

Gateway Development Commission
Meeting of The Board
Held via Teleconference

December 12, 2022

MINUTES

The following Commissioners were present:

NEW JERSEY

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

NEW YORK

Alicia Glen, Co-Chair
Jamey Barbas
Marie Therese Dominguez

AMTRAK

Anthony R. Coscia, Vice Chair

I. Call to Order

The public meeting was called to order by Co-Chair Glen at approximately 1:02 PM.

Co-Chair Glen advised that due to scheduling availability of the Commissioners and the need to advance key Commission business in a timely fashion, today's meeting was being held virtually via teleconference with audio of the meeting being live-streamed from the Gateway Program website.

Co-Chair Glen noted that the Commission was continuing to solicit virtual comments, 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.

Acting Secretary Caulfield conducted a roll call and confirmed that all Commissioners were present and there was a quorum.

Acting Secretary Caulfield stated that adequate notice of today's regular public meeting of the Board of Commissioners of the Commission had been provided in accordance with the Commission's enabling legislation.

II. Report on Minutes of the November 18, 2022 Meeting

Acting Secretary Caulfield reported that copies of the Minutes of the meeting of November 18, 2022, were delivered in electronic form by Acting Secretary Caulfield to the Governors of New York and New Jersey on November 23, 2022, and that the time for action by the Governors of New York and New Jersey expired at midnight on December 9, 2022, at which time the actions recorded in the Minutes went into full force and effect.

III. Gateway Development Commission Update

The Commission's Chief Executive Officer, Kris Kolluri, provided an update presentation on the Gateway Development Commission.

Following the presentation, Co-Chair Glen thanked Mr. Kolluri for his update, and asked if there were any questions or comments from the Board. Co-Chair Glen asked if copies of the administrative policies that are referenced in one of the Resolutions at today's meeting had been circulated to Commissioners ahead of the meeting. Mr. Kolluri indicated that GDC staff had provided briefings the previous week to the Commissioners regarding the policies referenced in the Resolution, and those

briefings were the premise for bringing this Resolution before Commissioners at today's meeting. None of the other Commissioners had any questions or comments.

IV. Public Comments

Co-Chair Glen announced that the Commission had solicited virtual comments from the public in advance of, and during, today's meeting. Co-Chair Glen indicated that a form for soliciting these comments was posted to the Gateway Program website and was available throughout today's meeting. There were seven (7) written comments received by 5:00 PM on December 11, 2022.

Co-Chair Glen noted that any written 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. There were no additional comments received following the initial December 11th deadline.

Co-Chair Glen then asked Acting Board Secretary Caulfield to list those individuals and organizations that had submitted comments to the Commission. Mr. Caulfield indicated that the following written comments were received prior to the meeting, and these comments were distributed to the Commissioners and posted to the website before the meeting:

Commenter	Topic
Joe Nolan, ICURRY, LLC	Movie about the ARC Project
Brian Fritsch, Regional Plan Association (RPA)	2022 in review, public/private partnerships
Maddie DeCerbo, The Real Estate Board of New York (REBNY)	GDC Comments
Leon Zaharis, Individual	How tunneling for the Gateway Tunnel(s) can be done at a lower cost per foot
John McHugh, Individual	Tunnels and rail lines
William Galligan, East of Hudson Rail Freight Task Force, Inc.	Gateway Hudson Tunnel status
Joseph Clift, Individual	Demand thorough HTP value engineering & correction of illegal GDC meeting procedures

V. Action Items

#1222-01: Delegation of Authority to Adopt and Amend Administrative Policies

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Co-Chair Glen made a motion, and Co-Chair Grewal Virk seconded the motion. The roll call vote is referenced in the attached Resolution.

#1222-02: Adoption of Gateway Development Commission's Final Annual Operating and Capital Budget for Fiscal Year 2023

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Co-Chair Glen made a motion, and Co-Chair Grewal Virk seconded the motion. The roll call vote is referenced in the attached Resolution.

VI. Adjournment

Co-Chair Glen noted that there was no need for an Executive Session at today's meeting, and there being no further business, Co-Chair Glen then requested a motion to adjourn the meeting. Upon

the motion being duly made by Co-Chair Glen and seconded by Co-Chair Grewal-Virk, the meeting was adjourned at approximately 1:15 p.m.

Respectfully submitted,

/s/ Edmund Caulfield
Edmund Caulfield, Acting Secretary

#1222-01: DELEGATION OF AUTHORITY TO ADOPT AND AMEND ADMINISTRATIVE POLICIES

The Gateway Development Commission (the “**Commission**”) is a public authority and government sponsored authority created through the enactment of parallel legislation by the States of New York and New Jersey codified as the Gateway Development Commission Act (2019 N.Y. Sess. Laws Ch. 108 and 2019 N.J. Sess. Law Serv. Ch. 195) (collectively, the “**GDC Act**”).

Section 4.10 of the Commission’s Bylaws provide that “[t]he Commission shall adopt such rules, regulations, guidelines and policies as required by the GDC Act.”

The GDC Act references a series of required bylaws, rules and regulations and policies that the Commission must adopt. These statutorily required policies were all adopted via Resolutions of the Commission’s Board of Commissioners (the “**Board**”) approved at Board Meetings on March 5th, July 12th and November 16th, 2021. The Act specifically referenced the adoption of “a code of conduct applicable to commissioners, officers, employees, and vendors and other contractors with the Commission that shall, at minimum, include applicable standards established by law in each state”, which was adopted by the Commission on November 16, 2021.

Section 3.01 of the Bylaws of the Commission adopted March 5, 2021 (and amended on July 12, 2021), provides that the Chief Executive Officer (“**CEO**”) has the following duties with respect to policies:

The Chief Executive Officer shall manage the operations of the Commission in accordance with the Commission’s policies as established by the Board and these Bylaws. The Chief Executive Officer may prepare proposals for presentation to the Board that carry out approved policies and may propose policies to the Board for adoption.

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.”

It is the intention of the Board that as the Commission prepares to directly employ individuals, it is necessary to delegate to the CEO the authority to administratively adopt or revise internal policies, which together with the previously adopted policies referenced above, will dictate the administration of the Commission’s daily operations, including human resources and other operational policies.

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

RESOLVED, in accordance with Section 3.06 of the Commission's Bylaws and until the termination of this delegation by subsequent resolution of the Board, the Commission hereby delegates to the office of the CEO, or his or her designee, the power to administratively adopt any new or revised internal policies to the extent necessary for the efficient administration of the Commission's daily business and/or to comply with any changes in Federal or State laws.

#1222-02: ADOPTION OF GATEWAY DEVELOPMENT COMMISSION'S FINAL ANNUAL OPERATING AND CAPITAL BUDGET FOR FISCAL YEAR 2023

The Gateway Development Commission (the "**Commission**") is a public authority and government sponsored authority created through the enactment of parallel legislation by the States of New York and New Jersey codified as the Gateway Development Commission Act (2019 N.Y. Sess. Laws Ch. 108 and 2019 N.J. Sess. Law Serv. Ch. 195) (collectively, the "**GDC Act**").

The GDC Act, as well as Section 8.02 of the Commission's Bylaws, provide that the Commission "shall prepare a detailed annual operating budget", and both further provide that a "preliminary annual operating budget shall be made publicly available on the Commission's website each fiscal year and a final annual operating budget shall be made publicly available on the Commission's website each fiscal year."

The GDC Act and the Commission's Bylaws note that "[t]he time with which such preliminary annual operating budget and final annual operating budget shall be made public during each fiscal year shall be determined by the Commission."

Commission staff prepared a preliminary operating and capital budget for Fiscal Year 2023 which was presented to the Commission's Board of Commissioners (the "**Board**"), prior to the Board's November 18, 2022 meeting.

The preliminary operating and capital budget was publicly presented at the Board's November 18, 2022 meeting and was subsequently posted publicly on the Commission website, all in accordance with the GDC Act.

The operating and capital budget totals \$58,174,403.00, which represents total operating expenses of \$23,774,403, and total capital expenses of \$34,400,000. The operating budget will provide necessary support for salaries of current staff, hiring of additional staff, professional services necessary to support and supplement the work of Commission staff, and other administrative expenses necessary to stand up the Commission as a fully functioning organization, as further detailed in **Exhibit A**. The capital budget will provide necessary support for planning, engineering, and project systems and development.

The Commission desires to adopt the operating and capital budget as the final annual operating and capital budget for Fiscal Year 2023 (the "**Operating and Capital Budget**").

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

RESOLVED, pursuant to the Act, the Commission adopts the Operating and Capital Budget attached hereto as **Exhibit A** in the amount of \$58,174,403.00 as the final annual Operating and Capital budget for Fiscal Year 2023.

Adopted - 12/12/22

RESOLVED that the GDC CEO is authorized to expend, in the normal course of business, the funds necessary to meet GDC's obligations, essentially in accordance with this final annual Operating and Capital Budget for Fiscal Year 2023 Resolution and attachment.

EXHIBIT A

GDC Final Operating and Capital Budget - 2023

<u>Operating Expenses</u>	
Staff	10,560,262
Professional Support Services	11,050,907
Federal-related Costs	750,000
Rent and Utilities	718,557
Administration	316,170
Office Equipment, Services and Supplies	378,508
Total Operating Expenses	\$23,774,403
<u>Capital Expenses</u>	
Planning, Engineering and Project Systems and Development	34,400,000
Total Capital Expenses	\$34,400,000
Total GDC Operating and Capital Budget	\$58,174,403