



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 697

March 27, 2013

Minutes of a meeting of the New York State Thruway Authority, held at 633 Third Avenue, 38th Floor, New York, New York 10017.

The meetings of the New York State Thruway Authority and Canal Corporation Boards opened in joint session for the consideration of various matters. These minutes reflect only those items considered by the New York State Thruway Authority Board. The meeting began at 2:00 p.m.

There were present:

Chairman Howard P. Milstein

Donna J. Luh, Vice Chairperson

J. Donald Rice, Jr., Board Member, via teleconference

Brandon R. Sall, Board Member

Richard N. Simberg, Board Member

E. Virgil Conway, Board Member

Constituting a majority of the members of the Thruway Authority Board.

Jose-Holguin-Veras, Ph.D. was not present at this meeting and did not vote on any of the Items.

In addition, there were present the following staff personnel:

Thomas J. Madison, Jr., Executive Director
John Bryan, Chief Financial Officer and Treasurer
William Estes, General Counsel
Jill B. Warner, Board Administrator and Secretary
Jonathan Ehrlich, Special Assistant to the Chairman
Scott Hollis, Information Technology Specialist III
Lieutenant Demczar, Troop T
Michael Shamma, Acting Chief Engineer
Daniel Weiller, Director, Office of Media Relations and Communications
Donald Bell, Director, Maintenance and Operations
John Barr, Director, Administrative Services
Peter Sanderson, Project Director, New New York Bridge
David Malone, Director, Accounting and Disbursements

Also in attendance:

Ervel Douse, Expedite Video Conferencing Services
Jeffrey Parker, Senior Managing Director, Ernst & Young LLP
Anna Chew, Vice President, Ernst & Young Infrastructure Advisors, LLC
David J. Spara, Director, Toski & Co.
Douglas Zimmerman, Director, Toski, Schaefer & Co., P.C.
Steven Polan, Partner, Manatt Phelps & Phillips, LLP
Murray Bodin, public
Alex Saunders, public
James Screen, public

Chairman Milstein noted that he, Ms. Luh, Mr. Conway, Mr. Rice, Mr. Simberg and Mr. Sall had received and reviewed the Agenda submitted for consideration at this meeting and were prepared to act on each of the Items.

Chairman Milstein called the meeting of the Thruway Authority and Canal Corporation Boards to order. (33:30)

Ms. Warner recorded the minutes as contained herein (public notice of the meeting had been given).

Item 1 by Ms. Warner (Appendix A)
Approval of Minutes of Meeting No. 696 (33:34)

At the recommendation of Chairman Milstein, without any objections, the Board approved the minutes of Meeting No. 696 held on January 24, 2013, which were made available to the Board Members as part of the Agenda.

Item 2 by the Audit Committee (Appendix B)
Report of Toski & Co., P.C. Audit of the Authority's Financial Statements, Report on Compliance with Investment Guidelines and Report on Compliance with Single Audit Requirements (33:34)

This Item was advanced to the Board at the recommendation of the Audit Committee.

At the recommendation of Chairman Milstein, without any objections, the Board accepted the report of Toski & Col, P.C. Audit of the Authority's Financial Statements, Report on Compliance with Investment Guidelines and Report on Compliance with Single Audit Requirements.

Item 3 by Mr. Bryan (Appendix C)
Financial Reports – December 2012 and January 2013 (33:34)

This Item was advanced to the Board at the recommendation of the Finance Committee.

At the recommendation of Chairman Milstein, without any objections, the Board accepted the Financial Reports for December 2012 and January 2013.

Item 4 by Mr. Bryan (Appendix D)
Review and Approval of the Authority's Annual Investment Report (33:34)

This Item was advanced to the Board at the recommendation of the Finance Committee.

At the recommendation of Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5948
REVIEW AND APPROVAL OF THE AUTHORITY'S
ANNUAL INVESTMENT REPORT

RESOLVED, that the Authority's Investment Report including the revised policy statement FINANCIAL INVESTMENTS, the annual report by the independent auditors, and the listing of investment income has been reviewed and is hereby approved, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 5 by Mr. Shamma (Appendix E)
Approved Report on the 2012 and 2013 Capital Program (33:48)

Extensive discussion of the Capital Program was undertaken by members of the Board. Mr. Shamma's report was distributed to Board Members and a copy is maintained in the Authority's records along with details of the Board Members' discussion included in the video recording of the meeting.

After full discussion, the Board accepted the monthly status reports on the Thruway Authority and Canal Corporation 2012/2013 Capital Program.

Item 6 by Mr. Madison (Appendix F)
Delegation to Sign Official SEQR Act Documents for Non Contracts
Program Actions/Activities (41:58)

Extensive discussion of this delegation was undertaken by members of the Board. The details of the presentation by Mr. Madison and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5948
DELEGATION TO SIGN OFFICIAL SEQR ACT
DOCUMENTS FOR NON-CONTRACTS PROGRAM
ACTIONS/ACTIVITIES

RESOLVED, that the Thruway Authority Board authorizes the Thruway Authority's Chief Engineer to take any action deemed necessary to execute determinations of significance (positive or negative) for Thruway projects/actions as defined by 6 NYCRR Part 617, and be it further

RESOLVED, that the Canal Corporation Board authorizes the Canal Corporation's Chief Engineer to take any action deemed necessary to execute determinations of significance (positive or negative) for Canal projects/actions as defined by 6 NYCRR Part 617, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 7 by Mr. Estes (Appendix G)
Authorizing the Executive Director, or his Designee(s) to Execute an Agreement with the Division of State Police Providing the Division with Goods and Services (43:22)

Extensive discussion of this Agreement was undertaken by members of the Board. The details of the presentation by Mr. Estes and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Sall, seconded by Ms. Luh, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5949
AUTHORIZING THE EXECUTIVE DIRECTOR, OR HIS DESIGNEE(S), TO EXECUTE AN AGREEMENT WITH THE DIVISION OF STATE POLICE PROVIDING THE DIVISION WITH GOODS AND SERVICES

RESOLVED, that the Executive Director, or his designee(s), be, and hereby is/are, authorized to execute an Agreement with the Division of State Police providing the Division of State Police with goods and services; and be it further

RESOLVED, that the Executive Director, or his designee(s), is/are authorized to execute amendments to such Agreement with the Division of State Police which the Executive Director, in consultation with the General Counsel, determines to be in the best interests of the Authority; and be it further

RESOLVED, that the Executive Director, or his designee(s), shall have the authority to exercise all powers reserved to the Authority under the provisions of the Agreement, manage and administer the Agreement, and

suspend or terminate the Agreement in the best interests of the Authority; and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 8 by Mr. Bryan (Appendix H)
Annual Report of 2012 Procurement Contracts (51:06)

Extensive discussion of this report was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Conway, seconded by Mr. Simberg, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5950
ANNUAL REPORT OF 2012 PROCUREMENT
CONTRACTS

RESOLVED, that the Schedules of 2012 Procurement Contracts (Exhibits A1, A2 and A3), as submitted, are hereby accepted, and be it further

RESOLVED, that all such contracts were executed in accordance with the applicable provisions of the following Board approved Policy Statement: PROCUREMENT CONTRACTS (25-5-01), unless otherwise authorized by the Board, and be it further

RESOLVED, that the Bond Sale Report for Calendar Year 2012 (Exhibit B), as submitted, is hereby accepted, and be it further

RESOLVED, that staff is authorized to submit this report to the New York State entities as required by Section 2879 of the Public Authorities Law, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 9 by Mr. Shamma (Appendix I)
Confirming the Informal Action by the Board Authorizing Execution of Four Term Agreements (D214114, D214143, D214144 and D214153) with Four Firms to Provide Various Support Services (55:08)

Extensive discussion of this report was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Conway, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5951
CONFIRMING THE INFORMAL ACTION BY THE BOARD AUTHORIZING EXECUTION OF FOUR TERM AGREEMENTS (D214114, D214143, D214144 AND D214153) WITH FOUR FIRMS TO PROVIDE VARIOUS SUPPORT SERVICES

RESOLVED, that the informal action by Authority Board Members in authorizing the Chief Engineer to execute four term agreements (D214114, D214143, D214144 and D214153) for various support services with the four firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete services for the projects through these agreements, with the Maximum Amount Payable of each agreement not to exceed the amount shown in the attached Exhibit A, and such agreements shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interest of the Authority be, and the same hereby is, confirmed, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the agreements, manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this Item and in accordance with the 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority, and be it further

RESOLVED, that information relating to each agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities which will include the date of execution of each agreement, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 10 by Mr. Shamma (Appendix J)
Authorizing Execution of Five Term Agreements (D214129, D214152, D214158, D214159 and D214160) with Five Firms to Provide Various Support Services (55:08)

Extensive discussion of this report was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Conway, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5952
AUTHORIZING EXECUTION OF FIVE TERM AGREEMENTS (D214129, D214152, D214158, D214159 AND D214160) WITH FIVE FIRMS TO PROVIDE VARIOUS SUPPORT SERVICES

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute five term agreements (D214129, D214152, D214158, D214159 and D214160) for various support services with the five firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete services for the projects through these agreements, with the Maximum Amount Payable of each agreement not to exceed the amount shown in the attached Exhibit A, and such agreements shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interest of the Authority, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the agreements, manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this Item and in accordance with the 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority, and be it further

RESOLVED, that information relating to each agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities which will include the date of execution of each agreement, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 11 by Mr. Shamma (Appendix K)
Authorizing Execution of Five Engineering Agreements (D214113, D214175, D214176, D214177 and D214180) with Five Firms for Construction Inspection Services Relative to TAB 13-16, TAB 13-32, TAN 12-14B, TAB 12-37A and TANY 13-18 and Allocating Funds Therefor (55:08)

Extensive discussion of this report was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Simberg, seconded by Ms. Luh, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5953
AUTHORIZING EXECUTION OF FIVE ENGINEERING AGREEMENTS (D214113, D214175, D214176, D214177 AND D214180) WITH FIVE FIRMS FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAB 13-16, TAB 13-32, TAN 12-14B, TAB 12-37A AND TANY 13-18, AND ALLOCATING FUNDS THEREFOR

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to negotiate and execute engineering agreements (D214113, D214175, D214176, D214177 and D214180) for construction inspection services with the five (5) firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete the projects to be inspected through this agreement, with the Maximum Amount Payable of each agreement not to exceed the amount shown in the attached Exhibit A, and be it further

RESOLVED, that an additional \$90,000 be allocated to D214176 through adjustments made to the 2013 Contracts Program, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the

Authority under the provisions of the agreements, manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this Item and in accordance with the 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority, and be it further

RESOLVED, that information relating to each agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities which will include the date of execution of each agreement, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 12 by Mr. Shamma (Appendix L)
Authorizing the Execution of Supplemental Agreement No. 4 to Engineering Agreement D213202 with Stantec Consulting Services, Inc. for Design Services Relative to the Rehabilitation of I-90, M.P. 451.5 to M.P. 455.2 in the Buffalo Division (55:08)

Extensive discussion of this report was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Conway, seconded by Ms. Luh, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5954
AUTHORIZING THE EXECUTION OF SUPPLEMENTAL AGREEMENT NO. 4 TO ENGINEERING AGREEMENT D213202 WITH STANTEC CONSULTING SERVICES, INC. FOR DESIGN SERVICES RELATIVE TO THE REHABILITATION OF I-90, M.P. 451.5 TO M.P. 455.2 IN THE BUFFALO DIVISION

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute Supplemental Agreement No. 4 to D213202 with Stantec Consulting Services, Inc., 61 Commercial Street, Rochester, New York 14614, for an additional sum of \$750,000 (Item H874.2 of the 2013 Contracts Program), and such Supplemental Agreement shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interest of the Authority, and be it further

RESOLVED, that the revised Maximum Amount Payable for this Agreement (D213202) be \$3,460,000 and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the Supplemental Agreement, manage and administer the Supplemental Agreement, amend the provisions of the Supplemental Agreement consistent with the terms of this Item and in accordance with the 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the Supplemental Agreement in the best interest of the Authority, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

PUBLIC COMMENT PERIOD

There were two public speaker who did not address items specific to the Authority agenda. Refer to the video recording of the meeting for the content of the speaker's statements.

Murray Bodin, public (1:23:47)

Alex Saunders, public (1:26:59)

EXECUTIVE SESSION AND ADJOURNMENT (1:33:55)

Chairman Milstein requested a motion to adjourn to Executive Session to discuss ongoing collective negotiations pursuant to the Fair Employment Act for Public Employees. There being no further business to come before the Board, without any objections, on the motion of Mr. Conway, seconded by Ms. Luh, the meeting was adjourned and the Board moved into Executive Session.

Jill B. Warner
Secretary

Note: Webcasts, which include dialogue of Authority/Corporation Board Meetings, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of four months.