

**NJ TRANSIT SPECIAL BOARD
MEETING
MINUTES
OPEN SESSION
1/28/2010**

N TRANSIT

One Penn Plaza East
Newark, New Jersey 07105-2246
973-491-7000



January 28, 2010

Dear Governor Christie:

Pursuant to Chapter 150, Laws of 1979, I herein transmit the minutes of actions taken at the open session of the special telephone meetings of the New Jersey Transit Corporation, NJ Transit Rail Operations, Inc., NJ Transit Bus Operations, Inc., and NJ Transit Mercer, Inc. Board of Directors held on Thursday, January 28, 2010.

I certify that the open session minutes are true and correct.

Sincerely,

A handwritten signature in cursive script that reads "Gwen A. Watson".

Gwen A. Watson
Board Secretary

Enclosures

Honorable Chris Christie
Governor, State of New Jersey
State House
Trenton, NJ 08625

**NJ TRANSIT SPECIAL BOARD
MEETING
NARRATIVE
OPEN SESSION
1/28/2010**

(NJT Board – 01/28/2010)

Minutes of the actions taken at the Open Session of the Board of Directors' Special Telephone Meetings of the New Jersey Transit Corporation, NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Bus Operations, Inc. and NJ TRANSIT Mercer, Inc. held at NJ TRANSIT Headquarters, One Penn Plaza East, Newark, New Jersey on Thursday, January 28, 2010.

Telephone:

James S. Simpson, Acting Chairman
Deborah L. Gramiccioni, Governor's Representative
Gary Brune, Treasurer's Representative
Flora Castillo
Kenneth E. Pringle

Present:

Gwen A. Watson, Board Secretary
Kim Vaccari, Chief Financial Officer & Treasurer
Kenneth Worton, Deputy Attorney General

Acting Chairman James S. Simpson convened the Open Session at 9:30 a.m. in accordance with the Open Public Meetings Act.

Public Comments on Agenda Item

There were three public comments on agenda items. Board Secretary Watson announced a three minute time limit for speakers.

Dan O'Connell, United Transportation Union, welcomed James Weinstein as the new Executive Director. Mr. O'Connell said it is an exciting and challenging time and he looks forward to working with Mr. Weinstein as NJ TRANSIT continues to provide excellent service. Mr. O'Connell hopes Executive Director Weinstein will call upon the union for suggestions and expressed best wishes to him as he serves as NJ TRANSIT's Executive Director

David Peter Alan commented in his personal capacity to welcome Acting Chairman Simpson to the New Jersey side and to welcome Executive Director Weinstein back to NJ TRANSIT. Mr. Alan is active in several capacities, including Chair of the Lackawanna Coalition and Vice-Chair of the Senior Citizens and Disabled Residents Transportation Advisory Committee at NJ TRANSIT. Mr. Alan looks forward to the new administration at NJ TRANSIT and wants to help the new members of the Board and management in any way to improve mobility for everyone who uses transit in New Jersey. This includes people who are dependent on NJ TRANSIT for basic mobility as well as people who have access to an automobile.

Mr. Alan said he hopes Acting Chairman Simpson's New York experience gives him the regional perspective that he would like to see brought to the governance and management of NJ TRANSIT. Mr. Alan and his colleagues appreciate Acting Chairman Simpson's support for congestion pricing for automobiles in Manhattan and were disappointed when the legislature did not approve it. Mr. Alan said he is also aware that Acting Chairman Simpson now has a level of authority concerning the Access to the Region's Core and other projects that he did not have before. Mr. Alan said there are strong concerns about the proposed deep-cavern terminal under 34th Street, which

(NJT Board – 01/28/2010)

some people believe is unsafe and overly costly. Mr. Alan believes strongly that any new rail capacity should go to the existing Penn Station.

Mr. Alan welcomed Executive Director Weinstein back to NJ TRANSIT saying he was glad that someone who knows transportation issues in New Jersey will be able to step into the job in what will be a very challenging time. Mr. Alan remembers the Access to the Region's Core project with Alternative "G" for east side access, which was on the table when Mr. Weinstein was Commissioner and Mr. Alan hopes he remembers, too.

Mr. Alan expressed best wishes to Acting Chairman Simpson and Executive Director Weinstein and hopes they can find a way to preserve and even improve mobility for NJ TRANSIT's riders in the difficult times ahead and Mr. Alan is prepared to work with them towards that goal.

James T. Raleigh, resident of Monmouth County said he is a member of the National Association of Railroad Passengers and the Lackawanna Coalition and is active with the Regional Rail Working Group. Mr. Raleigh is also the President of the Friends of Monmouth Battlefield and is concerned about protecting the National Register landmark from further degradation by commuter rail when other rail alternatives are available. Mr. Raleigh expressed his support for the appointment of the Executive Director and hopes there will be open communications in the future.

Board Secretary Watson presented the following Action Item for approval:

1001-2: EXECUTIVE DIRECTOR: APPOINTMENT AND EMPLOYMENT AGREEMENT

Authorization is requested to appoint James Weinstein as Executive Director of NJ TRANSIT, effective January 30, 2010. Mr. Weinstein's initial salary will be \$261,324 and he will be eligible for incentive compensation for performance measures which include safety, customer service, reliability, financial performance and progress on Access to the Region's Core. This incentive compensation will not exceed \$10,000 in the first year. The initial compensation will become the base annual salary for the following year and the Executive Director will be eligible for an additional incentive compensation of \$10,000 plus the difference between \$10,000 and the incentive earned in the preceding year. Each year thereafter, the base salary shall be similarly adjusted.

The Executive Director will be provided with a motor vehicle, an annual allotment of 25 vacation and 25 sick days, and the agency will make annual premium contributions of no more than \$7100 toward private life insurance. The Executive Director will be eligible for usual and customary benefits afforded other non-agreement management personnel and will pay the usual employee contributions and premiums.

Approval is sought to authorize the Chairman to execute an agreement of employment at an initial salary of \$261,324 with James Weinstein and thereafter the agreement will be administered by the Chair of the Board

(NJT Board – 01/28/2010)

Administration Committee. The agreement will be automatically renewable for one year periods on the anniversary of the hiring date.

Flora Castillo moved the resolution, Kenneth E. Pringle seconded it and it was unanimously adopted.

Public Comments on Non-Agenda Items

There were two public comments on non-agenda items. Board Secretary Watson announced a three minute time limit for speakers.

David Peter Alan, Lackawanna Coalition, welcomed Acting Chairman Simpson to the New Jersey part of the metropolitan area and welcomed Executive Director Weinstein back to NJ TRANSIT. The Lackawanna Coalition is an organization that represents the riders of the Morris & Essex and Montclair Boonton lines. The commuters who ride the trains, buses and light rail are aware of the hard times ahead for New Jersey and the Coalition stands prepared to work with the new management and Board at NJ TRANSIT for the benefit of the riders. Mr. Alan said it is the NJ TRANSIT Board and management's responsibility to improve mobility and not to decrease it. With less transit, people cannot get where they need to go. Mr. Alan looks forward to a new era of cooperation and mutual respect between NJ TRANSIT and representatives of the riding public.

James T. Raleigh commented on two projects of interest that are discussed in the transportation transition report, the Monmouth-Ocean-Middlesex commuter rail study and the Access to the Region's Core project. These two projects followed different processes of the major investment and environmental studies but they are both needed and will provide construction and future jobs. Both projects have had problems in getting the proper attention to the environmental impacts associated with the alternatives. The environmental impact study for Access to the Region's Core was changed to remove the New York Penn Station connection when problems under 34th Street were identified. That decision was not well received. Mr. Raleigh said the Access to the Region's Core project was prominently mentioned in a New York Times article today when the transition panel warned of delays associated with issues of eminent domain.

Mr. Raleigh said the Monmouth-Ocean-Middlesex major investment study did not address a locally preferred alternative for one of its three choices. He said there is money in the budget for Monmouth-Ocean-Middlesex and suggested that the environmental impact statement be completed to make sure that Ocean County has the shortest, fastest route to New York City. Mr. Raleigh looks forward to open communication with the Board and management.

Adjournment

Since there were no further comments or business, Acting Chairman Simpson called for adjournment and a motion to adjourn was made by Kenneth E. Pringle seconded by Flora Castillo and unanimously adopted. The meeting was adjourned at approximately 9:45 a.m.

NOTICE OF BOARD OF DIRECTORS' SPECIAL TELEPHONE MEETINGS

**NEW JERSEY TRANSIT CORPORATION
NJ TRANSIT BUS OPERATIONS, INC.
NJ TRANSIT RAIL OPERATIONS, INC.
NJ TRANSIT MERCER, INC.**

JANUARY 28, 2010

MINUTES

PAGE

- **CALL TO ORDER**
- **PUBLIC COMMENTS ON AGENDA ITEM**

ACTION ITEM

1001-2:	EXECUTIVE DIRECTOR: APPOINTMENT AND EMPLOYMENT AGREEMENT	41887
----------------	---	--------------

Authorization to appoint James Weinstein as Executive Director of NJ TRANSIT, effective January 30, 2010. Mr. Weinstein's initial salary will be \$261,324, and he will be eligible for incentive compensation for performance measures which include safety, customer service, reliability, financial performance and progress on Access to the Region's Core ARC. This incentive compensation will not exceed \$10,000 in the first year. The initial compensation will become the base annual salary for the following year and the Executive Director will be eligible for an additional incentive compensation of \$10,000 plus the difference between \$10,000 and the incentive earned in the preceding year. Each year thereafter, the base salary shall be similarly adjusted. Additional details are included in the attached item.

Approval is sought to authorize the Chairman to execute an agreement of employment at an initial salary of \$261,324 with James Weinstein and thereafter the agreement will be administered by the Chair of the Board Administration Committee. The agreement will be automatically renewable for one-year periods on the anniversary of the hiring date.

PUBLIC COMMENTS ON NON-AGENDA ITEMS

ACTION ITEM

ITEM 1001-2: EXECUTIVE DIRECTOR: APPOINTMENT AND EMPLOYMENT AGREEMENT

PURPOSE

This action will provide for the appointment of the Executive Director for a term of office at a salary and benefits appropriate for a high level executive with exceptional qualifications.

BENEFITS

The position of Executive Director will become vacant on January 29, 2010. James Weinstein possesses the qualifications to meet the requirements of the position of Executive Director and the needs of the agency. As a top transit executive with experience at major transportation agencies in the northeast, he brings a wealth of management experience and is an expert in the implementation of major transportation projects in conjunction with ongoing operations.

James Weinstein will serve in the position of Executive Director at an initial annual salary of \$261,324. The Executive Director will be eligible for incentive compensation as deemed appropriate by the Chair of the Board Administration Committee for performance measures to include safety, customer service, reliability, financial performance and progress on the Access to the Region's Core project. The incentive compensation will not exceed \$10,000 in the first year. The initial base salary plus the earned incentive compensation for the first year shall become the base annual salary for the succeeding year and the Executive Director shall be eligible for an additional incentive compensation of \$10,000 plus the difference between \$10,000 and the incentive earned in the preceding year. Each succeeding year thereafter the base salary shall be similarly adjusted with the same incentive compensation eligibility during that year. Total salary by the fifth year shall not exceed \$302,000.

The Executive Director will be provided with a motor vehicle for his use as he deems appropriate and an annual allotment of 25 vacation and 25 sick days. Employer will make annual premium contributions towards private life insurance policies to be capped at \$7100. James Weinstein will be eligible for the usual and customary benefits available to other non-agreement management personnel and shall be required to pay the usual employee contributions and premiums. This Agreement may be terminated by mutual consent, by the Board for cause on specific grounds, or by either party for no cause on 90 days written notice.

ACTION

Appointment of James Weinstein as Executive Director of NJ TRANSIT for a period of one year, effective January 30, 2010, at an initial annual salary of \$261,324 and authorization for the Chairman to execute an Agreement of

Employment with Mr. Weinstein setting forth the terms of his employment and authorization to the Chair of the Board Administration Committee to administer the Agreement. This Agreement will be automatically renewable for one-year periods on the anniversary of the hiring date.

FISCAL IMPACTS

Requested Authorization: Appointment of James Weinstein as Executive Director of NJ TRANSIT; authorization to the Chairman to execute an Agreement of employment; and authorization to the Chair of the Board Administration Committee to administer the Agreement.

RESOLUTION

WHEREAS, the position of Executive Director will become vacant on January 29, 2010 and James Weinstein possesses the necessary qualifications to meet the requirements of Executive Director and the needs of NJ TRANSIT; and

WHEREAS, an Agreement of Employment will provide a term of office at a suitable salary and benefits for a high level executive with exceptional qualifications; and

WHEREAS, Mr. Weinstein will receive an initial annual salary of \$261,324 as well as incentive payments detailed in this Board item as well as other benefits described in the Board item and set forth in the Agreement of Employment;

NOW, THEREFORE, BE IT RESOLVED that James Weinstein is appointed Executive Director of NJ TRANSIT for a period of one year effective January 30, 2010 at an initial annual salary of \$261,324; and

BE IT FURTHER RESOLVED that the Chairman is authorized to finalize negotiations and execute an Agreement of Employment with Mr. Weinstein for a term and at such salary and benefits as are set forth in this Board item; and

BE IT FURTHER RESOLVED that the Chair of the Board Administration Committee is authorized to administer this Agreement.