

Gateway Development Commission
Meeting of The Board
Held in Person and via Teleconference

February 28, 2024

MINUTES

The following Commissioners were present:

NEW JERSEY

Balpreet Grewal-Virk, Co-Chair
Janine Bauer
Amy Rosen

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 Grewal-Virk at approximately 10:00 AM.

Co-Chair Grewal-Virk advised that as part of the transition from virtual meetings, public comments were being solicited both in-person and virtually, and audio of the meeting was being live-streamed from the Gateway Program website.

Co-Chair Grewal-Virk noted that the Commission was continuing to solicit virtual comments, and that a form for soliciting these comments was posted on the Gateway 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. Executive Session

Co-Chair Grewal-Virk stated that the Board would enter 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. Co-Chair Grewal-Virk noted that the Board would reconvene the public meeting and business would be conducted. Co-Chair Grewal-Virk motioned to enter into Executive Session, Commissioner Bauer seconded the motion, and the motion was unanimously adopted at approximately 10:05 AM.

III. Reconvening of Public Meeting

The public meeting was reconvened by Co-Chair Grewal-Virk at approximately 10:50 AM. Acting Secretary Caulfield confirmed that there was a quorum of Commissioners present.

IV. Report on Minutes of the February 16, 2024 Meeting

Acting Secretary Caulfield reported that copies of the Minutes of the meeting of February 16, 2024 were delivered in electronic form by Acting Secretary Caulfield to the Governors of New York and

New Jersey on February 16, 2024 and that the time for action by the Governors of New York and New Jersey will expire at midnight on March 4, 2024, at which time the actions recorded in the Minutes went into full force and effect.

V. Gateway Program Update

The Commission’s Chief Executive Officer, Kris Kolluri, provided updates on the Gateway Development Commission’s effort to secure a Delivery Partner to deliver human capital in a cost-efficient manner demonstrating a major milestone to support the Hudson Tunnel Project. Megan Strickland, Deputy Chief Program Officer, provided a summary of the professional services to be provided by the Delivery Partner, including technical, financial, compliance, risk management, scheduling and quality assurance functions. Anthony Gardner, Senior Director of Procurement, described the procurement process used to select the Delivery Partner.

Patrick McCoy, Acting Chief Financial Officer, presented the RRIF Local Funding Agreements for approval by the Board which memorialize the payments to be provided to GDC from the State of New York, NJ TRANSIT, and the Port Authority of New York and New Jersey and which are required by the US Department of Transportation.

Following the presentation, Co-Chair Grewal-Virk thanked Mr. Kolluri and the rest of the Gateway staff for the update, and there were no questions or comments from the Board.

VI. Public Comments

Co-Chair Grewal-Virk announced that the Commission had solicited in-person and virtual comments from the public in advance of, and during, today’s meeting. She indicated that a form for soliciting these comments was posted to the Gateway Program website and was available throughout today’s meeting. She also indicated that public attending in-person had an opportunity to sign up when arriving today.

There were two (2) written comments received by 5:00 PM on Tuesday, February 27, 2024:

| Commenter | Topic |
|--|-----------------------------|
| Sara Hopp, ATB Furnished Housing | Housing |
| Jamila Glean, R.F. Wilkins Consultants, Inc. | DBE Diversity Opportunities |

Co-Chair Grewal-Virk noted that all written comments received on February 27, 2024 before the meeting were distributed to the Board, posted on the Gateway Program website, and would be filed in the Commission’s records after the meeting. Gateway received one (1) additional written comment on the day of the Board Meeting which was posted on the Gateway Program website and filed in the Commission’s records after the meeting.

| Commenter | Topic |
|---------------------------------------|---|
| Gerald Keenan, NJ Alliance for Action | Congratulations on the Hudson Stabilization Award |

The following individuals provided in-person public comments during the February 28, 2024 Board Meeting:

| Commenter | Topic |
|---|-------------------|
| Julie Harris, Lu Engineers | DBE Participation |
| Yvette Richardson, SRW Engineering & Architecture | DBE Participation |
| Jamila Glean, R.F. Wilkins Consultants, Inc. | DBE Participation |
| Sophia Vala, Regional Plan Association | N/A |
| Allan Hunt, Grant Engineering | N/A |

VII. Action Items

#0224-07: Authorization of award of contract GDC-24-005-HTP for the performance of professional services by a delivery partner to support the Hudson Tunnel Project

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Commissioner Rosen made a motion, and Commissioner Bauer seconded the motion. The roll call vote is referenced in the attached Resolution.

Item #0224-08: Authorization to enter into, execute and amend RRIF Local Funding Agreements with New Jersey Transit Corporation, The Port Authority Of New York And New Jersey, and the State Of New York

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Commissioner Bauer made a motion, and Commissioner Rosen seconded the motion. The roll call vote is referenced in the attached Resolution.

VIII. Adjournment

Co-Chair Grewal-Virk noted that there was no further business to conduct, and then requested a motion to adjourn the meeting. Upon the motion being duly made by Co-Chair Grewal-Virk and seconded by Commissioner Bauer, the meeting was adjourned at approximately 11:10 AM.

Respectfully submitted,

/s/ Edmund Caulfield
Edmund Caulfield, Acting Secretary

#0224-07: AUTHORIZATION OF AWARD OF CONTRACT GDC-24-005-HTP FOR THE PERFORMANCE OF PROFESSIONAL SERVICES BY A DELIVERY PARTNER TO SUPPORT THE HUDSON TUNNEL 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.”

In December of 2022, a Request for Qualifications was issued by GDC, through the National Railroad Passenger Corporation (“**Amtrak**”) as the procuring entity acting on GDC’s behalf, soliciting Statements of Qualifications (“**SOQ**”) from entities interested in providing professional, technical, construction management, project management and other support services (“**Delivery Partner**”) to support the Hudson Tunnel Project (“**HTP**”). SOQs were submitted and on May 22, 2023 GDC identified a shortlist of three (3) qualified teams that would receive an invitation to submit a proposal in response to a Request for Proposals for Delivery Partner (“**RFP**”) in connection with the HTP. On August 15, 2023, a federally compliant RFP was issued to the three (3) short-listed firms to act as Delivery Partner to support the HTP. Proposals were received from three (3) responsive and responsible firms: Joint Venture of Bechtel-HNTB, Hudson Delivery Partnership (comprised of Atkins North America, Inc., Arup US Inc., The McKissack Group, Inc.), and MPA Delivery Partners (comprised of Mace North America Limited, Parsons Transportation Group of New York, Inc., and Arcadis of New York, Inc.). The proposals were reviewed by an evaluation panel consisting of technical experts and representatives of GDC, the State of New York, NJ TRANSIT, the Port Authority of New York and New Jersey (“**PANYNJ**”), and Amtrak (collectively, “**Evaluation Panel**”). The Evaluation Panel selected MPA Delivery Partners through a competitive evaluation; thereafter GDC undertook the negotiation

of price to enter into a master services agreement for Delivery Partner services for the HTP (referred to as "**Contract GDC-24-005-HTP**").

In addition to Contract GDC-24-005-HTP, GDC, in coordination with NJ TRANSIT, PANYNJ and Amtrak, also negotiated task orders 001, 002, 003, 004A, 005, 006, 007, 008 and 009 to begin upon issuance of a notice to proceed anticipated to be in March of 2024 ("**Phase A**") to support the GDC and its Supporting or Executing Partners ("**SEP**") in the delivery of the HTP. Task orders 001, 002, 003, 006, 007, and 008 will be completed by September 1, 2024, and task orders 005, 009 and 004A will be completed January 31, 2025, December 31, 2026 and September 30, 2027, respectively. Phase B task orders will be subject to approval by the GDC Board of Commissioners. The initial term of Contract GDC-24-005-HTP is 6 years ending in 2030, and thereafter, GDC has the option to extend the term for up to three (3) three-year extensions which, if elected, will end the term in 2039.

Pursuant to the foregoing report, the following resolution was adopted, with Co-Chair Glen, Co-Chair Grewal-Virk, Vice-Chair Coscia, Commissioner Barbas, Commissioner Bauer, Commissioner Rosen and Commissioner Dominguez voting in favor:

RESOLVED, that the GDC Chief Executive Officer is authorized to enter into Contract GDC24-005-HTP with MPA Delivery Partners.

RESOLVED, that the GDC Chief Executive Officer is authorized to execute Task Orders #001, #002, #003, #004(A), #005, #006, #007, #008 and #009 of Contract GDC-24-005-HTP (collectively, "**Phase A Task Orders**"), for an amount not to exceed \$26,823,778 ("**Phase A Contract Price**") and further authorizing an additional amount equal to five percent (5%) of the Phase A Contract Price for contingencies, in each case subject to the availability of funds, and 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-24-005-HTP, and to take all other steps necessary to comply with the terms and conditions of Contract GDC-24-005-HTP.

RESOLVED, that the GDC Chief Executive Officer is authorized, within the total authorized amount for Phase A Task Orders of Contract GDC-24-005-HTP, in accordance with the terms of this Resolution, to take all procurement actions necessary to effectuate the Phase A Task Orders that are the subject of Contract GDC-24-005-HTP, and take any other actions that may be required to effectuate and enforce the terms and conditions of Contract GDC-24-005-HTP, including the terms and conditions of the Phase A Task Orders.

#0224-08: AUTHORIZATION TO ENTER INTO, EXECUTE AND AMEND RRIF LOCAL FUNDING AGREEMENTS WITH NEW JERSEY TRANSIT CORPORATION, THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AND THE STATE OF NEW YORK

To help ensure the functionality of intercity and commuter rail infrastructure between New Jersey and New York and throughout the Northeast Corridor, 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 GDC 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).

The GDC Act also empowers GDC to "enter into loan agreements and otherwise borrow funds or incur indebtedness or other future payment obligations for any corporate purpose, including to effectuate full funding" of the Hudson Tunnel Project ("**HTP**"). 2019 N.Y. Laws, Ch. 108, Section 2(7)(j) and N.J.S.A. 32:36-8.j.

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."

On February 3, 2023, New Jersey, New York, the National Railroad Passenger Corporation, and GDC entered into an agreement (the "**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 HTP.

The PDA provides that GDC will enter into funding agreements to facilitate the local funding partners' commitments to fund a portion of the delivery of the HTP.

GDC intends to enter into one or more loan agreements with the United States Department of Transportation ("**USDOT**"), an agency of the United States of America, acting by and through the Executive Director of the Build America Bureau ("**BAB**") under the Railroad Rehabilitation and Improvement Financing ("**RRIF**") program administered by the USDOT (the "**RRIF Loan Agreements**").

The RRIF Loan Agreements will be supported by back-to-back payments made pursuant to the following agreements between each respective local funding partner and GDC: (i) PANYNJ pursuant to an HTP RRIF Loan Funding Agreement, (ii) NJ TRANSIT pursuant to an HTP Funding Agreement (RRIF Loan), and (iii) New York pursuant to a Service Contract (each, a “**RRIF Local Funding Agreement**”).

Pursuant to the foregoing report, the following resolution was adopted, with Co-Chair Glen, Co-Chair Grewal-Virk, Vice-Chair Coscia, Commissioner Barbas, Commissioner Bauer, Commissioner Rosen and Commissioner Dominguez voting in favor:

RESOLVED, that the GDC Chief Executive Officer is authorized to enter into each RRIF Local Funding Agreement.

RESOLVED, that the GDC Chief Executive Officer is authorized to take any and all actions consistent with this Resolution, and is directed to finalize the terms of each RRIF Local Funding Agreement and make, execute, and deliver in the name of and on behalf of GDC each RRIF Local Funding Agreement once finalized, and to take all other steps necessary to comply with the terms and conditions of each RRIF Local Funding Agreement once executed.

RESOLVED, that, the GDC Chief Executive Officer is authorized to take any and all actions to make, execute, and deliver in the name of and on behalf of GDC amendments to each RRIF Local Funding Agreement as may be necessary or required for the delivery of the HTP, subject to the concurrence of BAB, NJ TRANSIT, PANYNJ and/or New York, as applicable, on the content of such amendments, and to take all other steps necessary to comply with the terms and conditions of amendments to each RRIF Local Funding Agreement.

RESOLVED, that the GDC Chief Executive Officer and applicable staff will report back to the GDC Board of Commissioners upon execution of all RRIF Local Funding Agreements or any amendments thereto.