

Gateway Development Commission
Regular Meeting of the Board
Hybrid Held In-Person (New Jersey) and Via Teleconference

December 12, 2024

MINUTES

The following Commissioners were present:

NEW JERSEY

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

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 10:00 AM.

Co-Chair Glen advised that public comments were being solicited in-person and 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, 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 October 11, 2024 Meeting

Acting Secretary Anderson reported that copies of the Minutes of the meeting of October 11, 2024 were delivered in electronic form to the Governors of New York and New Jersey on October 11, 2024, and that the time for action by the Governors of New York and New Jersey expired at midnight on October 28, 2024, at which time the actions recorded in the Minutes went into full force and effect.

III. Gateway Program Update

Commissioner Barbas was recused from the presentation involving the Delivery Partner Action Item #1224-03. The Commission's Acting Chief Executive Officer, Patrick J. McCoy, provided an update on the Gateway Program and the budget for the 2025 fiscal year, and Acting Chief Technical Officer provided an update on construction of the Project. Deputy Chief Madeleine McDonnell provided an update on activities by MPA Delivery Partners. Chief of Public Outreach Stephen Sigmund presented a time lapse video of construction progress of Tonnelles Avenue.

Following the presentation, Co-Chair Glen thanked Mr. McCoy and GDC staff 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 was one written comment received by 5:00 PM on December 11, 2024:

Commenter	Topic
Ivan Thornton, Fiduciary Management Group	Community Benefits

Co-Chair Glen noted that all written comments received by 5:00 p.m. on December 11, 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 following individuals provided in-person public comments during the December 12, 2024 Board Meeting:

Commenter	Topic
William Healey, NJ Alliance for Action	Hudson Tunnel Project
Ian Acriche, Regional Plan Association	Hudson Tunnel Project
Ivan Thornton, Fiduciary Management Group	Community Benefits

There were no written comments received on the day of the meeting.

V. Action Items

#1224-01: Authorization of Amendment to Board Bylaws

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 Resolution was unanimously approved. The roll call vote is referenced in the attached Resolution.

#1224-02: Adoption of Gateway Development Commission’s Final Annual Operating Budget for Fiscal Year 2025

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 Vice-Chair Coscia seconded the motion. The Resolution was unanimously approved. The roll call vote is referenced in the attached Resolution.

#1224-03: Authorization of Delegation of Authority to Chief Executive Officer in Connection with Contract GDC-24-005-HTP for the Performance of Professional Services by Delivery Partner to Support the Hudson Tunnel Project, Issuance of New Task Orders, and Assignment and Assumption of Leases

Commissioner Barbas was recused from this action item. 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 Co-Chair Grewal-Virk seconded the motion. The Resolution was unanimously approved. The roll call vote is referenced in the attached Resolution.

VI. Executive Session

Co-Chair Glen 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 Glen noted that the Board would reconvene the public meeting for purposes of adjournment. Co-Chair Glen motioned to enter into Executive Session, Co-Chair Grewal-Virk seconded the motion, and the motion was unanimously approved at approximately 10:30 AM.

VII. Adjournment

Co-Chair Glen reopened the meeting after Executive Session at approximately 11:25 AM and Acting Secretary Anderson noted that attendance of Co-Chair Glen, Co-Chair Grewal-Virk, Vice-Chair Coscia, Commissioner Barbas and Commissioner Bauer constituted a quorum. 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 Co-Chair Grewal-Virk, the meeting was adjourned at approximately 11:30 AM.

Respectfully submitted,

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

#1224-01: AUTHORIZATION OF AMENDMENT TO BOARD BYLAWS

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**”).

Article X of the GDC Bylaws provides that “Bylaws may be amended by resolution duly adopted at any Meeting of the Board . . .”

By Resolution approved on March 5, 2021, the Board authorized the Bylaws of the Gateway Development Commission.

By Resolution 0721-01 adopted by the Board on July 12, 2021, the Board amended the Bylaws.

The Commission has determined the Bylaws should be further amended to allow Amtrak to appoint alternates to serve in the event of the absence of the Amtrak Commissioner due to unavailability or incapacity.

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

RESOLVED, that the Board approves an amendment to the Bylaws consistent with that attached hereto as Exhibit A.

EXHIBIT A

Section 2.01(c): one Commissioner appointed by the National Railroad Passenger Corporation, a corporation organized under 49 U.S.C. § 24101 *et seq.* and the laws of the District of Columbia ("Amtrak") (the "Amtrak Commissioner"). Amtrak may designate ~~an~~ alternate Commissioners who are officers of Amtrak to serve in the event of the (i) absence, whether due to unavailability or incapacity, of the Amtrak Commissioner; or (ii) recusal of the Amtrak Commissioner pursuant to Section 4.07.

Section 4.06 Board Action. Action may be taken and motions and resolutions adopted by the Commission at any Meeting of the Board by the affirmative vote of at least two New York Commissioners, two New Jersey Commissioners and the Amtrak Commissioner. In the event that the recusal of two New York Commissioners or two New Jersey Commissioners precludes obtaining the requisite number of affirmative votes otherwise required by this section, the affirmative vote of the remaining Commissioner of that State shall be sufficient. In the event that the recusal or absence of the Amtrak Commissioner precludes obtaining the requisite number of affirmative votes otherwise required by this section, the affirmative vote of an alternate Commissioner designated by Amtrak shall be required.

#1224-02: ADOPTION OF GATEWAY DEVELOPMENT COMMISSION'S FINAL ANNUAL OPERATING BUDGET FOR FISCAL YEAR 2025

The Gateway Development Commission (the “**Commission**” or “**GDC**”) 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 provides that the Commission “shall prepare a detailed annual operating budget”, and further provides 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 notes 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 proposed operating budget for Fiscal Year 2025 that was published on the Commission’s website on November 22, 2024 in accordance with the GDC Act.

The operating budget forecasts spending of \$56,382,080, comprised of total operating expenses of \$39,110,080, and total interest on short term facility expenses of \$17,272,000. 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 support the Commission’s operations, as further detailed in **Exhibit A**.

The Commission desires to adopt the proposed operating budget as the final annual operating budget for Fiscal Year 2025.

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

RESOLVED, pursuant to the Act, the Commission adopts the Operating Budget attached hereto as **Exhibit A** in the amount of \$56,382,080 as the final annual Operating Budget for Fiscal Year 2025; and

RESOLVED, that the GDC CEO is authorized to fund the 2025 Operating Budget with funds provided by the State of New York, State of New Jersey and National Passenger Railroad Corporation (Amtrak), through direct contributions, operating reserves (including a portion of the excess 2023 fiscal year carry forward balance of \$40 million that was not programmed in the 2024 operating budget), and operating reimbursements.

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 Budget for Fiscal Year 2025 Resolution and attachment; and

RESOLVED, that the GDC CEO is authorized to take any and all actions consistent with this Resolution and to make, execute, and deliver in the name of and on behalf of GDC all instruments, agreements, certifications, and all other documents as may be required or contemplated by the foregoing, including GDC Operating Funding Agreements with the State of New York, the State of New Jersey, and Amtrak, containing such terms as the GDC CEO and applicable staff deem necessary and advisable in order to effectuate transactions providing for the funding by each such entity of one-third of the Operating Budget for Fiscal Year 2025, as well as any additional agreements that may be necessary related to the disposition of existing and unused Fiscal Year 2024 funding, subject to Board action to approve the use of such funding; and

RESOLVED, that the GDC CEO and applicable staff will report back to the Board once GDC and the State of New York, the State of New Jersey, and Amtrak have executed the respective GDC Operating Funding Agreements.

Adopted 12/12/2024

EXHIBIT A

2025 Proposed Operating Budget

Operating Expenses	
Staff	\$19,924,035
Professional Support Services	\$17,200,879
Rent and Utilities	\$378,416
Administration	\$1,416,750
Office Equipment, Services and Supplies	\$190,000
Sub - Total Operating Expenses	\$39,110,080
Interest on Short Term Facility	\$17,272,000
Total Budgeted Operating Expenses	\$56,382,080

* Includes financial advisory, outside legal counsel, expert advisory and systems costs

#1224-03: AUTHORIZATION OF DELEGATION OF AUTHORITY TO CHIEF EXECUTIVE OFFICER IN CONNECTION WITH CONTRACT GDC-24-005-HTP FOR THE PERFORMANCE OF PROFESSIONAL SERVICES BY DELIVERY PARTNER TO SUPPORT THE HUDSON TUNNEL PROJECT, ISSUANCE OF NEW TASK ORDERS, AND ASSIGNMENT AND ASSUMPTION OF LEASES

To help ensure the functionality of intercity and commuter rail infrastructure between the State of New York (“**New York**”) and the State of New Jersey (“**New Jersey**”), and throughout the Northeast Corridor (the “**NEC**”), New York and New Jersey 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.”

By Resolution 0224-07 approved on February 28, 2024, the Board authorized the award of Contract GDC-24-005-HTP (the “**Contract**”) to provide professional, technical, construction management, project management and other support services to support the Hudson Tunnel Project (“**HTP**”) to MPA Delivery Partners (comprised of Mace North America Limited, Parsons Transportation Group of New York, Inc., and Arcadis of New York, Inc.) (“**Delivery Partner**”). In addition to Contract GDC-24-005-HTP, Resolution 0224-07 authorized GDC to execute Task Orders 001, 002, 003, 004A, 005, 006, 007, 008 and 009 (“**Phase A Task Orders**”) in an amount not to exceed \$26,823,778 (“**Phase A Contract Price**”) and further authorized an additional amount equal to five percent (5%) of the Phase A Contract Price for contingencies. Phase A Task Order Services began upon issuance of a notice to proceed in March 2024 to support GDC and its Supporting or Executing Partners, NJ TRANSIT Corporation, the Port Authority of New York and New Jersey, and the National Railroad Passenger Corporation (“**Amtrak**”) (collectively “**SEP**”) in the delivery of the HTP. Under Resolution 0224-07, Phase A Task Orders 001, 002, 003, 006, 007, and 008 were due to end on September 2, 2024, and GDC was required to seek Board approval of any subsequent Task Orders.

By Resolution 0824-05 approved on August 1, 2024, the Board authorized a delegation

of authority related to Contract GDC-24-005-HTP and Phase A Task Orders, and further authorized Phase A Task Orders 001, 002, 003, 006, 007 and 008 be extended to December 31, 2024. The Board also authorized an increase in the amount of \$34,465,222 to the Phase A Contract Price for a total amount not to exceed \$61,289,000 ("**Phase A Increased Contract Price**") and an additional amount equal to five percent (5%) of the Phase A Increased Contract Price for contingencies. This increase allowed for continuity in "Delivery Partner" services, for the refinement in existing services to better meet the needs of the project and the communities, and for the work needed to identify real estate properties for the HTP's Project Management Offices and Community Engagement Centers in New York and New Jersey.

Phase A Task Orders 001, 002, 003, 005, 006, 007, and 008 require Delivery Partner to provide additional staffing, acquire information technology, and/or incur other expenses to support the HTP. The periods of performance of Phase A Task Orders 001, 002, 003, 006, 007, and 008 will expire on December 31, 2024, and Phase A Task Order 005 will expire on January 31, 2025.

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

RESOLVED, that the GDC Chief Executive Officer or designee is authorized to execute Task Orders 001.B, 005.B, 006.B, 007.B, and 008.B of Contract GDC-24-005-HTP each for a term ending on July 31, 2025, and Task Orders 002.B1, 002.B2, 002.B3, 002.B4 and 003.B for a period not to exceed March 18, 2030. The GDC Chief Executive Officer or designee is authorized to further increase the Phase A Contract Price in an amount not to exceed \$96,165,389, thereby amending the total amount of the Phase A Contract Price to \$157,454,389 ("**Total Phase A Contract Price**"). This amendment will support the continuity of Delivery Partner services to GDC and SEPs, facilitate the leasing of properties for the HTP Project Management Offices, and Community Outreach Centers required under the Environmental Impact Statement (EIS) in New York and New Jersey, and enable the acquisition of essential technology to ensure continued information security while staying at the forefront of megaproject requirements.

RESOLVED, that the GDC Chief Executive Officer or designee is authorized to increase the Total Phase A Increased Contract Price by an additional amount equal to five percent (5%) of the Total Phase A Increased Contract Price for contingencies, in each case subject to the availability of funds, 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, Chief Financial Officer, and Chief Administrative Officer are each authorized to take any and all actions consistent with Contract GDC-24-005-HTP and Task Orders 001.B, 002.B1, 002.B2, 002.B3, 002.B4, 003.B, 005.B, 006.B, 007.B, and 008.B, enter into any amendments thereto, and make, execute, and deliver in the name of and on behalf of GDC any Assignment and Assumption Agreements related to the HTP Project Management Offices and Community Outreach Centers in New York and New Jersey, or

other documents or certifications as may be necessary or required in connection therewith.

RESOLVED, that the GDC Chief Executive Officer is authorized to approve, create, amend, manage, administer, and terminate Contract GDC-24-005-HTP and Phase A Task Orders 001.B, 002.B1, 002.B2, 002.B3, 002.B4, 003.B, 005.B, 006.B, 007.B, and 008.B on behalf of GDC upon such terms as the Chief Executive Officer may deem proper, and to enter into or execute any such agreements and other documents on behalf of GDC as may be necessary or required in connection with the establishment, maintenance, amendment, assignment, and termination of Contract GDC-24-005-HTP and Phase A Task Orders 001.B, 002.B1, 002.B2, 002. B3, 002.B4, 003.B, 005.B, 006.B, 007.B, and 008.B, consistent with this Resolution.

RESOLVED, that the GDC Chief Executive Officer is authorized to delegate, in writing, the authority to authorize, approve, create, amend, manage, and/or terminate any aspect of Contract GDC-24-005-HTP and/or Phase A Task Orders 001.B, 002.B1, 002.B2, 002. B3, 002. B4, 003.B, 005.B, 006.B, 007.B, and 008.B as may be required to other officers or employees of GDC provided that the Chief Executive Officer provides notice in writing to the Co-Chairs and Vice Chair of the Board of such delegation, and any delegations of authority having occurred prior hereto are hereby ratified.

RESOLVED, that the GDC Chief Executive Officer or his designee may enter and execute any documents on behalf of GDC in connection with Contract GDC-24-005-HTP and/or the Phase A Task Orders 001.B, 002.B1, 002.B2, 002.B3, 002.B4, 003.B, 005.B, 006.B, 007.B, and 008.B in their discretion, and any such documents having been executed prior hereto are hereby ratified.