



The Port Authority of New York and New Jersey Meetings of the Board of Commissioners and Board Committee Meetings – Thursday, October 24, 2024

The following is the agenda and related materials as of Monday, October 21, for the October 24, 2024, meetings of the Board of Commissioners of The Port Authority of New York and New Jersey and its subsidiaries to be held at 4 World Trade Center, 150 Greenwich Street and live-streamed at <https://www.panynj.gov/corporate/en/board-meeting-info/videos.html>.

In-person meeting attendees are required to go through a security screening upon entering the building. Attendees are encouraged to arrive early. Security screening will begin at 11:30 a.m.

For members of the public interested in viewing the proceedings virtually, a video broadcast will be live streamed from the Port Authority's website. The video broadcast may be accessed at <https://www.panynj.gov/corporate/en/board-meeting-info/videos.html>.

Executive Session Meetings – 9:00 a.m.

Committee on Capital Planning, Execution and Asset Management

The Committee on Capital Planning, Execution and Asset Management will meet in executive session to discuss matters involving ongoing negotiations or reviews of contracts or proposals.

Executive Session - All Commissioners

The Board of Commissioners will meet in executive session prior to the public meetings to discuss matters related to the purchase, sale, or lease of real property, where disclosure would affect the value thereof or the public interest, matters related to personnel and personnel procedures, and matters involving ongoing negotiations or reviews of contracts or proposals, and to discuss and act upon matters related to security or public safety.

Public Meetings – 12:30 p.m. (Board Room)

<ul style="list-style-type: none">• Committee on Finance<ul style="list-style-type: none">– Quarterly Financial Results	Libby McCarthy
<ul style="list-style-type: none">• Committee on Capital Planning, Execution and Asset Management<ul style="list-style-type: none">– Newark Liberty International Airport – EWR Vision Plan – Authorization of Additional Planning for Redevelopment of Terminal B– Quarterly Capital Performance Results	Jacqueline McCarthy Derek Utter
<ul style="list-style-type: none">• Board Meeting – 1:00 p.m. (estimated)<ul style="list-style-type: none">– Moment of Silence– Report of Executive Director– Speakers Program*– Resolution Approvals	Richard Cotton

For more information, contact the Office of the Secretary at (212) 435-6682 or (212) 435-7312.

Media Only: (212) 435-7777

SUBJECT TO CHANGE

* Members of the public wishing to address the Board on Port Authority-related matters may do so either in-person at the public board meeting, or by submitting a pre-recorded video statement or written statement if participating virtually.

Individuals planning to address the Board in-person at the public board meeting are encouraged to register by completing and submitting a speakers registration form online by 9 a.m. on the day of the board meeting.

Individuals may submit written statements up until 9 a.m. on the day of the board meeting to Speakersprogram@panynj.gov. Individuals wishing to submit a pre-recorded video statement as part of the speakers' program should do so by close of business the day prior to the board meeting. Pre-recorded video statements will be broadcast as part of the public board meeting.

All speakers are limited to three minutes each, and speaking time may not be transferred. The public comment period may be limited to 30 minutes. Appropriate photo identification is required.

Note: Prerecorded video statements must be smaller than 100 megabytes.

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The Port Authority of New York and New Jersey is a bi-state agency that builds, operates, and maintains many of the most important transportation and trade infrastructure assets in the country. For over a century, the agency's network of major airports; critical bridges, tunnels and bus terminals; a commuter rail line; and the busiest seaport on the East Coast has been among the most vital in the country – transporting hundreds of millions of people and moving essential goods into and out of the region. The Port Authority also owns and manages the 16-acre World Trade Center campus, which today welcomes tens of thousands of office workers and millions of annual visitors. The agency's historic \$37 billion 10-year capital plan includes unprecedented transformation of the region's three major airports – LaGuardia, Newark Liberty and JFK – as well as an array of other new and upgraded assets, including the \$2 billion renovation of the 90-year-old George Washington Bridge. The Port Authority's annual budget of \$8 billion includes no tax revenue from either the states of New York or New Jersey or from the City of New York. The agency raises the necessary funds for the improvement, construction or acquisition of its facilities primarily on its own credit. For more information, visit www.panynj.gov or check out the Now Arriving blog.

**Form of Proposed Resolutions to be Considered by the Board and Committees
at the October 24, 2024 Meeting***

1. Newark Liberty International Airport – Terminal B Lounges – British Airways PLC – Lease AND-513, and Société Air France d/b/a Air France – Lease AND-514
2. Newark Liberty International Airport — Terminal B Lounges – DreamJet SAS d/b/a La Compagnie – Lease AND-516
3. Newark Liberty International Airport – Redevelopment – Authorization of Additional Planning Work for the Redevelopment of Terminal B

* The Board is also expected to take action on an item in executive session related to security or public safety.

**NEWARK LIBERTY INTERNATIONAL AIRPORT – TERMINAL B LOUNGES –
BRITISH AIRWAYS PLC - LEASE AND-513, AND SOCIÉTÉ AIR FRANCE D/B/A
AIR FRANCE – LEASE AND-514**

It was recommended that the Board authorize the Executive Director to enter into the following two new seven-year leases for the use and occupancy of state-of-the-art passenger lounges at Newark Liberty International Airport (EWR) Terminal B, each with three one-year extensions: (1) Lease No. AND-513 with British Airways plc (British Airways) for the letting of an 8,200-square-foot airline passenger lounge, effective on or about November 15, 2024; and (2) Lease No. AND-514 with Société Air France d/b/a Air France (Air France) for the letting of a 6,129-square-foot airline passenger lounge, effective on or about January 1, 2025.

The currently proposed two leases are the result of a publicly advertised competitive solicitation for the operation of passenger lounges at Terminal B. The Port Authority received two proposals that met the minimum criteria in response to this solicitation. British Airways submitted a compliant proposal for lounge space in the B2 Terminal and Air France submitted a compliant proposal for lounge space in the B3 Terminal.

British Airways (Lease No. AND-513)

British Airways would pay a total minimum aggregate rental of approximately \$13.2 million over the initial term of the lease, comprised of building rent and additional rent based on the greater of a minimum annual guarantee or a percentage rent of gross receipts.

British Airways would make a minimum capital investment of \$8.5 million to fully rehabilitate and refurbish the lounge space. In the event that the Port Authority terminates the lease without cause prior to the expiration of the term, the Port Authority would be obligated to reimburse British Airways for the unamortized portion of that capital investment.

Air France (Lease No. AND-514)

Air France would pay a total minimum aggregate rental of approximately \$13.4 million over the initial term of the lease, comprised of building rent and additional rent based on the greater of a minimum annual guarantee or a percentage rent of gross receipts.

Air France would make a minimum capital investment of \$3 million to refurbish the lounge space. In the event that the Port Authority terminates the lease without cause prior to the expiration of the term, the Port Authority would be obligated to reimburse Air France for the unamortized portion of that capital investment.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a new seven-year lease, with three one-year extension options, with British Airways plc for the use and occupancy of an 8,200-square-foot airline passenger lounge at Newark Liberty International Airport (EWR) Terminal B2, substantially in accordance with the terms outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a new seven-year lease, with three one-year extension options, with Société Air France d/b/a Air France for the use and occupancy of a 6,129-square-foot airline passenger lounge at EWR Terminal B3, substantially in accordance with the terms outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into any other contracts and agreements necessary or appropriate in connection with the foregoing; and it is further

RESOLVED, that the form of all contracts, agreements and other documents in connection with the foregoing shall be subject to the approval of General Counsel or her authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or her authorized representative.

**NEWARK LIBERTY INTERNATIONAL AIRPORT – TERMINAL B LOUNGES –
DREAMJET SAS D/B/A LA COMPAGNIE – LEASE AND-516**

It was recommended that the Board authorize the Executive Director to enter into a new Lease No. AND-516 (the Lease), with DreamJet SAS d/b/a La Compagnie (La Compagnie) at Newark Liberty International Airport (EWR) for the letting of 4,946 square feet of space to be used as a passenger lounge in Terminal B2 at EWR, for a term of seven years with three one-year extensions, effective on or about December 1, 2024.

The lease for the existing lounge expired on June 30, 2024, and La Compagnie is currently paying for occupancy on a month-to-month basis until the proposed new lease is in place.

La Compagnie would continue to occupy and operate the B2 lounge and pay a total minimum aggregate rental of approximately \$7.8 million over the initial term of the Lease, inclusive of building rent and an additional rent based on the greater of a minimum annual guarantee or a percentage rent of gross receipts.

La Compagnie would make a minimum capital investment of \$1.9 million to refurbish the lounge. In the event that the Port Authority terminates the lease without cause prior to the expiration of the term, the Port Authority would be obligated to reimburse La Compagnie for the unamortized portion of that capital investment.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a new seven-year lease, with three one-year extension options, with DreamJet SAS d/b/a La Compagnie for the use and occupancy of an approximately 4,946-square-foot airline passenger lounge in Terminal B2 at Newark Liberty International Airport, substantially in accordance with the terms outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into any other contracts and agreements necessary or appropriate in connection with the foregoing; and it is further

RESOLVED, that the form of all contracts, agreements and other documents in connection with the foregoing shall be subject to the approval of General Counsel or her authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or her authorized representative.

**NEWARK LIBERTY INTERNATIONAL AIRPORT – REDEVELOPMENT –
AUTHORIZATION OF ADDITIONAL PLANNING WORK FOR THE
REDEVELOPMENT OF TERMINAL B**

It was recommended that the Board authorize: (1) additional planning work for the development of a new Terminal B at Newark Liberty International Airport (EWR), including related airside, landside, and utility projects, at an estimated cost of \$35 million; and (2) the Executive Director to: (a) award agreements for professional, technical, and advisory services to support these planning efforts, following a publicly advertised competitive procurement process; and (b) submit an application to the Federal Aviation Administration (FAA) for permission to use Passenger Facility Charges (PFCs), subject to the application being approved by the Chairman and the Executive Director and subsequent resolution adopted by the Board, to recover up to \$35 million of eligible expenditures associated with the foregoing planning work.

On October 24, 2019, the Board authorized vision planning to advance the master planning efforts for the redevelopment of EWR, and, consistent with the vision planning efforts, to provide for initial planning work for the development of a new terminal to replace the existing Terminal B, at an estimated total amount of \$35 million. At that time, the Board also authorized the Executive Director to submit an application to the FAA for permission to use up to \$35 million of PFCs to recover expenditures associated with such planning work. Approximately \$15 million has been expended under the prior authorization, leaving \$20 million available under the 2019 authorization for further planning work.

Terminal B opened in 1973 and is the only passenger terminal at EWR that is operated directly by the Port Authority. Although the terminal was renovated nearly two decades ago, it is size-constrained and is not designed to meet the needs of 21st century air travelers. The EWR Vision Plan set the precedent for the geometry of the EWR redevelopment, including airside, landside, utilities and the optimal location for a new Terminal B. The proposed additional planning funds are needed to complete the conceptual design for the replacement of the existing Terminal B with a new terminal building, and related airside, landside and utility projects.

The proposed planning work would include the following elements:

- assessing the requirements to replace the existing Terminal B with a new terminal, as well as other airside, terminal, landside and utility projects, including replacement of the Central Heating and Refrigeration Plant;
- further evaluating redevelopment options identified from the EWR Vision Plan on a cost-benefit basis and adjusting, as needed, to align with the agency's Capital Plan;
- finalizing phasing plans for completing work to develop a new Terminal B and related infrastructure;

- identifying and assessing various potential financing options for the terminal development and necessary supporting infrastructure, ranging from private financing by airlines/terminal operators, via Public Private Partnerships, or other alternatives;
- developing necessary National Environmental Policy Act documents to facilitate an environmental review of a proposed future redevelopment;
- developing functional and performance criteria for the new terminal, and further refining EWR's near and long-term landside, terminal, utilities, and airside planning and analysis; and
- coordinating and consulting with external stakeholders, including federal and state government entities, local communities, and others.

The proposed \$55 million in planning work (inclusive of \$20 million in previously authorized funds and the proposed \$35 million request for additional planning work) is needed to ensure that the design for a new Terminal B addresses the key challenges that have been identified through the EWR Vision Plan and the limited planning work for Terminal B conducted to date, including: (1) an increased effort to provide scope and terminal features to serve our passengers at a cost aligned with capacity available in the next capital plan; (2) complex re-phasing and infrastructure coordination efforts, due to the overlap in constructing the AirTrain Newark Replacement Program and work-area logistics; (3) capacity enhancement measures across airside, terminal and landside areas of EWR to maintain a world-class level of service for passenger volumes that are much higher than previously forecasted; and (4) further planning and design development, to reduce risks during the procurement process, solicit optimal competitive bids, and provide more predictable and accurate pricing.

Pursuant to the foregoing report, the following resolution was adopted:

RESOLVED, that additional planning work for the development of a new Terminal B at Newark Liberty International Airport (EWR), including related airside, landside, and utility projects, at an estimated cost of \$35 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award agreements for professional, technical, and advisory services to support the foregoing planning efforts, following a publicly advertised competitive procurement process; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to submit an application to the Federal Aviation Administration for permission to use up to \$35 million of Passenger Facility Charges, subject to the application being approved by the Chairman and the Executive Director and subsequent resolution adopted by the Board, to recover eligible expenditures associated with the foregoing additional planning work; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to take action with respect to other contracts for professional, technical, and advisory services, and such other contracts and agreements as may be necessary to effectuate the foregoing planning work, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

RESOLVED, that the form of all contracts, agreements and other documents in connection with the foregoing shall be subject to the approval of General Counsel or her authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or her authorized representative.