an estimated total project cost of \$39 million. In order to minimize traffic impacts on Corbin Street during construction, work on the project is being performed in multiple stages.

In 2013, the Executive Director authorized the award of Contract PN-654.537 to J.H. Reid General Contractor, pursuant to a publicly advertised procurement, to perform the reconstruction work, consistent with the Port Authority's staging plan, at a total estimated cost of \$24,820,231, including net cost work and extra work. In May 2014, the extra work allowance for Contract PN-654.537 was increased by \$2.5 million, for a revised total contract amount of \$27,320,231, to address the following: (1) the collapse of a 150-foot section of existing seawall and supporting timber platform at the south end of Berth 3, which necessitated the construction of a temporary access platform to rebuild the collapsed seawall and continue with the wharf reconstruction; and (2) the reconstruction of the adjacent interface of Berths 3 and 5, which has progressively deteriorated due to increased marine borer activity.

The currently proposed authorization would provide for additional extra work allowance for Contract PN-654.537, in the amount of \$4.5 million, for a revised total contract amount of \$31,820,231, to address various field conditions and constructability issues, including: (1) design modifications of the subsurface sheet pile line and roadway deck structure under Corbin Street, to avoid conflicts with underground utilities; (2) the construction of the second temporary work platform in Corbin Street, to prevent special and costly work procedures for crane operations and to comply with additional PSE&G requirements for underground gas main protection during the steel sheeting and pile driving activities; (3) extra work associated with relocation and temporary protection of underground gas, water and telephone utility lines; (4) reimbursement of incremental rental costs for temporary generators and fuel for the affected operator of the Red Hook Container

Terminal, LLC barge terminal at Port Newark, due to power disruption during construction; and (5) construction contingency for additional unforeseen field conditions.

In order to provide for the relocation of electrical utilities associated with the project, the Executive Director authorized an agreement with PSE&G in April 2013, at a cost not to exceed \$487,000. The provision of an additional amount of \$500,000 to PSE&G under that agreement for utility relocation work is required at this time, due to: the relocation of multiple aerial high-voltage electric cables to underground conduits; compliance with Federal Emergency Management Agency requirements to relocate ground-mounted transformers to utility poles; and the relocation of several additional service feeds.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that a project for the design and reconstruction of a section of Corbin Street, including the wharf and culvert at Berth 3 in Port Newark, at a total estimated cost of \$47.9 million (increased from a previous total estimated cost of \$39 million) to provide for additional construction, engineering and staff costs, administrative and financial expenses, and contingency, be and it hereby is reauthorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to increase the amounts of the following agreements in connection with the foregoing project: (1) Contract PN-654.537, with J.H. Reid General Contractor, from approximately \$27,320,231 to approximately \$31,820,231, to cover an increase in the extra work allowance; and (2) an agreement with Public Service Electric and Gas Company, from \$487,000 to \$987,000, for additional electrical utility relocation work associated with the project; 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 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 documents and agreements in connection with the foregoing project shall be subject to the approval of General Counsel or his authorized representative.

NEWARK LIBERTY INTERNATIONAL AIRPORT – TERMINAL A REDEVELOPMENT PROGRAM – PHASE III PLANNING AUTHORIZATION AND AUTHORIZATION OF EARLY-ACTION CONSTRUCTION WORK

It was recommended that the Board authorize: (1) the expenditure of a total estimated amount of \$40 million for Phase III work for the Newark Liberty International Airport (EWR) Terminal A Redevelopment Program (Redevelopment Program), inclusive of: (a) an early-action project for the design and construction of a new bridge (Bridge N57) connecting the Central Terminal Area with Carson Road, at an estimated cost of \$25 million; and (b) continued program management and design of the Redevelopment Program elements, at an estimated cost of \$15 million; (2) the Executive Director to take the following contract actions, the cost of which, in each instance, is included within the Phase III Redevelopment Program amount: (a) enter into an agreement(s) for expert professional architectural and engineering services to design two multi-span bridge structures (Bridges N58 and N59) and associated elements, at an estimated cost of \$4 million; (b) extend the term of an existing contract with AECOM, Inc. for the performance of expert professional project management services, on an as-needed basis, to support the Redevelopment Program for an additional one-year period, with an option to extend the term for an additional one-year period, at an estimated cost of \$3 million; and (c) award a contract for construction of Bridge N57 and associated civil, electrical and paving elements, at a total estimated amount of \$19.3 million, inclusive of net cost work and extra work; and (3) the Executive Director to submit an application to the Federal Aviation Administration (FAA) for the use of up to \$40 million in Passenger Facility Charges (PFCs) to recover expenditures associated with Phase III of the Redevelopment Program.

The existing Terminal A at EWR, which opened for air passenger traffic in 1973, is limited in its capacity to meet today's demands for frontage, building and airside space, and no longer meets the standards of a modern airport.

Via prior separate actions at meetings from May 20, 2004 through July 24, 2013, the Board authorized an aggregate amount of \$65 million to support planning for Phases I and II of the Redevelopment Program, which included, among other things, conceptual design and refinement of a terminal master site plan, environmental assessments and permitting, negotiations with airlines on business model alternatives, airfield and airspace planning and analysis, identification and review of business and financial options for terminal construction, preliminary contract package definition for airside, landside and infrastructure/utility improvements, integrated scheduling and cost estimating, incorporation of newly mandated Federal Emergency Management Agency maps following Hurricane Sandy, revisions to the Environmental Assessment and cost estimates necessitated by changes to the Redevelopment Program concepts, and incorporation of resiliency requirements. Previously conducted planning work under the Redevelopment Program resulted in a recommendation to develop a new Terminal A on an adjacent site at EWR, along with associated roadways, parking structures and utility systems.

The currently proposed Phase III work for the Redevelopment Program is composed of two elements – a project for the design and construction of a new bridge (Bridge N57) and associated infrastructure, and continued program management and design services to support the Redevelopment Program. The bridge construction project consists of critical path, early-action work to design and construct Bridge N57, which would connect the Central Terminal Area with Carson Road. The new bridge is required to maintain the current Redevelopment Program schedule, by providing continued access to the south end of EWR during the construction of other elements of the

Redevelopment Program. The additional program management and design services are required to support the refinement of certain airside and landside elements required to complete planning for the Redevelopment Program, and to provide for professional architectural and engineering services to support the design of two multi-span bridge structures (N58 and N59) to the south of Bridge N57, and associated civil, electrical and environmental elements.

In August 2010, the Executive Director authorized the award of a contract to AECOM, Inc. to provide expert professional program management services, on an as-needed basis, to assist with the Phase II planning effort, pursuant to a publicly advertised Request for Proposals process, at a total estimated amount of \$10 million, which was subsequently increased by an aggregate amount of \$5 million, via separate actions in February 2012 and July 2013, to support additional Phase II planning work. The presently proposed increase and extension of the contract with AECOM through 2016 is necessary to align the contract term with the Phase III Redevelopment Program effort.

Thus far, the FAA has approved the collection and use of a total of \$65 million in PFC funding for the Redevelopment Program. Pursuant to the proposed authorization, an application would be submitted to the FAA requesting approval for the collection and use of up to an additional \$40 million in PFCs for expenditures in connection with the Phase III costs.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that Phase III of the Newark Liberty International Airport Terminal A Redevelopment Program (Redevelopment Program), at a total estimated cost of \$40 million, inclusive of: (1) an early-action project authorization for the final design and construction of a new bridge (Bridge N57) connecting the Central Terminal Area with Carson Road, at an estimated cost of \$25 million; and (2) continued program management and design services, at an estimated cost of \$15 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: (1) enter into an agreement(s) for expert professional architectural and engineering services to design two multi-span bridge structures (Bridges N58 and N59) and associated elements, at an estimated cost of \$4 million; (2) extend the term of an existing contract with AECOM, Inc. for the performance of expert professional project management services, on an as-needed basis, to support the Redevelopment Program for an additional one-year period, with an option to further extend the term for an additional one-year, at an estimated cost of \$3 million; (3) award a contract for the construction of Bridge N57 and associated civil, electrical and paving elements, at a total estimated amount of \$19.3 million, inclusive of net cost work and extra work; and (4) submit an application to the Federal Aviation Administration for the use of up to \$40 million in Passenger Facility Charges to recover expenditures associated with Phase III of the Redevelopment Program; 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 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 documents and agreements in connection with the foregoing shall be subject to the approval of General Counsel or his authorized representative.

HOLLAND TUNNEL – ELECTRICAL AND MECHANICAL REHABILITATION OF VENTILATION SYSTEM EQUIPMENT – PROJECT REAUTHORIZATION

It was recommended that the Board: (1) reauthorize a project for the rehabilitation of the electrical and mechanical components of the ventilation system at the Holland Tunnel, at a total estimated project cost of \$232 million, which represents a \$25.6 million increase from the previously authorized project amount; and (2) authorize the Executive Director to increase, by \$20 million, the amount of Contract HT-224.008 with T. Moriarty & Sons, Inc., from \$103.1 million to \$123.1 million, to accommodate additional extra work necessary to revise the means and methods to complete the project, the cost of which is included in the total project cost.

To date, the expenditure of up to \$206.4 million has been authorized by the Board via prior actions for a project to ensure continued adequate ventilation and carbon monoxide control and to provide optimum smoke control management capability through the rehabilitation of the existing Holland Tunnel ventilation system, which includes four ventilation buildings, two in New York and two in New Jersey, and has been in service since 1927. The project includes replacement of the 42 supply and 42 exhaust fans, and installation of an automatic control system to support and operate the new equipment. Most recently, in order to accommodate impacts of Hurricane Sandy that resulted in widespread flooding of the project area and damage to associated equipment, at its meeting of July 24, 2013, the Board reauthorized the project at the currently authorized amount, and authorized an increase to the amount of Contract HT-224.008 with T.Moriarty & Sons, Inc. to construct the project, which resulted in an aggregate authorized contract amount of \$103.1 million.

At the time of the July 2013 project reauthorization, the staging plan assumed that access to the New Jersey River Ventilation Building would be via the existing Pier 9 in Jersey City, New Jersey. However, due to the deteriorated condition of Pier 9 (which is scheduled for demolition and replacement as part of a separate project authorized by the Board at its meeting of September 17, 2014) as a result of marine borer activity, the access route is not viable, and waterborne access will now be required to transport materials. Movement of large equipment and materials will be via barge/vessel to the New Jersey River Ventilation Building. In addition, access for personnel and minor materials and tools will be via the Tunnel. The proposed project reauthorization and increase to Contract HT 224-008 are required in order to accommodate the aforementioned revised means and methods necessary to complete the project.

Contract HT-224.008 is approximately 85-percent complete, with 28 fan sets (fans, motors, drives) remaining to be installed, including six fans to be installed at the New Jersey River Ventilation Building, with the remaining 22 fans to be installed at the other Ventilation Buildings. The remaining work at the New Jersey River Ventilation Building also includes the installation of electrical equipment. Substantial completion of the work is currently forecast for November 2017.

A fully updated ventilation system is critical to continuing to maintain the Holland Tunnel in a state of good repair and meet life safety requirements to protect customers and staff at the tunnel.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that a project for the rehabilitation of the electrical and mechanical components of the ventilation system at the Holland Tunnel, at a total estimated project amount of \$232 million, representing an increase of \$25.6 million from the previously authorized amount, be and it hereby is reauthorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to increase, by \$20 million, the amount of Contract HT-224.008 with T. Moriarty & Sons, Inc., from \$103.1 million to \$123.1 million, to accommodate additional extra work, the cost of which is included in the revised total project amount; and it is further

RESOLVED, that the Executive Director be and 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.

WORLD TRADE CENTER FLOOD RESILIENCY PROGRAM – FLOOD MITIGATION AND RESILIENCY IMPROVEMENTS AT-GRADE — PROJECT AUTHORIZATION, EXECUTION OF FEDERAL TRANSIT ADMINISTRATION GRANT AGREEMENT AND AUTHORIZATION OF OTHER CONTRACT MATTERS

It was recommended that the Board authorize: (1) the design and construction of At-Grade Flood Mitigation and Resiliency Improvements Projects at the World Trade Center (WTC) site, including a perimeter Bollard Protection System (BPS) and other Water Intrusion Protection Systems (WIPS) at street-level openings, to protect Port Authority transportation assets at the WTC site from potential coastal flooding, at an estimated total project cost of \$112.9 million (including a previous project authorization of approximately \$25.1 million); and (2) the Executive Director to: (a) enter into a grant agreement with the Federal Transit Administration (FTA) for the FTA to reimburse the Port Authority an amount equal to 75 percent of eligible expenditures, up to a maximum of approximately \$84.7 million that has been allocated by the FTA for these at-grade flood mitigation and resiliency initiatives at the WTC site; (b) award Contract WTC-964.952 to Skanska USA Civil, Inc., to fabricate and install a complete BPS at the WTC Vehicular Security Center and Tour Bus Parking Facility (WTC VSC), at an estimated total cost of \$3,580,000, inclusive of clause work and an eight-percent allowance for extra work; and (c) amend the terms of an existing consultant program for integrity monitoring and audit services for federally funded storm repair and resiliency projects, to include integrity monitoring services for WTC site flood mitigation and resiliency improvements projects, and increase the authorized amount of that call-in program by \$850,000 (from \$9,500,000 to \$10,350,000) to support the proposed project.

As Hurricane Sandy and its associated storm surge demonstrated, business and transportation assets in low-lying areas of Lower Manhattan are at risk for storm surge flooding. Port Authority facilities, particularly Port Authority Trans-Hudson rail system (PATH) and other transportation facilities at the WTC site, require a comprehensive flood protection plan.

At its meeting of October 16, 2013, the Board authorized contract actions for initial planning and design work to evaluate and develop long-term flood resiliency projects at the WTC site, in an amount of \$10 million.

In November 2013, a comprehensive flood hazard mitigation plan was developed for the WTC site. The plan recommends three “rings of protection,” within a Special Flood Hazard Area designated by the Federal Emergency Management Agency, to protect against coastal flooding.

The first ring of protection would be a perimeter BPS at the western portion of the WTC site. The BPS involves modifications to existing street-level security bollards to support removable flood barriers. The second and third rings of protection, known as WIPS At-Grade and Below-Grade, include various flood barriers, roll-down doors, louvers, hatches, structural hardening, waterproofing and similar measures.

At its meeting of April 23, 2014, the Board authorized a pilot project for the design and construction of a perimeter BPS prototype located at One World Trade Center (One WTC), at an estimated total cost of \$25.1 million. The One WTC BPS was deployed successfully in October 2014, with other off-site BPS testing and remaining field deployments around One WTC completed in early 2015.

At its meeting of December 10, 2014, the Board authorized additional planning work to advance the final design of additional BPS and WIPS components of the WTC Flood Resiliency Program, in an estimated amount of \$10 million.

In 2014, the U.S. Secretary of Transportation announced that the WTC Flood Mitigation and Resiliency Improvement Program would receive \$84,675,000 in resiliency funds, pursuant to a competitive process conducted by the FTA under its Emergency Relief Program.

Authorization presently is being requested for the Executive Director to enter into a grant agreement with the FTA for the WTC At-Grade Flood Mitigation and Resiliency Improvement Projects. Under the grant agreement, the Port Authority would be responsible for a 25-percent local share of project expenditures, including a commitment of \$28.225 million for the duration of the grant.

The proposed project is composed of BPS and WIPS work at street level.

The BPS utilizes existing street bollards (and, where necessary, temporary structural posts and other removable temporary flood barriers) to establish a temporary flood wall around the site's western perimeter, with major components at One WTC, the WTC VSC and the National September 11 Memorial Plaza. The One WTC BPS installation has been substantially completed, and the other portions of the WTC BPS are anticipated to be substantially complete by the end of 2016.

WIPS At-Grade work at buildings throughout the WTC site includes the installation of waterproof construction, including a variety of special vehicle and pedestrian doors, gates, louvers, grates and backflow preventers. Other WIPS At-Grade measures include perimeter flood barriers that can be deployed at WTC Campus Security Sally Ports; utility covers and access ways at the WTC River Water Pump House (WTC RWPH); and vent grate protections at the WTC RWPH. The WIPS At-Grade improvements are scheduled to be completed in phases by the end of 2017.

These priority resiliency projects are critical to the successful long-term operation of the WTC site facilities and WTC PATH facilities. They have been developed and designed to minimize impacts on daily operations and existing infrastructure installations, and have no significant environmental impacts.

The scope of work under the proposed construction contract (WTC-964.592) would include the fabrication, installation, and deployment of a BPS at the WTC VSC site, located along Liberty, West, Cedar and Greenwich Streets.

In July 2014, the Executive Director authorized a consultant program for professional audit and integrity monitoring services to support federally funded Superstorm Sandy-related repair and storm resilience projects, on an as-needed basis, at a total estimated amount of \$9.5 million. The program was established in order to comply with federal procurement requirements, and was limited at that time to non-WTC projects. Based on discussions with the FTA, contracts awarded in connection with the WTC site storm mitigation and resilience projects, including those for integrity monitoring services, will require compliance with federal procurement guidelines. It is therefore in the Port Authority's interest to amend the existing consultant program to include WTC site flood mitigation and resiliency improvements projects, at an estimated total additional amount of \$850,000. The following firms currently hold agreements under the consultant program and are

retained for services on an as-needed basis: Cohn Resnick, LLP; Doar, Rieck, Kaley & Mack; Guidepost Solutions, LLC; Navigant Consulting, Inc.; and Thacher Associates, LLC.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the design and construction of At-Grade Flood Mitigation and Resiliency Improvements Projects at the World Trade Center (WTC) site, including a perimeter Bollard Protection System (BPS) and other Water Intrusion Protection Systems (WIPS) at street-level openings, to protect Port Authority transportation assets at the WTC site from potential coastal flooding, at an estimated total project cost of \$112.9 million (including a previous project authorization of approximately \$25.1 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 enter into: (1) a grant agreement with the Federal Transit Administration (FTA) for the FTA to reimburse the Port Authority an amount equal to 75 percent of eligible expenditures, up to a maximum of approximately \$84.7 million that has been allocated by the FTA for these WTC At-Grade Flood Mitigation and Resiliency Improvement Projects; (2) construction Contract WTC-964.952 with Skanska USA Civil, Inc., to fabricate and install a complete BPS at the WTC Vehicular Security Center and Tour Bus Parking Facility, at an estimated total cost of \$3,580,000, inclusive of clause work and an eight-percent allowance for extra work; and (3) an amendment of the terms of an existing consultant program for integrity monitoring and audit services for federally funded storm repair and resiliency projects, to include integrity monitoring services for WTC site flood mitigation and resiliency improvements projects and increase the authorized amount of that call-in program by \$850,000 (from \$9,500,000 to \$10,350,000) to support the foregoing project; 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 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 shall be subject to the approval of General Counsel or his authorized representative.

**WORLD TRADE CENTER WEST BATHTUB VEHICULAR ACCESS PROJECT –
AUTHORIZATION TO AWARD A CONSTRUCTION TRADE CONTRACT FOR
CONSTRUCTION AND ARCHITECTURAL FIT-OUT**

It was recommended that the Board authorize the Executive Director to: (1) enter into a construction trade contract, through construction manager, Tishman Construction Corporation (Tishman), with Paul J. Scariano, Inc. for construction and architectural fit-out work for the World Trade Center West Bathtub Vehicular Access (WTC WBVA) Project, at an estimated cost of \$32,981,760, inclusive of net cost work and an eight-percent allowance for extra work; (2) increase the compensation under the existing agreement with Tishman to provide construction management services in support of the WTC WBVA Project, consistent with the terms outlined to the Board; (3) extend the duration of the existing agreement with WSP Group to provide expert professional architectural and engineering services in support of the WTC WBVA Project through December 2018, consistent with the terms outlined to the Board; and (4) enter into a supplement to an existing agreement with Jacobs Engineering New York, Inc. (Jacobs) to provide sustainability commissioning services through December 2018 for the WTC WBVA Project, consistent with the terms outlined to the Board.

At its meeting of July 23, 2014, the Board authorized a project for the design and construction of the WTC WBVA and related infrastructure, at a total estimated project cost of \$412 million. The WTC WBVA Project, 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 WTC WBVA will include a below-grade common West Ramp to connect the East Bathtub service roadway with the permanent loading docks for One World Trade Center (One WTC), the Performing Arts Center (PAC) and the WTC retail development.

The scope of work under the proposed construction trade contract includes furnishing and installation of architectural finishes, miscellaneous metals, metal pan stairs, stair and wall handrails, pipe guardrails, mechanical mezzanine framing and grating, spray-on fireproofing, elevators, roofing and waterproofing, signage, traffic specialties and equipment, monorail hoisting equipment and security enclosure partitions and equipment.

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

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

At its meeting of October 22, 2009, the Board authorized an agreement with Tishman to perform construction management services to support the implementation of the WTC WBVA Project and several other related projects at the WTC site for a four-year term, including two one-year extension options, at a total estimated amount of \$47.3 million. On June 28, 2012, the Board authorized an increase in planning work for the design and construction of the WTC WBVA and structure to grade (Parcel 1B), at an estimated amount of \$17 million. That authorization included the award of an agreement to WSP Group, in the amount of \$12,361,222, inclusive of an

eight-percent contingency allowance and contract option work, for engineering, administration and other costs related to final design and construction services for the WTC WBVA Project. The contract with WSP Group includes provisions for architectural and engineering services for the demolition and removal of the North Temporary Access structure at the WTC site.

It is necessary to extend the duration of the existing agreement with WSP Group for professional architectural and engineering services through December 2018, and it is also necessary to increase the compensation under the existing agreement with Tishman for construction management services, in order to support the WTC WBVA Project, consistent with the terms outlined to the Board. The architectural and engineering services are required for coordination efforts associated with the PAC. The PAC will be located east of One WTC, above the WTC WBVA in the Parcel 1B quadrant. The footings, foundations and shear walls supporting the PAC are integral to the WTC WBVA foundations. The construction management services are required to accommodate the construction schedule of the WTC WBVA Project.

The Port Authority is pursuing 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 among 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.

At its meeting of September 18, 2013, the Board authorized, among other things, a contract with Jacobs for sustainability commissioning services for multiple WTC Vehicular Security Center and Tour Bus Parking Facility (WTC VSC) systems for a two-year term, with two additional one-year extension periods, at an estimated total cost of \$1,268,743, inclusive of a contingency and a contract option to provide sustainability commissioning services for multiple systems associated with the WTC Vehicle Roadway Network and Eastside Tour Bus Facility (WTC Roadway Network), which subsequently was exercised by the Port Authority. The existing contract with Jacobs for the aforementioned services is due to expire on October 16, 2017. Given the interconnectivity associated with the WTC VSC, WTC Roadway Network and WTC WBVA infrastructure, it is in the best interest of the Port Authority to enter into a supplemental agreement with Jacobs to provide sustainability commissioning services for WTC WBVA systems and extend the term of the contract through December 2018, to ensure that the project complies with WTC Sustainable Design Guidelines (SDGs). The scope of work includes: (1) preparing a commissioning plan for heating, ventilation and air conditioning, mechanical, electrical and plumbing, vertical transportation, building automation and temperature control systems; (2) conducting audits of the commissioning of these systems, in accordance with SDGs; and (3) completing a comprehensive final commissioning report.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement, through construction manager, Tishman Construction Corporation, with Paul J. Scariano, Inc. for construction and architectural fit-out work for the World Trade Center West Bathtub Vehicular

Access (WTC WBVA) Project, at an estimated total cost of \$32,981,760, inclusive of net cost work and an eight-percent allowance for 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 increase the compensation under the existing agreement with Tishman Construction Corporation to provide construction management services in support of the WTC WBVA Project, 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 extend the duration of the existing agreement with WSP Group to provide expert professional architectural and engineering services in support of the WTC WBVA Project through December 2018, 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 enter into a supplement to an existing agreement with Jacobs Engineering New York, Inc. to provide sustainability commissioning services through December 2018 for the WTC WBVA Project, 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.

CONFIDENTIAL ITEM

The Board also acted on a matter that shall remain confidential until such time as the terms of the agreement have been finalized.

SETTLEMENT OF LITIGATION – DENNIS RICH, as Guardian of STEPHEN RICH, and DENNIS RICH, Individually, and VERONICA RICH v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY, POLICE OFFICER STEVEN AUERBACH, JCDECAUX AIRPORT INC. and JCDECAUX NORTH AMERICA, INC., and THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY v. NORTH SHORE NEON SIGN CO., INC.

It was recommended that the Board authorize General Counsel to finalize the settlement of a personal injury claim in the civil action pending in the Supreme Court of the State of New York, Queens County, brought by plaintiffs Dennis Rich, as Guardian of Stephen Rich (“Rich”), and Dennis Rich Individually, and Veronica Rich against The Port Authority of New York and New Jersey and Police Officer Steven Auerbach (“Auerbach”), JCDecaux Airport Inc. and JCDecaux North America, Inc. (“JCDecaux”), and a third-party action brought by the Port Authority against North Shore Neon Sign Co., Inc. (“North Shore”), in the total amount of \$28,060,000, inclusive of attorneys’ fees, costs, disbursements, and liens. The Port Authority would contribute \$3 million, the full amount of its self-insured retention under the applicable liability insurance policy; its excess insurers would contribute \$21,060,000, under the Port Authority’s applicable liability insurance policy; JCDecaux would contribute \$3 million; and North Shore would contribute \$1 million. Plaintiff Stephen Rich would receive \$28 million, and plaintiff Veronica Rich would receive \$60,000 from the settlement.

On June 13, 2012 at 10:25 a.m., Rich, then age 44, was struck by a marked Port Authority police vehicle driven by Auerbach. The accident occurred in the northbound lane of the South Service Road at John F. Kennedy International Airport (“JFK”). North Shore had been hired by JCDecaux to hang a Burberry sign on the pedestrian bridge that extends over the South Service Road and the Van Wyck Expressway. The sign was to be hung from a box that is accessed from the grassy median between the South Service Road and the Van Wyck Expressway. Rich, an employee of North Shore, had parked his truck in the bus stop abutting the southbound lane of the South Service Road, and, after having crossed the roadway to the grassy median worksite, was walking back to his truck to get equipment when he was struck by Auerbach’s vehicle.

Auerbach, a 12-year veteran of the force, testified at deposition that he had just concluded a cell phone conversation with his mother when he saw Rich in the roadway. He slammed on his brakes, turned to the left and hit Rich. Rich was struck by the front of the vehicle and thrown onto the windshield and then onto the roadway.

The Port Authority Police Department Accident Investigation Team (“AI”), whose members are trained and certified in the field, determined that Auerbach was traveling at 52 miles per hour (mph) in a 40 mph zone, five seconds before impact. The speed at impact was 45 mph. The cell phone records show that Auerbach was on his personal cell phone and concluded a call to his mother at 10:26 a.m. Records show that a call came in from Auerbach for an ambulance at 10:28 a.m. A Port Authority ambulance was dispatched at 10:29 a.m. and was on the scene at 10:34 a.m. The ambulance transported Rich to Jamaica Hospital at 10:38 a.m. Auerbach was taken to Long Island Jewish Hospital, where he was treated for various injuries. Port Authority disciplinary charges were brought against Auerbach on May 13, 2013 by the Public Safety Department and are currently pending.

At the time of the accident, Rich was wearing a lime green safety vest, but had no hard hat. The AI report's three main findings were that the police vehicle was traveling at an excessive rate of speed, the driver's inattention was a "contributing factor," and the driver was "distracted." The AI also found that the pedestrian was inattentive "according to the witness's statement." A JCDecaux employee was present at the accident scene and was the only eyewitness to the accident. The JCDecaux employee described Rich as walking slowly across the roadway, looking down, when a police vehicle traveling at a speed of 50 to 55 mph (as estimated by the JCDecaux employee) approached and struck Rich as Rich entered the hatched marked area of the roadway between the northbound and southbound lanes. The findings also noted that workers had to cross two active lanes of traffic to set up, break down and retrieve equipment and materials, and that there were no lanes closed, signs posted, traffic barriers, flagmen or police protection in the work zone.

As a result of the AI findings, the Port Authority brought third-party claims against JCDecaux and North Shore for failure to provide a safe worksite. Rich then named JCDecaux as a direct defendant.

JCDecaux's witness testified at deposition that the Port Authority knew how the worksite was set up, and that Port Authority representatives from the traffic group had been to the site when the banner was changed on prior occasions. JCDecaux also established through its deposition of the AI investigator that Auerbach had a clear line of vision for several hundred feet from the accident site.

Rich was taken by ambulance to Jamaica Hospital, where he underwent several medical procedures to address his severe injuries. Rich was treated at Helen Hayes Hospital from July 13, 2012 to December 5, 2012, and then was transferred to the Northeast Center for Special Care in Kingston, New York ("Northeast"). Rich is still at Northeast, where he is confined to a wheelchair, is unable to walk unassisted, and requires continuous around-the-clock care. As is typical with the severity of his injuries, Rich has no memory of the accident.

Rich has two children, ages 15 and 16, who reside with his estranged wife, Veronica Rich. Following the accident, the children have been supported, in part, through Rich's workers compensation benefits.

A life care plan estimate developed by Rich's expert, based on a life expectancy of 32 years, is \$20,504,300, for future medical care, including life-time nursing home care. Rich earned slightly in excess of \$110,000 in 2011, and his projected lost earnings are \$4,094,006. Rich would also be entitled to compensatory damages for past pain and suffering, future pain and suffering, and loss of enjoyment of life.

Pursuant to the foregoing report, the Board adopted the following resolution in executive session, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the civil action pending in the Supreme Court of the State of New York, Queens County, brought by plaintiffs Dennis Rich, as Guardian of Stephen Rich, and Dennis Rich Individually, and Veronica Rich against The Port Authority of New York and New Jersey and Police Officer Steven Auerbach, JCDecaux Airport Inc. and JCDecaux North America, Inc., and a third-party action brought by the Port Authority against North Shore Neon Sign Co., Inc., in the total amount of \$28,060,000, inclusive of attorneys' fees, costs, disbursements, and liens. The Port Authority will contribute \$3 million, the full amount of its self-insured retention under the applicable liability insurance policy; its excess insurers will contribute \$21,060,000, under the Port Authority's applicable liability insurance policy; JCDecaux will contribute \$3 million; and North Shore will contribute \$1 million. Plaintiff, Stephen Rich, will receive \$28 million, and plaintiff Veronica Rich will receive \$60,000 from the settlement.

Whereupon, the meeting was adjourned.

Secretary