

#0626-01: AUTHORIZATION OF AWARD OF CONTRACT GDC-26-009-HTP FOR THE P3: NJ SURFACE ALIGNMENT PROJECT

To help ensure the functionality of intercity and commuter rail infrastructure between the State of New Jersey (“**New Jersey**”) and the State of New York (“**New York**”) and throughout the Northeast Corridor (the “**NEC**”), New Jersey and New York created the Gateway Development Commission (“**GDC**”) through the enactment of parallel legislation by each state codified as the Gateway Development Commission Act (2019 N.Y. Laws, Ch. 108 and N.J.S.A. 32:36-1, et seq.) (collectively, the “**GDC Act**”).

The GDC Act empowers the Commission to "enter into, execute and deliver contracts and agreements and other documents and instruments as may be necessary or appropriate to carry out any power of the Commission under this act and to otherwise accomplish any lawful purpose which the commissioners determine will Facilitate the Project, including, without limitation, with the federal government, the state of New Jersey, any local government thereof, the state of New York, with any local government thereof, with any agency, instrumentality, department, commission or authority of any one or more of the foregoing, any bi-state agency, Amtrak, any individual or private firm, entity or corporation, or with any one or more of them." 2019 N.Y. Laws, Ch. 108, Section 2(7)(e); N.J.S.A. 32:36-8(e).

Section 3.06 of the GDC Bylaws provides that “[t]he Board may delegate in whole or in part any power, authority, discretion or obligation to any Officer, in each case to the extent to which the Board deems appropriate.”

Accordingly, on February 3, 2023, New Jersey, New York, the National Railroad Passenger Corporation (“**Amtrak**”), and GDC (collectively, the “**PDA Parties**”) entered into an Agreement (the “**Project Development Agreement**” or “**PDA**”) in order to establish their respective roles and responsibilities with respect to the funding, financing, right-of-way acquisition, procurement, delivery, and operation of the Hudson Tunnel Project (“**HTP**”).

As further described in the PDA, the HTP has been organized into certain work packages, which may be updated or changed from time-to-time. The P3 NJ Surface Alignment Project (the “**NJ Surface Alignment Project**”) is a work package of the HTP, to be performed pursuant to a design-build contract and includes but is not limited to the following work located in New Jersey: a) construct new trackway adjacent to NEC consisting of approximately 7,540 feet from County Road (Secaucus) to Tonnelle Avenue (North Bergen); b) construction of retaining walls with fill; a bridge over Secaucus Road; a viaduct over wetlands; bridges over NYS&W and Conrail tracks; and temporary and permanent access roads, culvert extensions, weirs, equipment platforms, and stairs; and c) utility relocations and auxiliary signal power substation relocations.

In November 2024, a Request for Qualifications for P3 was issued by GDC soliciting Statements of Qualifications (“**SOQ**”) from entities interested in designing and constructing the NJ Surface Alignment Project. SOQs were submitted to GDC in January 2025. In February 2025, GDC identified a shortlist of the following qualified teams to receive an invitation to submit a proposal in response to a Request for Proposal for P3 (“**RFP**”) for a design-build contractor that will perform construction and other related work for the NJ Surface Alignment Project: a) George

Harms Construction Co., Inc. (“Harms”) comprised of Harms and Hardesty & Hanover, LLC; b) Halmar International LLC, comprised of Halmar and Jacobs Civil Consultants, Inc. later renamed New Jersey Alignment Contractors (“NJAC”) with addition of Railroad Construction Company and Posillico, Inc.; c) Skanska Creamer Sanzari NJSA JV (“Skanska”) comprised of Skanska USA Civil Northeast, Inc., Creamer-Sanzari JV and HNTB Corporation; and d) Walsh Ferreira JV (“Walsh”) comprised of Walsh Construction Company, LLC, Ferreira Construction Co, Inc. and Mott MacDonald NY, Inc. On February 28, 2025, GDC issued a federally compliant Request for Proposals to these four (4) firms to provide construction services. Two (2) proposals were received on December 10, 2025, from Skanska and Walsh; NJAC and Harms declined to propose. The proposals were reviewed by an Evaluation Panel consisting of technical experts and representatives of GDC, the State of New York, NJ TRANSIT Corporation, and Amtrak. The Evaluation Panel, through a competitive evaluation of technical and price proposals (together, with the Contract Documents issued as part of the RFP process, referred to as (“**Contract GDC-26-009-HTP**”))), determined that Skanska offered the best overall value to GDC.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners [INSERT NAMES HERE] voting in favor, and Commissioners [INSERT NAMES HERE] voting against:

RESOLVED, that the GDC Chief Executive Officer is authorized to enter into Contract GDC-26-009-HTP with Skanska Creamer Sanzari NJSA JV at the Contract Price of \$711,669,000 and further authorizing an additional amount equal to twenty two percent (22%) of the Contract Price for contingencies (“Contingency”).

RESOLVED, that GDC Board authorizes Skanska Creamer Sanzari NJSA JV to implement the following alternative technical concepts to boost production, reduce costs, minimize environmental impacts, and/or improve long term maintenance: 1) ATC-01 consisting of high strength reinforcing steel (>60 ksi); 2) ATC-02 consisting of lightweight cellular concrete fill at retaining walls; 3) ATC-06 and ATC-07 consisting of alternative testing for drilled shafts and alternative testing method for piles; 4) ATC-13 consisting of tie mounted prisms for track monitoring; 5) ATC-14 and ATC-15 consisting of extending a section of the viaduct and eliminating the access road on the bridge.

RESOLVED, that the GDC Chief Executive Officer is authorized to take any and all other actions consistent with this resolution, and to make, execute, and deliver in the name and on behalf of GDC, Contract GDC-26-009-HTP and any other related documents and third party agreements, and to take all other steps necessary to effectuate, enforce and/or comply with the terms and conditions of Contract GDC-26-009-HTP.

#0626-02: APPROVAL OF MARKET CASE ESTIMATE FOR THE P3 NJ SURFACE ALIGNMENT PROJECT

To help ensure the functionality of intercity and commuter rail infrastructure between New Jersey and New York and throughout the Northeast Corridor (the "**NEC**"), the State of New Jersey ("**New Jersey**") and the State of New York ("**New York**") created the Gateway Development Commission ("**GDC**") through the enactment of parallel legislation by each state codified as the Gateway Development Commission Act (2019 N.Y. Laws, Ch. 108 and N.J.S.A. 32:36-1, et seq.) (collectively, the "**GDC Act**").

The GDC Act empowers the Commission to "enter into, execute and deliver contracts and agreements and other documents and instruments as may be necessary or appropriate to carry out any power of the Commission under this act and to otherwise accomplish any lawful purpose which the commissioners determine will Facilitate the Project, including, without limitation, with the federal government, the state of New Jersey, any local government thereof, the state of New York, with any local government thereof, with any agency, instrumentality, department, commission or authority of any one or more of the foregoing, any bi-state agency, Amtrak, any individual or private firm, entity or corporation, or with any one or more of them." 2019 N.Y. Laws, Ch. 108, Section 2(7)(e); N.J.S.A. 32:36-8(e).

On February 3, 2023, New Jersey, New York, the National Railroad Passenger Corporation ("**Amtrak**"), and the Gateway Development Commission ("**GDC**") (collectively, the "**PDA Parties**") entered into an agreement (the "**Project Development Agreement**" or "**PDA**") in order to establish their respective roles and responsibilities with respect to the funding, financing, right-of-way acquisition, procurement, delivery, and operation of the Hudson Tunnel Project ("**HTP**").

As further described in the PDA, the HTP has been organized into certain work packages, which may be updated or changed from time-to-time. The P3 NJ Surface Alignment Project (the "**NJ Surface Alignment Project**") is a work package of the HTP, to be performed pursuant to a design- build contract and includes but is not limited to the following work located in New Jersey: a) construct new trackway adjacent to the NEC consisting of approximately 7,540 feet from County Road (Secaucus) to Tonnelle Avenue (North Bergen); b) construction of retaining walls with fill; a bridge over Secaucus Road; a viaduct over wetlands; bridges over NYS&W and Conrail tracks; and temporary and permanent access roads, culvert extensions, weirs, equipment platforms, and stairs; and c) utility relocations and auxiliary signal power substation relocations.

GDC staff have calculated the Market Case Estimate for the NJ Surface Alignment Project based on bid pricing in accordance with the terms of the PDA. The Market Case Estimate is

\$1,424,252,294 and includes all final negotiated costs and contingencies related to the construction and delivery of the NJ Surface Alignment Project.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners [INSERT NAMES HERE] voting in favor, and Commissioners [INSERT NAMES HERE] voting against:

RESOLVED, that the GDC Board of Commissioners hereby approves the attached Market Case Estimate for the NJ Surface Alignment Project.

EXHIBIT A

MARKET CASE ESTIMATE

P3 NJ Surface Alignment Project

(“NJ Surface Alignment Project”)

Market Case Estimate for NJ Surface Alignment Project	Estimate (\$M)
Construction, Mandatory Mitigations, Professional Services, ROW, Permits, and Third Party Agreements	\$1,206,519,464
Contingency – Construction and Support Costs	\$217,732,830
Total	\$1,424,252,294

#0626-03: DELEGATION OF AUTHORITY RELATED TO FINANCIAL INSTITUTIONS

On April 16, 2024, the Gateway Development Commission (“GDC” or “Commission”) Board of Commissioners approved Resolution #0424-02 that authorized the appointment of Patrick J. McCoy as the Chief Financial Officer (“CFO”).

Section 3.01 of the Bylaws of the Commission adopted March 5, 2021 (and amended on July 12, 2021, and December 12, 2024), includes the CFO as an initial officer of the Commission. Specifically, the Bylaws provide that the CFO has the following duties:

The Chief Financial Officer shall oversee the books and accounts of the Commission and shall be responsible for payments to and expenditures by the Commission and the performance of such other duties as may be assigned by the Board or the Chief Executive Officer. The Chief Financial Officer shall have custody of all funds and be responsible for investments of the Commission and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other value documents of the Commission in the name and to the credit of the Commission in such banks or depositories as the Board may designate. The Chief Financial Officer is authorized to sign financial instruments on behalf of the Commission and shall be an authorized signatory for the Commission with respect to any other documents incident to carrying out the Chief Financial Officer’s responsibilities.

Section 3.06 of the Bylaws provides that “the Board may delegate in whole or in part any power, authority, discretion or obligation to any Officer, in each case to the extent to which the Board deems appropriate.”

GDC adopted a Cash Management Policy, revised April 14, 2026, that establishes deposits and brokerage accounts with JP Morgan Chase Bank, Bank of America, and Bank of New York Mellon which require authorized signatories.

It is the intention of the Board that in order to enable the efficient and timely effectuation of the books and accounts of, payments and expenditures, investment of monies and administration of debt held by, and establishment of deposits or accounts for the Commission in connection with the Gateway Program, in particular the Hudson Tunnel Project, it is necessary to delegate to the others beyond the CFO the authority to take certain categories of actions in addition to those delegated to the CFO in the Bylaws.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners [INSERT NAMES HERE] voting in favor, and Commissioners [INSERT NAMES HERE] voting against:

RESOLVED, that until the termination of this delegation by subsequent resolution of the Board, the Board delegates to the Chief Executive Officer, the Chief Financial Officer, the Deputy

Chief Financial Officer, the Comptroller and the Senior Advisor Treasury Operations, and anyone acting in such capacity, the responsibility and authority to be authorized signatories in connection with the opening and closing of GDC banking and investment accounts, the investment of funds, the management of accounts, the payment of expenditures on behalf of GDC, the disbursement of federal grant and loan funds, the designation of brokerage firms and dealers, and execution of financial instruments on behalf of GDC with respect to any other documents incident to carrying out the Chief Financial Officer's responsibilities under the Bylaws as now or hereinafter amended.

RESOLVED, that the GDC Chief Executive Officer or GDC Chief Financial Officer, and anyone acting in such capacity, are authorized to delegate, in writing, the authority to be authorized signatories in connection with the opening and closing of GDC banking and investment accounts, the investment of funds, the management of accounts, the payment of expenditures on behalf of GDC, the disbursement of federal grant and loan funds, the designation of brokerage firms and dealers, and execution of financial instruments on behalf of GDC with respect to any other documents incident to carrying out the Chief Financial Officer's responsibilities under the By-laws, to other officers or employees of GDC provided that the Chief Executive Officer or Chief Financial Officer provides notice in writing to the Co-Chairs and Vice Chair of the Board of such delegation, and any delegations of authority having occurred prior hereto are hereby ratified.

#0626-04: APPOINTMENT OF THE GENERAL COUNSEL OF THE GATEWAY DEVELOPMENT COMMISSION

Section 3.01 of the Bylaws of the Gateway Development Commission (the “Commission”) includes the position of General Counsel as an officer of the Commission.

The Board finds that in order to enable the efficient and timely execution of the Commission’s duties, John W. Bartlett, Esq. should be designated and appointed to the General Counsel position as specified in Section 3.03 of the Commission’s Bylaws.

Pursuant to the foregoing report, the following resolutions were adopted, with Commissioners [INSERT NAMES] voting in favor, and Commissioners [INSERT NAMES] voting against:

RESOLVED, that pursuant to Section 3.03 of the Commission’s Bylaws, effective July 13, 2026, the Board of Commissioners hereby appoints John W. Bartlett, to serve in the capacity of General Counsel of the Commission, directly reporting to and subject to day-to-day supervision by the Chief Executive Officer of the Commission, with such responsibilities and authority described within the Bylaws and any policies promulgated by the Board of Commissioners.

#0626-05: APPOINTMENT OF THE CHIEF ETHICS AND COMPLIANCE OFFICER AND BOARD SECRETARY OF THE GATEWAY DEVELOPMENT COMMISSION

Section 3.01 of the Bylaws of the Gateway Development Commission (the "Commission") includes the position of Board Secretary as an initial officer of the Commission.

Section 3.02 of the Bylaws of the Commission also includes the position of Chief Ethics and Compliance Officer as an additional officer of the Commission.

The Board finds that in order to enable the efficient and timely execution of the Commission's duties and due to her exceptional performance as Acting General Counsel, Acting Chief Ethics and Compliance Officer and Acting Board Secretary, Maria C. Anderson should be designated and appointed as Board Secretary and Chief Ethics and Compliance Officer as specified in Section 3.03 of the Commission's Bylaws.

Pursuant to the foregoing report, the following resolutions were adopted, with Commissioners [INSERT NAMES] voting in favor, and Commissioners [INSERT NAMES] voting against:

RESOLVED, that pursuant to Section 3.03 of the Commission's Bylaws, effective July 13, 2026, the Board of Commissioners hereby appoints Maria C. Anderson, to serve in the capacity of Chief Ethics and Compliance Officer and Board Secretary of the Commission, directly reporting to and subject to day-to-day supervision by the Chief Executive Officer of the Commission, with such responsibilities and authority described within the Bylaws and any policies promulgated by the Board of Commissioners.