

**GATEWAY PROGRAM DEVELOPMENT CORPORATION  
ORGANIZATION MEETING OF THE BOARD OF TRUSTEES  
MINUTES: THURSDAY, JANUARY 12, 2017**

The following are the minutes of the actions taken at the Open Session of the Organization Meeting of the Gateway Program Development Corporation Board of Trustees, held at NJ TRANSIT Headquarters, One Penn Plaza East, Newark, New Jersey on Thursday, January 12, 2017 at 1:00pm.

**Present**

Richard H. Bagger, Trustee

Anthony R. Coscia, Trustee

Steven Cohen, Trustee

Andrew C. Right, Trustee

**1. Welcome and Election of Temporary Officers**

- Trustee Bagger welcomed attendees with a brief introduction at 1:04pm.
- Trustee Coscia made a motion to appoint Richard H. Bagger as Temporary Chair for this meeting, seconded by Trustee Cohen and passed with unanimous vote.
- Trustee Coscia made a motion to appoint Diana Lopez as Temporary Secretary for this meeting, seconded by Trustee Cohen and passed with unanimous vote.

**2. Call to Order, Roll Call, Notice of Meeting**

- Temporary Chair Bagger convened the Open Session of the Organization Meeting of the Gateway Program Development Corporation's Board of Trustees at 1:08pm.
- Temporary Secretary Lopez confirmed that all attendees were present and that there is quorum. Temporary Secretary Lopez announced that adequate notice of today's Organization Meeting of the Board of Trustees of the Gateway Program Development Corporation has been provided to provide full transparency and afford the public with an opportunity to participate. Notices were filed on January 10, 2017 with the New Jersey Secretary of State, the Clerk of Essex County, New Jersey, and the Clerk of Hudson County, New Jersey. These notices were mailed to newspapers of general distribution, including the Star-Ledger and The Bergen Record in New Jersey and The New York Times and The New York Post in New York, and posted in the main entrance of NJ TRANSIT Headquarters, and mailed to each agency, individual and organization that requested such notice.

**3. Message from USDOT Secretary Anthony Foxx**

- Trustee Right shared a brief message on behalf of Secretary Foxx, marking the importance of the meeting and offering his support for the critical Gateway Program.

**4. Gateway Program Update Presentation**

- Interim Executive Director John D. Porcari provided an overview of the Gateway Program and the Gateway Program Development Corporation. The update included an overview of each project within the Gateway Program, the outcomes of the completed Program, and a summary of financial steps taken to date.

**5. Update on Federal Funding and Financing Programs Presentation**

- Trustee Right provided a brief overview of federal funding and financing programs available to large, complex regional projects such as the Gateway Program. The overview included the Federal Transit Administration’s Capital Investment Program, and the Department of Transportation’s Master Credit and Emerging Projects Agreements for TIFIA and RRIF.

**6. Recognition**

- Interim Executive Director Porcari offered a brief recognition of Andrew Right’s leadership of the Build America Bureau and his efforts in support of critical infrastructure investments, including the Gateway Program.

**7. Record of the Certificate of Incorporation, Adoption of By-Laws**

- Temporary Chair Bagger made a motion to direct the Secretary of the Corporation, when elected, to make a copy of the signed and certified Articles of Incorporation and place them in a corporate records book to be kept at the Gateway Program Development Corporation’s principal office when it is determined. The motion was seconded by Trustee Coscia and passed with unanimous vote.
- Temporary Chair Bagger made a motion for the adoption of the by-laws of the Gateway Program Development Corporation, in order to allow the Corporation to begin to operate. Trustee Bagger noted that the Board will continue to review the by-laws over the next 90 days, and make any revisions necessary at a subsequent Board meeting. The motion was seconded by Trustee Cohen and passed with unanimous vote.

**8. Election of Officers**

- Trustee Cohen made a motion to nominate Trustee Bagger to the Office of the Chair of the Gateway Program Development Corporation. The motion was seconded by Trustee Coscia and passed with unanimous vote.
- Chairman Bagger stated that, in accordance with the by-laws, Trustee Coscia will serve in the Office of the Vice Chair of the Gateway Program Development Corporation.
- Chairman Bagger made a motion to nominate Trustee Cohen to the Office of the Treasurer of the Gateway Program Development Corporation. The motion was seconded by Trustee Coscia and passed with unanimous vote.
- Chairman Bagger made a motion to nominate Diana Lopez to the Office of the Secretary and General Counsel of the Gateway Program Development Corporation. The motion was seconded by Trustee Coscia and passed with unanimous vote.

**9. Public Comments on Agenda Items and Other Matters**

- Secretary Lopez announced that there were 5 registered speakers, and began the public comment period.
- Speaker: Mark Lohbauer, Regional Plan Association
- Speaker: Christopher Boylan, General Contractors Association of New York
- Speaker: David Peter Alan, Lackawanna Coalition
- Speaker: Joseph Clift
- Speaker: Janna Chernetz, Tri-State Transportation Campaign

**10. Action Item: Authorization to Enter into Emerging Projects Agreement – Gateway Program Phase I**

- Chairman Bagger announced the remaining action item before the Board, the authorization to enter into the Emerging Projects Agreement for Phase 1 of the Gateway Program. Trustee Coscia made the motion to approve the item, seconded by Trustee Cohen. The motion passed with unanimous vote, with Trustees Bagger, Cohen and Coscia voting in favor. Trustee Right was recused.

**11. Executive Session Authorization**

- Chairman Bagger announced that the Board would be entering Executive Session to discuss personnel matters, following a brief session with members of the press. Chairman Bagger announced that any discussions undertaken in Executive Session could be made public at the conclusion of the matters, if appropriate. At 2:08pm, Trustee Coscia made a motion to enter into Executive Session, seconded by Trustee Cohen, and the motion passed with unanimous vote.

**12. Adjournment**

- The Trustees reconvened in public session at 2:48pm. There being no further business to come before the Board, Chairman Bagger made a motion to adjourn the meeting. Trustee Cohen seconded the motion. It passed with unanimous vote, and the meeting was adjourned at 2:49pm.