

PORT AUTHORITY TRANSIT CORPORATION

BOARD MEETING

**One Port Center
2 Riverside Drive
Camden, NJ 08103
Wednesday, January 18, 2017**

PRESENT

Pennsylvania Commissioners

Ryan Boyer, Chairman of DRPA/PATCO Boards

Marian Moskowitz

Carl Singley, Esq.

Gary Masino

Joseph Martz

Victoria Madden, Esq. (for Pennsylvania Auditor General Eugene DePasquale; via telephone)

Kathryn Cerulli Joyce, Esq. (for Pennsylvania Treasurer Joseph Torsella; via telephone).

New Jersey Commissioners

Jeffrey Nash, Esq., Vice Chairman

Albert Frattali

E. Frank DiAntonio

Charles Fentress

Richard Sweeney

Tamarisk Jones

DRPA/PATCO Staff

John Hanson, Chief Executive Officer, DRPA / President, PATCO

Maria Wing, Deputy Chief Executive Officer

Raymond J. Santarelli, General Counsel and Corporate Secretary

Stephen Holden, Deputy General Counsel

Kathleen Vandy, Assistant General Counsel

Richard Mosback, Assistant General Counsel

Monica Gibbs, Assistant General Counsel

James White, Chief Financial Officer

Toni P. Brown, Chief Administrative Officer

Robert P. Hicks, Chief Operating Officer

Michael Venuto, Chief Engineer

William Shanahan, Director, Government Relations

Barbara Holcomb, Manager, Capital Grants

Jack Stief, Chief of Police, Public Safety

DRPA/PATCO Staff (Continued)

Michael Williams, Acting Director, Corporate Communications and
Community Relations

Christina Maroney, Director, Strategic Initiatives

John Rink, General Manager, PATCO

Rohan Hepkins, Assistant General Manager, PATCO

John Lotierzo, Director of Finance, DRPA

Orville Parker, Budget/Financial Analysis, Finance

William Naulty, Senior Accounting Clerk, Finance

Darcie DeBeaumont, Manager, Accounting

Jennifer DePoder, Financial Analyst, Finance

Jeffrey Teller, Financial Analyst, Budget/Financial Analysis

Mark Ciechon, Director of Finance, PATCO

David Aubrey, Manager, Internal Audit

Susan Squillace, Manager, Procurement and Stores

Amy Ash, Manager, Contract Administration

Steve Reiners, Director, Fleet Management

Vijay Pandya, Manager, Construction & Maintenance

Katherine Hilinski, Records Manager, OGC

Sheila Milner, Administrative Coordinator, OGC

Nancy Farthing, Executive Assistant to the CEO

Dawn Whiton, Administrative Coordinator, Office of CEO

Others Present

Thomas Huth, Associate Counsel, New Jersey Governor's Authorities Unit

Chelsea Rosebud Guzowski, Director of Economic & Strategic Initiatives, Pennsylvania
Governor's Office of the Budget

Obra Kernodle, Deputy Chief of Staff, Office of the PA Governor

David Dix, Assistant to Chairman Ryan Boyer (via telephone)

Christopher Gibson, Esq., Archer & Greiner (New Jersey Counsel)

Alan Kessler, Esq., Duane Morris LLP (Pennsylvania Counsel; via telephone)

Stephanie Wahba, Esq., Duane Morris LLP (Pennsylvania Counsel)

Arnold Alston, Vice President, Wells Fargo

John Boyle (CAC)

Tony DeSantis (CAC)

Michael Rochester (CAC)

Joe Quigley

OPEN SESSION

Notice

The Corporate Secretary announced that pursuant to its by-laws, public notice of this meeting of the PATCO Board of Commissioners has been given by posting proper notice in the lobby at One Port Center, and issuing proper notice to the public and news media.

Roll Call

Chairman Boyer called the meeting to order at 9:48 a.m. and asked that the Corporate Secretary call the roll. The following Commissioners were present, constituting a quorum: Chairman Boyer, Vice Chairman Nash, DiAntonio, Singley, Frattali, Masino, Sweeney, Fentress, Martz, Moskowitz, Jones, Madden and Joyce.

Public Comment

There was no public comment.

Report of the General Manager

Chairman Boyer asked the General Manager to give his report. Mr. Rink advised that his report stood as submitted. Chairman Boyer called for a motion to approve the General Manager's Report. Commissioner Masino moved the motion and Commissioner Sweeney seconded the motion. There were no questions or comments on the General Manager's Report. All Commissioners in attendance voted in the affirmative, approving the General Manager's Report.

Approval of the December 7, 2016 PATCO Board Meeting Minutes

Chairman Boyer noted that the minutes of the December 7, 2016, PATCO Board Meeting were previously provided to the Governors of New Jersey and Pennsylvania and to the DRPA Commissioners. There were no comments or corrections on the minutes. Chairman Boyer called for a motion to approve the December 7, 2016, PATCO Board Meeting Minutes. Commissioner Fentress moved the motion and Commissioner Sweeney seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted.

Receipt and Filing of the Monthly Lists of Payments, Purchase Orders and Contracts Covering the Month of December 2016

Chairman Boyer noted that the Monthly List of Payments and the Monthly List of Purchase Orders and Contracts covering the month of December 2016 were previously provided to all Commissioners. Chairman Boyer called for a motion to receive and file the lists. Commissioner Martz moved the motion and Commissioner Fentress seconded the motion. There were no questions or comments on the lists. All Commissioners in attendance voted in the affirmative and the motion carried.

Receipt and Filing of the Balance Sheet and Equity Statement dated November 30, 2016

Chairman Boyer called for a motion to receive and file the Balance Sheet and Equity Statement dated November 30, 2016. Commissioner DiAntonio moved the motion and Commissioner Martz seconded the motion. There were no questions or comments on the Balance Sheet and Equity Statement. All Commissioners in attendance voted in the affirmative and the Balance Sheet and Equity Statement dated November 30, 2016 were received and filed.

Approval of Operations & Maintenance Committee Meeting Minutes of January 10, 2017

Chairman Boyer noted that the minutes of the Operations & Maintenance Committee meeting of January 10, 2017 was previously provided to all Commissioners. Chairman Boyer called for a motion to approve the minutes. Commissioner Fentress moved the motion and Commissioner Martz seconded the motion. There were no questions or comments on the Minutes. All Commissioners in attendance voted in the affirmative to approve the minutes.

Adoption of Resolutions Approved by Operations & Maintenance Committee of January 10, 2017

Chairman Boyer announced that there are two (2) resolutions from the Operations and Maintenance Committee Meeting of January 10, 2017 for consideration. They were as follows:

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| PATCO-17-001 | Purchase of Five (5) Upgraded Ticket Office Terminals for Automated Fare Collection System |
| PATCO-17-002 | Exercise of Option Year for Snow Removal Services for PATCO New Jersey Locations on an As-Needed Basis |

Chairman Boyer called for a motion to adopt the two resolutions. Commissioner Martz moved the motion and Commissioner Fentress seconded the motion. There was no question or comment on the Resolutions. All Commissioners in attendance voted in the affirmative to adopt the Resolutions.

Approval of Labor Committee Meeting Minutes of January 10, 2017

Chairman Boyer announced that the minutes of the Labor Committee meeting of January 10, 2017 were previously provided to all Commissioners. Chairman Boyer called for a motion to approve the Labor Committee Meeting Minutes of January 10, 2017. Commissioner Fentress moved the motion and Commissioner Martz seconded the motion. There was no question or comment on the Minutes. All Commissioners in attendance voted in the affirmative to approve the Minutes.

Adoption of Resolution Approved by Labor Committee of January 10, 2017

Chairman Boyer noted that there was one (1) resolution from the Labor Committee meeting of January 10, 2017 for consideration. It was as follows:

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| PATCO-17-004 | Reappointment of Chief Executive Officer for the Delaware River Port Authority and President of the Port Authority Transit Corporation |
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Chairman Boyer called for a motion to adopt the Resolution. Commissioner Fentress moved the motion and Commissioner Frattali seconded the motion. There was no question or comment on the Resolution. All Commissioners in attendance voted in the affirmative to adopt the Resolution.

Unfinished Business

There was no unfinished PATCO business.

New Business

Chairman Boyer noted that there was one (1) item of New Business for consideration, a resolution to authorize staff to enter into certain, listed contracts.

PATCO-17-003

Consideration of Pending DRPA Contracts (Between \$25,000 and \$100,000)

Chairman Boyer called for a motion to approve the resolution. Commissioner Fentress moved the motion and Commissioner Frattali seconded the motion. There was no question or comment on the Resolution. All Commissioners in attendance voted in the affirmative to adopt the Resolution.

EXECUTIVE SESSION

Chairman Boyer announced the Board would be meeting in Executive Session and requested the General Counsel/Corporate Secretary Mr. Santarelli to provide a description of the matters to be discussed. Mr. Santarelli stated that the general subjects to be discussed in Executive Session included matters related to long range strategic planning for DRPA/ PATCO.

Chairman Boyer called for a motion to move into Executive Session. Commissioner Frattali moved the motion and Commissioner Fentress seconded the motion. All Commissioners in attendance voted in the affirmative and the Board moved into Executive Session at 9:53 a.m.

The Board met in Executive Session.

Chairman Boyer called for a motion to close Executive Session. Commissioner Fentress moved the motion and Commissioner Singley seconded the motion. All Commissioners in attendance voted to approve the motion and the Board Meeting moved back into Open Session at 10:32 a.m.

OPEN SESSION

Adjournment

With no further business, Commissioner Fentress moved to adjourn, and Commissioner DiAntonio seconded the motion. All Commissioners in attendance voted to approve the motion and the meeting adjourned at 10:36 a.m.

Respectfully Submitted,

Raymond J. Santarelli, Esquire
General Counsel and Corporate Secretary