

Gateway Development Commission
Special Meeting of the Board
Held Via Teleconference

August 28, 2024

MINUTES

The following Commissioners were present:

NEW JERSEY

Janine Bauer

Amy Rosen

NEW YORK

Alicia Glen, Co-Chair

Jamey Barbas

AMTRAK

Anthony R. Coscia, Vice Chair

I. Call to Order

The public meeting was called to order by Co-Chair Glen at approximately 10:00 AM.

Co-Chair Glen advised that public comments were being solicited virtually and audio of the meeting was 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 Anderson conducted a roll call and confirmed that all Commissioners were present (with the exception of Co-Chair Grewal-Virk and Commissioner Dominguez), and that there was a quorum.

Acting Secretary Anderson stated that adequate notice of today's 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 August 1, 2024 Meeting

Acting Secretary Anderson reported that copies of the Minutes of the meeting of August 1, 2024 were delivered in electronic form to the Governors of New York and New Jersey on August 1, 2024, and that the time for action by the Governors of New York and New Jersey expired at midnight on August 15, 2024, at which time the actions recorded in the Minutes went into full force and effect.

III. Gateway Program Update

The Commission's Chief Executive Officer, Kris Kolluri, provided an update on the Federal-State Partnership for Intercity Passenger Rail Grant Agreement with the United States Department of Transportation, Federal Railroad Administration.

Following the presentation, Co-Chair Glen thanked Mr. Kolluri for the update, and there were no questions or comments from the Board.

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. She indicated that a form for soliciting these comments was posted to the Gateway Program website and was available throughout today's meeting.

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

Commenter	Topic
Shelley Armato, Build with Accountability and Sustainable Data	Hudson Tunnel Project Data Analysis
William Healey, NJ Alliance for Action	Federal Funding

Co-Chair Glen noted that all written comments received by 5:00 p.m. on August 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. The Commission did not receive any additional written comments on the day of the Board Meeting.

V. Action Items

#0824-06: Authorization delegating authority to Chief Executive Officer to Enter Into, Execute, and Amend Federal-State Partnership for Intercity Passenger Rail Grant Agreement with the United States Department of Transportation, Federal Railroad Administration, and related Agreements with NJ Transit Corporation and National Railroad Passenger Corporation

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

VI. Adjournment

Co-Chair Glen noted that there was no further business to conduct, and then motioned to adjourn the meeting. Upon the motion being duly made by Co-Chair Glen and seconded by Commissioner Rosen, the meeting was adjourned at approximately 10:10 AM.

Respectfully submitted,

/s/ Maria C. Anderson
Maria C. Anderson, Acting Secretary

#0824-06: AUTHORIZATION DELEGATING AUTHORITY TO CHIEF EXECUTIVE OFFICER TO ENTER INTO, EXECUTE, AND AMEND FEDERAL-STATE PARTNERSHIP FOR INTERCITY PASSENGER RAIL GRANT AGREEMENT WITH THE UNITED STATES DEPARTMENT OF TRANSPORTATION, FEDERAL RAILROAD ADMINISTRATION, AND RELATED AGREEMENTS WITH NJ TRANSIT CORPORATION AND NATIONAL RAILROAD PASSENGER CORPORATION

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).

By Resolution #0922-01, the Board authorized GDC to assume the role of NEPA Project Sponsor and federal grant recipient for the Hudson Tunnel Project (“**HTP**”) from the Port Authority of New York and New Jersey.

GDC has been informed that the United States Department of Transportation (“**USDOT**”), through the Federal Railroad Administration (“**FRA**”), has authorized GDC to receive a Federal-State Partnership for Intercity Passenger Rail Grant (“**FSP**”) in the maximum amount \$3,799,999,820 to be used for payment of HTP project costs. Relevant terms and conditions pertaining to the FSP will be memorialized in an agreement to be entered into between the FRA and GDC (the “**FSPA**”).

The FSPA imposes obligations upon GDC that must be performed by NJ TRANSIT and Amtrak and requires GDC to enter into agreements with NJ TRANSIT (“**NJT Agreement**”) and Amtrak (“**Amtrak Agreement**”) to ensure such performance.

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.”

Adopted- 8/28/24

In order to enable the efficient and timely effectuation of the Gateway Program, and in particular the HTP, it is necessary to delegate to the Chief Executive Officer the authority to take categories of actions in addition to those delegated 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 the GDC Chief Executive Officer is delegated authority on behalf of GDC to enter into the FSPA, NJT Agreement and Amtrak 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 the FSPA and make, execute, and deliver in the name of and on behalf of GDC the FSPA once finalized, and to take all other steps necessary to comply with the terms and conditions of the FSPA 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 the FSPA as may be necessary or required for the delivery of the HTP, subject to the concurrence of the National Railroad Passenger Corporation, Port Authority of New York and New Jersey, NJ Transit Corporation, New Jersey Turnpike Authority, the Treasurer of the State of New Jersey, and/or State of 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 the FSPA.

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 the Amtrak Agreement with Amtrak concerning performance of Amtrak obligations as required by the FSPA, and make, execute, and deliver in the name of and on behalf of GDC the Amtrak Agreement once finalized, and to take all other steps necessary to comply with the terms and conditions of the Amtrak Agreement once executed and to take all other steps necessary to comply with the terms and conditions of such Amtrak 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 the NJT Agreement with NJ TRANSIT concerning NJ TRANSIT performance obligations as required by the FSPA, and make, execute, and deliver in the name of and on behalf of GDC the NJT Agreement once finalized, and to take all other steps necessary to comply with the terms and conditions of the NJT Agreement once executed and to take all other steps necessary to comply with the terms and conditions of such NJT Agreement.

RESOLVED, that the GDC Chief Executive Officer, General Counsel, Chief Financial Officer, and Chief Administrative Officer are each authorized to take any and all actions consistent with the FSPA, NJT Agreement and Amtrak Agreement, and make, execute, and deliver in the name of and on behalf of GDC any other documents and certifications as may be necessary or required in order to achieve entry into the FSPA and the NJT Agreement and Amtrak Agreement.

Adopted- 8/28/24

RESOLVED, that the GDC Chief Executive Officer is authorized to approve, create, amend, manage, and administer, the FSPA, NJT Agreement and Amtrak Agreement, on behalf of GDC upon such terms as the Chief Executive Officer may deem proper, subject to the concurrence of the National Railroad Passenger Corporation, Port Authority of New York and New Jersey, NJ Transit Corporation, New Jersey Turnpike Authority, the Treasurer of the State of New Jersey, and/or State of New York, as applicable, on the content of such FSPA amendment, and to enter into or execute any such agreements or other documents or certifications on behalf of GDC as may be necessary or required in connection with the establishment, maintenance, receipt and disbursement of funds pursuant to the FSPA and NJT Agreement and Amtrak Agreement.

RESOLVED, that the GDC Chief Executive Officer is authorized to delegate, in writing, the authority to authorize, approve, create, amend, and manage any aspect of the FSPA, NJT Agreement and Amtrak Agreement, and execute such documents as may be required to effectuate the FSPA, NJT Agreement and Amtrak Agreement to other officers or employees of GDC provided that the GDC Chief Executive Officer provides notice in writing to the Co-Chairs and Vice Chair of the Board of such delegation.

RESOLVED, that the GDC Chief Executive Officer or designee may enter into and execute any agreements and other documents on behalf of GDC in connection with the FSPA, NJT Agreement and Amtrak Agreement in their discretion.

RESOLVED, that the GDC Chief Executive Officer is authorized to settle all claims by or against GDC arising out of the FSPA, NJT Agreement and Amtrak Agreement where the total payment or amount of the claim is not in excess of \$500,000. Claims against GDC shall include claims against individuals for which GDC would be responsible under Article VII of GDC's Bylaws ("Defense and Indemnification of Individuals") provided, however, that in the case of claims against individuals for which GDC would be responsible under said Article VII which are covered by insurance purchased by or on behalf of such individuals, GDC shall pay such claims only to the extent that they are in excess of the amount for which insurance carriers are responsible.

RESOLVED, that the GDC Chief Executive Officer will report back to the GDC Board of Commissioners upon entry into the FSPA, NJT Agreement and Amtrak Agreement, and execution of all documents related thereto or any amendments thereto.