

#0918-01: RECOMMENDATION REGARDING FINANCIAL ADVISOR

Pursuant to Port Authority of New York & New Jersey (Port Authority) Request for Proposals #52678 (RFP), Gateway Program Development Corporation (GDC) sought one or more Financial Advisor(s) for the first phase of the Gateway Program, including the Portal North Bridge and the Hudson Tunnel Project. Working on behalf of and in coordination with GDC, the Port Authority's procurement staff oversaw the selection committee process. GDC's Interim Finance Director, together with a Selection Committee with representatives from Amtrak, NJ Transit and the Port Authority, reviewed proposals, advised the Board of Trustees of the results of the selection process and made a recommendation to the Board of Trustees. The recommendation was based on the firm's qualifications and experience, the firm's technical approach, the quality and experience of proposed staff, as well as proposed fees and charges. The amount of such fees and charges will be paid by the Port Authority on behalf of GDC, as part of the \$44 million authorized by the Port Authority Board of Commissioners on February 15, 2018. The agreement for financial advisory services will be entered into by the Port Authority and be subject to the direction and control of GDC. The financial advisor's fiduciary duty shall be to GDC.

Pursuant to the forgoing, the following resolution was adopted, with Trustees Cohen, Coscia and Zaro voting in favor.

RESOLVED, that the Selection Committee, including the Interim Finance Director, assisted by procurement staff of the Port Authority, recommends to the Board of Trustees that Ernst & Young Infrastructure Advisors, LLC serve as a Financial Advisor to GDC for an initial period of 3 years, subject to the terms and conditions of the agreement, including terminable on five (5) days written notice, and it is further

RESOLVED, that the Board of Trustees after due deliberation has determined to accept such recommendation, and it is further

RESOLVED, that Ernst & Young Infrastructure Advisors, LLC's scope of work should include helping to identify and compare different financing and funding sources including private capital, developing and comparing different procurement methodologies, including public private partnerships, as part of conducting a value for money analysis, and assisting in preparing for and conducting procurement, and it is further

RESOLVED, that the Interim Finance Director is authorized to advise the Port Authority that the Port Authority may, upon completion of due diligence, enter into an agreement with Ernst & Young Infrastructure Advisors, LLC substantially in the form set forth in the RFP, and it is further

RESOLVED, that the Interim Finance Director, or other person designated by the Board of Trustees, shall brief the Board of Trustees from time to time upon request of the Board of Trustees with regard to Ernst & Young Infrastructure Advisors, LLC's fulfillment of its scope of work pursuant to the agreement.