

Gateway Development Commission
Meeting of The Board
Held via Teleconference

May 12, 2021

MINUTES

The following Commissioners were present:

NEW JERSEY

Balpreet Grewal-Virk, Co-Chair
Janine Bauer
Jerry Zaro

NEW YORK

Steven M. Cohen, Co-Chair
Jamey Barbas
Marie Therese Dominguez¹

AMTRAK

Anthony R. Coscia, Vice Chair

I. Call to Order

The public meeting was called to order by Co-Chair Grewal-Virk at approximately 2:03 p.m.

Co-Chair Grewal-Virk advised that due to the ongoing public health crisis posed by COVID-19, and in light of the recommendation from the Centers for Disease Control and Prevention and the States of New York and New Jersey, the meeting was being held virtually via teleconference with audio live-streamed from the Gateway Program website.

Co-Chair Grewal-Virk also advised that as part of the Gateway Development Commission ("Commission") public speakers' program, the Commission was continuing to solicit comments from the public for today's virtual meeting and that a form for soliciting these comments was posted on the Gateway Program website for those who wished to submit a comment for today's meeting.

Vice Chair Coscia conducted a roll call and confirmed that there was a quorum.

Vice Chair Coscia stated that adequate notice of today's regular public meeting of the Board of Commissioners of the Gateway Development Commission had been provided in accordance with the Commission's enabling legislation.

II. Executive Session

Co-Chair Grewal-Virk requested a motion to enter into Executive Session to discuss contract negotiations, personnel matters and matters in which the release of information could impair a right to receive funds from the United States or other grantor. Commissioner Zaro seconded the motion, and it was unanimously adopted.²

III. Reconvening of Public Meeting

The public meeting was reconvened by Co-Chair Grewal-Virk at approximately 3:00 p.m. Vice Chair Coscia confirmed that all Commissioners were present and that there was a quorum.

¹ Not present at all times.

² Commissioner Dominguez entered the meeting immediately following this vote.

Co-Chair Grewal-Virk welcomed all attendees to the meeting of the Gateway Development Commission and stated that she was pleased to be leading her first Commission Board Meeting as the New Jersey Co-Chair.

IV. Report on Minutes of the March 5, 2021 Meeting

Vice Chair Coscia reported that copies of the Minutes of the meeting of March 5, 2021 were delivered in electronic form to the Governors of New York and New Jersey on March 29, 2021 and that the time for action by the Governors of New York and New Jersey expired at midnight on April 14, 2021, at which time the actions recorded in the Minutes went into full force and effect.

V. Gateway Program Update

Frank Sacr and Stephen Sigmund provided an update presentation on the Gateway Program.

VI. Public Comments

Co-Chair Grewal-Virk announced that prior to voting on today's action items that the Commission had solicited comments from the public in advance of, and during, today's virtual meeting. A form for soliciting these comments was posted to the Gateway Program website and was available throughout today's meeting. Five comments were received by 5:00 PM on May 11, 2021 and had been distributed to the Board and posted on the Gateway Program website in advance of the meeting. All comments received during the meeting would be distributed to the Board, posted on the Gateway Program website, and filed in the Commission's records after the meeting.

The following individuals provided comment:

Commenter:

Rena Reynolds, Tri-State Transportation Campaign
Brian Fritsch, Build Gateway Now Coalition
Laura Colacurcio, Association for a Better New York
Tom Bracken, NJ State Chamber of Commerce
Greg Lavee, International Union of Operating Engineers, Local Elec 825
Charlie Samboy, New York Building Congress
Joseph Clift

Topic:

Gateway Program
Congress must support the Gateway Program
Support for Gateway Program
Gateway
Gateway Tunnel

Invest in Gateway
Action Item 0521-01

VII. Action Items

#0521-01: Hudson Tunnel Project – Commitment to Assume Role of National Environmental Policy Act Project Sponsor and Federal Grant Recipient

#0521-02: Appointment of Acting Officers and Coordination with Amtrak and NJ TRANSIT

The Board also acted on the referenced action items, enclosed herewith.

VIII. Adjournment

There being no further business, Co-Chair Grewal-Virk requested a motion to adjourn the meeting, and upon the motion being duly made and seconded, the meeting was adjourned at approximately 3:15pm.

Respectfully submitted,

/s/ Anthony R. Coscia

Anthony R. Coscia, Vice Chair

#0521-01: HUDSON TUNNEL PROJECT – COMMITMENT TO ASSUME ROLE OF NATIONAL ENVIRONMENTAL POLICY ACT PROJECT SPONSOR AND FEDERAL GRANT RECIPIENT

The Hudson Tunnel Project will improve resiliency, reliability, and redundancy for the busiest section of the Northeast Corridor (NEC) – the busiest passenger rail line in the United States. The project, for funding and financing purposes, includes the construction of a new Hudson River Tunnel between New York and New Jersey, the rehabilitation of the existing 110-year old North River Tunnel under the Hudson River, and the completion of the Hudson Yards Concrete Casing - Section 3 (“HYCC-Section 3”) to preserve tunnel right-of-way for future tracks on the West Side of Manhattan leading from the new tunnel to Penn Station New York. The Federal Transit Administration approved and issued a categorical exclusion for HYCC-Section 3 (the “Categorical Exclusion”) in November 2019.

The federal environmental review process under the National Environmental Policy Act (“NEPA”) for the new Hudson River Tunnel and Rehabilitation of the North River Tunnel commenced in May 2016, with a Final Environmental Impact Statement and Record of Decision (“ROD”) currently expected in May 2021.

In November 2016, the State of New York, State of New Jersey, and Amtrak established the Gateway Program Development Corporation (“Corporation”) to serve a lead role in the financing and development of the Gateway Program, including acting as a federal grant and loan applicant as well as NEPA Project Sponsor. In February 2018, United States Department of Transportation (“USDOT”) expressed the view that the Corporation as then constituted, was not eligible to serve as the Capital Investment Grants (“CIG”) Applicant or NEPA Project Sponsor for the Hudson Tunnel Project.

To respond to this concern, in June 2018, the States of New York and New Jersey agreed to pursue legislative action in both states to create a Gateway Development Commission (the “Commission”) to perform these financing and development functions for the Hudson Tunnel Project. The Commission’s enabling legislation, the Gateway Development Commission Act (“GDC Act”) was signed into law in both States in July 2019, with the final two Commissioners confirmed in December 2020.

Since June 2018, the Port Authority of New York and New Jersey (“Port Authority”) has served in the role of NEPA Project Sponsor and CIG Applicant for the Hudson Tunnel Project, in its own name, on behalf of the Port Authority, the Corporation, NJ TRANSIT, and Amtrak (collectively, the “Project Partners”) until such time as the Commission assumes the role of Project Sponsor and federal grant applicant.

The Port Authority has agreed to continue to perform these roles on behalf of the Project Partners and the Commission until such time as the Commission assumes the role of Project Sponsor and federal grant applicant, and the Commission wishes to confirm the commitments described in the Resolutions set forth below.

Pursuant to the foregoing report, the following resolutions were adopted, with Commissioners Barbas, Bauer, Cohen, Coscia, Dominguez, Grewal-Virk, and Zaro voting in favor:

RESOLVED, that the Commission hereby confirms its commitment to assume the role of federal grant recipient and NEPA Project Sponsor for the Hudson Tunnel Project from the Port Authority, prior to the signing of a CIG Full Funding Grant Agreement or other federal funding agreement, consistent with the legislative purpose of the Commission; and be it further

RESOLVED, that the Commission hereby acknowledges that during the period of time that the Commission is the Project Sponsor, the Commission will be responsible for committing to and carrying out the mitigation measures and commitments in the ROD and Categorical Exclusion through the construction of the Hudson Tunnel Project. Any expenditures by the Port Authority on mitigation actions required to be taken by the Port Authority pursuant to the ROD during the period that the Port Authority is the Project Sponsor shall be considered project expenses, and any such expenditures by the Port Authority shall be offset against funding currently committed to the Project pursuant to Port Authority board resolutions, subject to the terms of an agreement to be executed between the Commission and the Project Partners governing such offsets; and be it further

RESOLVED, that either Co-Chair of the Commission, signing singly and acting alone, be and hereby is authorized, in the name and on behalf of the Commission, to execute and deliver any documentation and take all such actions as such Co-Chair may deem necessary and appropriate to memorialize and/or confirm the commitments contained in the foregoing resolutions.

#0521-02: APPOINTMENT OF ACTING OFFICERS AND COORDINATION WITH AMTRAK AND NJ TRANSIT

The Bylaws of the Gateway Development Commission (the "Commission") adopted March 5, 2021 include the following as initial officers of the Commission: Chief Financial Officer, Chief Administrative Officer, General Counsel and Secretary.

The Board finds that in order to enable the efficient and timely execution of the Commission's duties, these offices, as well as the office of the Chief Ethics and Compliance Officer, should be filled on an acting basis and that an Acting Chief of Public Outreach be appointed to serve as an Officer of the Commission. In addition, during the interim period as the Gateway Development Commission staffing and structure is being finalized, the Board wishes to provide for coordination with Amtrak and NJ TRANSIT with respect to certain matters as described below.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Barbas, Bauer, Cohen, Coscia, Dominguez, Grewal-Virk, and Zaro voting in favor:

RESOLVED, that the Board hereby designates the role of Acting Chief of Public Outreach as an Officer of the Commission pursuant to Section 3.02 of the Bylaws; and be it further

RESOLVED, that pursuant to Section 3.03 of the Bylaws, the Board hereby elects the following individuals to the offices set forth opposite their respective names, all on an acting basis, each such person to serve in the capacity indicated with such responsibilities and authority described within the Bylaws and any policies promulgated by the Board:

<u>Name</u>	<u>Office</u>
Francis Sacr	Acting Chief Financial Officer
Suma Mandel	Acting Chief Administrative Officer
Edmund Caulfield	Acting General Counsel, Acting Chief Ethics and Compliance Officer and Acting Secretary
Stephen Sigmund	Acting Chief of Public Outreach

; and be it further

RESOLVED, that during the interim period as the Gateway Development Commission staffing and structure is being finalized, Francis Sacr of the Gateway Development Commission, Marie Corrado of Amtrak and Ayelet Hirschhorn of NJ TRANSIT will collectively and on behalf of the Commission coordinate efforts to advance the Gateway Program through their respective agencies and will be responsible for engaging with the federal agencies responsible for the Hudson Tunnel Project as well as providing input and guidance in furthering the goals of the project and ensuring that the Commission will soon be capable of serving as Project Sponsor.