



MINUTES
NEW YORK STATE CANAL CORPORATION
BOARD MEETING NO. CC-191
OCTOBER 20, 2014

Minutes of a meeting of the New York State Thruway Authority, held in the conference room of Empire State Development, 633 3rd Avenue, 37th Floor, New York, New York.

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 2:59 p.m.

There following were present:

Chairman Howard P. Milstein
Donna J. Luh, Vice Chairperson
J. Donald Rice, Jr., Board Member
Brandon R. Sall, Board Member
Richard N. Simberg, Board Member
E. Virgil Conway, Board Member
Jose Holguin-Veras, Ph.D., via teleconference and abstained from voting

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

In addition, the following staff personnel were present:

Thomas J. Madison, Jr., Executive Director
William Estes, Secretary and General Counsel
Brian Stratton, Director of the NYS Canal Corporation
John Barr, Director of Administrative Services
Harry Lennon, Acting Director of Department of Audit & Management Services
John Bryan, Treasurer and Chief Financial Officer
Jonathan Ehrlich, Special Assistant to the Chairman
Frank Macarilla, Information Tech. Specialist
Major Evelyn Mallard, NYS Police Troop T
Michael Shamma, Acting Chief Engineer
Ted Nadratowski, Interim Director, Maintenance and Operations
Dan Weiller, Director of Media Relations & Communications
Nick Foglia, Special Assistant to the Executive Director and Chief Operating Officer
Jerry Yomoah, Board Administrator

Also in attendance:

Murray Bodin, Member of Public
Freda Wang, Goldman Sachs
Kevin Willens, Goldman Sachs
Paul Goetz , SaxBST, LLP
Brendan Kennedy, SaxBST, LLP
Fredy Rivas, SaxBST, LLP
Michela Daliana, Hawkins, Delafield and Wood
Theresa Juva-Brown, The Journal News

Chairman Milstein called the meeting of the Thruway Authority and Canal Corporation Boards to order. (0:29:00)

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

Item 1 by Mr. Yomoah (Appendix A)
Approval of Minutes of Meeting No. 190 (0:29:40)

Chairman Milstein asked for a motion to approve the minutes of the previous meeting. Upon motion duly made and seconded, the Board approved the minutes of Meeting No. CC-190 held on August 6, 2014, which were made available to the Board Members as part of the Agenda.

Item 2 by Mr. Shamma (Appendix B)
Report on the 2014 Capital Program (0:30:43)

Chairman Milstein next called upon Mr. Shamma to update the Board on the Capital Program. His 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 report on the Thruway Authority and Canal Corporation 2014 Capital Program.

Item 3 by Mr. Barr (Appendix C)
Authorizing the Executive Director to Execute a Contract With Energetix Corporation to Provide Drug and Alcohol Testing Services for Authority and Canal Corporation Employees (0:45:34.6)

Chairman Milstein then invited Mr. Barr to present the item related to drug and alcohol testing services for employees. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon duly motioned, seconded and without any objections, the Board authorized the Executive Director to Execute a Contract With Energetix Corporation to Provide Drug and Alcohol Testing Services for Authority and Canal Corporation Employees and adopted the following resolution:

RESOLUTION NO.
**AUTHORIZING THE EXECUTIVE DIRECTOR TO
EXECUTE A CONTRACT WITH ENERGETIX
CORPORATION TO PROVIDE DRUG AND**

**ALCOHOL TESTING SERVICES FOR AUTHORITY
AND CANAL CORPORATION EMPLOYEES**

RESOLVED, that the Executive Director be, and hereby is, authorized to execute an agreement with Energetix Corporation to provide U.S. Department of Transportation, U.S. Department of Homeland Security and U.S. Coast Guard mandated drug and alcohol testing services for both Authority and Canal Corporation employees (“Agreement”), and be it further

RESOLVED, that the Agreement shall be for a term of five years, the cost of these services is anticipated to be \$61,233 for each of the years 2015, 2016 and 2017 and \$62,401 for each of the years 2018 and 2019 for a maximum amount payable for the five year term of \$308,501, and be it further

RESOLVED, that the Agreement shall be on such other terms and conditions as 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 shall have the authority to exercise all powers reserved to the Authority under the provisions of the Agreement, to manage and administer the Agreement, amend provisions of the Agreement consistent with the terms of this item and other Board authorizations and suspend or terminate the Agreement in the best interests of the Authority, and be it further

RESOLVED, that the Director of Thruway Finance be, and hereby is, authorized to charge

expenditures for services rendered under such Agreement to the appropriate funds provided therefore, subject to reallocation and adjustment as determined by final audit of charges, and be it further

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

Item 4 by Mr. Bryan (Appendix D)

Extending Expiration Date of Resolution No. 593 Adopted at Meeting CC-184, Which Authorized the Sale of Approximately 0.55+ Acres of Canal Land Located in the City of Schenectady, Schenectady County, and Sale of Said Canal Land at Public Auction for Not-Less-Than Forty-Nine Thousand Dollars to the Highest Qualified Bidder (0:48:54.4)

Chairman Milstein then invited Mr. Bryan to present the item related to a land sale in the city of Schenectady, NY. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon duly motioned, seconded and without any objections, the Board Extended the Expiration Date of Resolution No. 593 Adopted at Meeting CC-184, Which Authorized the Sale of Approximately 0.55+ Acres of Canal Land Located in the City of Schenectady, Schenectady County, and Sale of Said Canal Land at Public Auction for Not-Less-Than Forty-Nine Thousand Dollars to the Highest Qualified Bidder and adopted the following resolution:

RESOLUTION NO.

EXTENDING EXPIRATION DATE OF RESOLUTION NO. 593 ADOPTED AT MEETING CC-184, WHICH AUTHORIZED THE SALE OF APPROXIMATELY 0.55+ ACRES OF CANAL LAND LOCATED IN THE CITY OF SCHENECTADY, SCHENECTADY COUNTY, AND SALE OF SAID CANAL LAND AT PUBLIC AUCTION FOR NOT-LESS-THAN FORTY-NINE THOUSAND DOLLARS TO THE HIGHEST QUALIFIED BIDDER

RESOLVED, that the expiration date for the transaction authorized by Resolution No. 593, adopted at Canal Corporation Meeting No. CC-184 held on September 11, 2013, be, and the same hereby is, extended through January 20, 2015; and be it further

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

Item 5 by Mr. Bryan (Appendix E)

Extending Expiration Date of Resolution No. 594 Adopted at Meeting CC-184, Which Authorized the Sale of Approximately 4.994+ Acres of Canal Land Located in the City of Rome, Oneida County, and Sale of Said Canal Land at Public Auction for Not-Less-Than Four Hundred Thousand Dollars to the Highest Qualified Bidder (0:48:54.4)

Chairman Milstein then invited Mr. Bryan to present the item related to a land sale in the city of Rome, NY. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon duly motioned, seconded and without any objections, the Board Extended the Expiration Date of Resolution No. 594 Adopted at Meeting CC-184, Which Authorized the Sale of Approximately 4.994+ Acres of Canal Land Located in the City of Rome, Oneida County, and Sale of Said Canal Land at Public Auction for Not-Less-Than Four Hundred Thousand Dollars to the Highest Qualified Bidder and adopted the following resolution:

**RESOLUTION NO.
EXTENDING EXPIRATION DATE OF RESOLUTION
NO. 594 ADOPTED AT MEETING CC-184, WHICH
AUTHORIZED THE SALE OF APPROXIMATELY
4.994+ ACRES OF CANAL LAND LOCATED IN THE
CITY OF ROME, ONEIDA COUNTY, AND SALE OF
SAID CANAL LAND AT PUBLIC AUCTION FOR
NOT-LESS-THAN FOUR HUNDRED THOUSAND
DOLLARS TO THE HIGHEST QUALIFIED BIDDER**

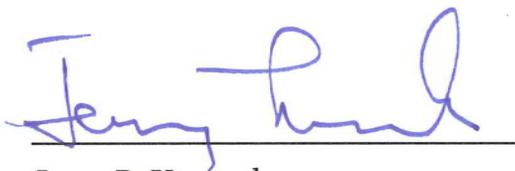
RESOLVED, that the expiration date for the transaction authorized by Resolution No. 594, adopted at Canal Corporation Meeting No. CC-184 held on

September 11, 2013, be, and the same hereby is, extended through January 20, 2015; and be it further

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

ADJOURNMENT (0:50:29)

There being no further business, upon motion duly made and seconded, the Board voted to adjourn the meeting at 3:20 p.m.



Jerry B. Yomoah
Board Administrator

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.