

SCHEDULE 2.2
FORM OF WORK ORDER

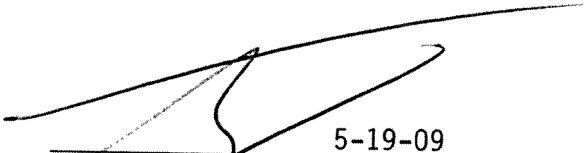
Work Order No. 1

Title: Government Relations Services

Notice to Proceed Date: December 15, 2008

Completion Date: December 15, 2009

Contractor Monthly Fee: \$7,500


5-19-09

Greenlee Partners, LLC Date
Stanley I. Rapp (Name)
Majority Partner (Title)

 5/21/09

Port Authority of Allegheny County Date
Mike Cetra
Director of Legal and Corporate Services / GENERAL COUNSEL

I. DESCRIPTION

Contractor shall provide Authority with a full range of services for the Government Relations Services in accordance with Schedule 2.1-Scope of Services attached to Agreement No. R08-06-C.

II. PROJECT SCOPE OF WORK

See attached Scope of Work.

III. COMPENSATION

Compensation for the work included in this Work Order will be paid in accordance with the following:

Contractor Monthly Fee*

\$7,500

*Contractor's Monthly Fee shall include expenses associated with travel, meals, lodging, etc.

**Port Authority of Allegheny County
Greenlee Partners, LLC Scope of Work: 2009**

STATE ACTIVITIES

The key to the success of the Authority's interests are the policies, programs, and politics set in Harrisburg. From a multitude of budget and tax issues to employee and labor law, the Authority's success is ultimately determined by what happens in our State Capitol. The ever-changing priorities of Pennsylvania state government challenge that success and that's where the expertise of the Contractor will truly serve as an asset for the Authority. In your ongoing pursuit of public policies interests of the Authority, your customers, and the residents of Allegheny County, Contractor will serve as your eyes and ears – with Democrats and Republicans in the state House and Senate, the Governor's office, the agencies and authorities of state government, and relevant members and allies of Pennsylvania's federal delegation.

Scope of Work

- Contractor will monitor all state government-related activities relevant to the Authority including actions in the Pennsylvania legislature, Governor's office, executive branch agencies and regulatory commissions. Any information related to the Authority's interests will be reported in an agreed upon manner and Contractor will work with the Authority to develop responses to proposals being advocated by the Commonwealth.
- Contractor realizes that the key to any state-focused lobbying effort is the quality of the relationships enjoyed by both the lobbyist and the client. To that end, Contractor will implement a strategy for the development of stronger relationships with the members of the General Assembly, including the leadership and committee chairmen, of both the Pennsylvania House of Representatives and Senate and key staff. Similarly, Contractor will work with the Authority to ensure key members of the Governor's senior staff as well as agency and authority leaders are well aware of the Authority's Pennsylvania priorities.
- Contractor places a premium on clear, concise and consistent communication with the state's governing leadership. To that end, Contractor will assist in crafting and implementing effective communications with public officials, particularly focusing on political sensitivities as well as the strategic timing of communications.
- Contractor appreciates the importance of personal, political or professional relationships enjoyed by the Authority's staff and board of directors and the potential importance of those relationships in advancing government affairs interests. Contractor suggests conducting a "relationship audit" to help develop a strategy to best utilize Authority's existing relationship resources.
- Contractor participates with its clients in building issue coalitions focused on shared interests. Contractor will actively work with the Authority in fully participating with key Pennsylvania policy and budget allies to advance the interests of the Authority.

- Contractor fully participates in the "life" of the governing/political/business community of the Commonwealth. Contractor will participate with the Authority in some of Pennsylvania's more important and high profile political events such as the State Chamber of Business and Industry annual dinner and the annual Pennsylvania Society dinner, working to maximize the Authority's presence at these important relationship-developing events.
- In all cases, Contractor believes regular communication between our firm and clients is vital. Contractor shall conduct regular and frequent meetings or conference calls between Authority and Contractor.
- Contractor will work with the Authority to ensure that all necessary filings in compliance with the Commonwealth's new lobbying laws are done in a professional, complete and timely manner.

**FEDERAL ACTIVITIES
(UPON REQUEST)**

Methodology

As with Harrisburg, the daily workings of the federal government have a direct effect on the Authority. The Authority's success in Washington is vital. Contractor believes that an important part of Authority's federal government affairs efforts should begin with the Pennsylvania congressional delegation. As your "hometown" delegation, the Pennsylvania delegation will be called on to lead the federal effort on behalf of the Authority, serving as your chief advocate in the halls of Congress and at the downtown executive agencies. And, given the key committee positions held by members of the delegation, the PA delegation can -- and should -- be called on to lead the way. Many members of the delegation are known to Contractor and have worked with Contractor in both Harrisburg and Washington, so we believe we are uniquely positioned to work with the Authority to advance your interests.

Scope of Work

- Contractor will offer the Authority comprehensive government relations services targeted at the Pennsylvania delegation.
- Contractor will collaborate with the Authority and its other federal and state lobbying consultants to co-develop and implement a federal government relations plan to advance the Authority's goals.
- Contractor will assist the Authority with scheduling all meetings with every member of the Pennsylvania congressional office. In addition, Contractor recommends a "Port Authority D.C. Day" including visits to other key members of Congress, federal agencies and a Capitol Hill reception for members of the PA congressional delegation and their staff.

- Contractor will provide the Authority with all support services needed to host members of the congressional delegation or staff for meetings in Pittsburgh.
- Contractor will identify potential congressional hearing opportunities for the Authority. Contractor will assist in writing testimony and hearing preparations to ensure a successful outcome.