



MINUTES

NEW YORK STATE CANAL CORPORATION

BOARD MEETING NO. CC-153

April 25, 2008

Minutes of a meeting of the New York State Canal Corporation, held in the Board Room at Administrative Headquarters, 200 Southern Boulevard, Albany, New York 12209.

The meeting began at 11:00 a.m.

There were present:

**John L. Buono, Chairman
E. Virgil Conway, Board Member
Erin M. Crotty, Board Member
Frederick M. Howard, Board Member
Kevin J. Plunkett, Board Member
Jeffrey D. Williams, Board Member**

Constituting all of the members of the Canal Corporation Board.

In addition, there were present the following staff personnel:

**Michael R. Fleischer, Executive Director
Sharon O'Connor, General Counsel
Christopher Waite, Chief Engineer
John Bryan, Chief Financial Officer**

Jill Warner, Secretary and Board Administrator
William Rinaldi, Director, Albany Division
Ramesh Mehta, Division Director, New York Division
Richard Garrabrant, Division Director, Syracuse Division
Thomas Pericak, Division Director, Buffalo Division
Michael Sikule, Director, Office of Investments and Asset Management
Kevin Allen, Acting Director, Audit and Management Services
Joanne Riddett, Director, Information Technology
John Barr, Director, Administrative Services
Donald Bell, Director, Operations and Maintenance
Carmella Mantello, Director of Canal Corporation
Betsy Graham, Acting Director, Office of Public Affairs
Major Robert Meyers, Troop T
Daniel Gilbert, Chief of Staff
Wendy Allen, Deputy Chief of Staff
Kenneth Flood, Director, Office of Real Property Management
Karen Osborn, Office of Fiscal Audit and Budget
Peter Casper, Assistant Counsel
Katherine McCartney, Deputy Counsel
Tracie Sandell, Assistant Counsel
Liz Yanus, Office Manager, Office of the Deputy Chief of Staff
Also in Attendance:
Bob Connor, Reporter, *Daily Gazette*
Cathy Woodruff, Reporter, *Albany Times Union*
Gerald Nielsten, Senior Principal, Stantec Consulting
Stanley Kramer, Hawkins Delafield & Wood
Angela Rodell, Senior Vice President, First Southwest
Pat Reale, Principal Budget Examiner, NYS Division of Budget
John Armstrong, NYN
Josh Boose, Reporter, WGRZ
Bob Marcuso, Cameraman, WGRZ
John McLoughlin, Reporter, WTEN
Ric Eason, Cameraman, WTEN
Richard Richtmyer, Reporter, Associated Press
Joe Spector, Reporter, Gannett News Service
Bill Lambdin, Reporter, WNYT
Duffer Kendrick, Cameraman, WNYT
Paul Merrill, Reporter, FOX23 News
Chris Limmir, Cameraman, FOX23 News
Erin Billups, Reporter, Capital News 9
Michelle Marsh, Reporter, WRGB



**Joe Ficurille, Cameraman, WRGB
Kathleen Garceau, State Program Examiner 1 (Fiscal) Office of the State Comptroller
Roger Mazula, Audit Supervisor, Office of the State Comptroller**

Chairman Buono noted that he, Mr. Conway, Ms. Crotty, Mr. Howard, Mr. Plunkett and Mr. Williams had received and reviewed the Agenda submitted for consideration at this meeting and were prepared to act on each of the items.

Ms. Warner recorded the minutes as contained herein.
Public notice of the meeting had been given, Ms. Warner said.

Item 1 by Ms. Warner (Appendix A)
Minutes of Meeting No. CC-152

On the motion of Mr. Williams, seconded by Mr. Conway, without any objections, the Board approved the minutes of Meeting No. CC-152 held on March 19, 2008 which were made available to the Board Members as part of the Agenda.

Item 2 by Mr. Fleischer (Appendix B)
Adopting a Revised Governance Committee Charter

After full discussion, on the motion of Mr. Conway, seconded by Ms. Crotty, without any objections, the Board adopted the following resolution:

RESOLUTION NO. 447
ADOPTING A REVISED GOVERNANCE COMMITTEE
CHARTER

RESOLVED, that the revised Governance Committee Charter, attached hereto as Exhibit B, be, and hereby is, adopted, replacing all prior Governance Committee Charters; and be it further

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



Item 3 by Mr. Fleischer (Appendix C)

Prohibiting the Extension of Credit in the Form of a Personal Loan

Mr. Fleischer affirmed for the Board that, not only does the Authority/Corporation lack a policy allowing this activity, there is no record of there ever having been an instance of a loan being granted or any related activity.

After full discussion, on the motion of Mr. Williams, seconded by Mr. Howard, without any objections, the Board adopted the following resolution:

RESOLUTION NO. 448
PROHIBITING THE EXTENSION OF CREDIT IN THE
FORM OF A PERSONAL LOAN

RESOLVED, that, in accordance with the provisions of Section 2824(5) of the Public Authorities Law, the New York State Canal Corporation (Corporation) shall not directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew the extension of credit, in the form of a personal loan to or for any officer, Board member or employee (or equivalent thereof) of the Corporation or any subsidiary, and be it further

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

Item 4 by Mr. Fleischer (Appendix D)

Approving Revision to Whistleblower Policy (25-2-26C)

On the motion of Mr. Williams, seconded by Ms. Crotty, without any objections, the Board adopted the following resolution:

RESOLUTION NO. 449
APPROVING REVISIONS TO WHISTLEBLOWER
POLICY (25-2-26C)

RESOLVED, that the Whistleblower Policy (25-2-26C), attached hereto as Exhibit B be, and hereby is, approved; and be it further



Item 4 by Mr. Fleischer (Appendix D)

Approving Revision to Whistleblower Policy (25-2-26C)(Continued)

RESOLVED, that such Policy shall take effect immediately; and be it further

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

Item 5 by Mr. Waite (Appendix E)

Authorizing the Negotiation and Execution of Engineering Agreement D213760 with Fisher Associates, P.E., L.S., P.C. for Construction Inspection Services Relative to TAS 08-8C, Rehabilitation of Lock 0-5 in the Syracuse Division

Mr. Williams inquired if \$800,000 was the expected maximum amount payable for this contract or if the Authority expects to receive additional charges from Fisher Associates for this or other contracts. Mr. Waite was not aware of this contractor requesting any additional charges, and indicated that funds associated with other contracts would not affect this contract. Mr. Williams revised his question, asking if the contractor had a track record of requesting additional funds, to which Mr. Waite responded negatively.

After full discussion, on the motion of Mr. Plunkett, seconded by Mr. Howard, without any objections, the Board adopted the following resolution:

RESOLUTION NO. 450

AUTHORIZING NEGOTIATION AND EXECUTION OF ENGINEERING AGREEMENT D213760 WITH FISHER ASSOCIATES, P.E., L.S., P.C. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAS 08-8C, REHABILITATION OF LOCK 0-5 IN THE SYRACUSE DIVISION

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering agreement D213760 with Fisher Associates, P.E., L.S., P.C., 120 East Washington, Suite 414, Syracuse, New York 13202 for construction inspection services relative to TAS 08-8C, Rehabilitation of Lock 0-5 in the Syracuse Division, provided that the Maximum Amount Payable does not



Item 5 by Mr. Waite (Appendix E)

Authorizing the Negotiation and Execution of Engineering Agreement D213760 with Fisher Associates, P.E., L.S., P.C. for Construction Inspection Services Relative to TAS 08-8C, Rehabilitation of Lock 0-5 in the Syracuse Division (Continued)

exceed the \$800,000 which is currently provided through the 2008 Contracts Program (C96.1), and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Corporation under the provisions of the agreement, manage and administer the agreement, amend the provisions of the agreement consistent with the terms of this item and in accordance with the 2008 Contracts Program Resolution No. 438 and other Board authorizations, and suspend or terminate the agreement in the best interests of the Corporation, and be it further

RESOLVED, that the information relating to this agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities, such information to include the exact Maximum Amount Payable and date of execution of the agreement and be it further

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

Other Business

Ms. Mantello reported that the Canal is expected to open Thursday, May 1, 2008. She stated that the Champlain water level is slightly elevated, which may affect its opening; however, no problems are anticipated.

Adjournment

There being no further business to come before the Board, on the motion of Ms. Crotty, seconded by Mr. Plunkett, without any objections, the meeting was adjourned.

Jill B. Warner
Secretary

