



**Canal  
Corporation**

## **MINUTES**

### **NEW YORK STATE CANAL CORPORATION**

#### **BOARD MEETING NO. CC-201**

**January 12, 2016**

Minutes of a meeting of the New York State Thruway Authority, held in the board room at, 200 Southern Boulevard, Albany, New York, by video conference from the Metropolitan Transportation Authority's offices at 2 Broadway, New York, NY.

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 Canal Corporation. The meeting began at 1:30 p.m.

Members of the Board present were:

Joanne M. Mahoney, Chair  
Donna J. Luh, Vice Chairperson  
Richard N. Simberg, Board Member  
J. Donald Rice, Jr., via video conference

Members of the Board excused:

Jose Holguin-Veras, Ph.D.,  
Constituting a majority of the members of the Thruway Authority Board.

Staff Present:

Robert Megna, Executive Director  
Karen Hunter, Chief of Staff  
Gordon Cuffy, General Counsel  
Maria Lehman, Interim Director of Maintenance and Operations  
Brian Stratton, Director of the NYS Canal Corporation

John Barr, Director of Administrative Services  
Matt Howard, Treasurer and Chief Financial Officer  
Larry Norville, Chief Compliance Officer  
Cathy Sheridan, Acting Chief Engineer  
Harry Lennon, Department of Audit & Management Services  
Major Joseph Dodd, NYS Police  
Mark Hixson, Deputy Director Maintenance & Operations  
Doug Tokarczyk, Acting Buffalo Division Director  
Joseph Moloughney, Acting Albany Division Director  
Pat Hoehn, Acting Syracuse Division Director  
Stephen Grabowski, Acting New York Division Director  
John Callaghan, Deputy Director of the NYS Canal Corporation  
Jennifer Givner, Director of Media Relations & Communications  
Jerry Yomoah, Board Administrator

Also in attendance:

Murray Bodin, Member of the Public  
Rick Karlin, Times Union  
Jimmy Vielkind, Capital New York

Chair Mahoney called the meeting of the Thruway Authority and Canal Corporation Boards to order.

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

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**PUBLIC COMMENT PERIOD RELATED TO THE MEETING AGENDA**

There were no comments made during the period.

**Item 1 by Chair Mahoney (Appendix A)**  
**Approval of Minutes of Meeting No. 200**

Chair Mahoney 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. 200 held on December 14, 2015, which were made available to the Board Members as part of the Agenda.

**Item 2 by Chair Mahoney (Appendix B)**  
**Appointing Maria Lehman as Interim Executive Director of the New York State Thruway and New York State Canal Corporation**

Chair Mahoney presented the next resolution seeking the board's approval to appoint Maria Lehman as the Interim Executive Director.

Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, without any objections, the Board authorized the appointment and adopted the following resolution:

**RESOLUTION NO. 645**  
**APPOINTING MS. MARIA LEHMAN AS INTERIM EXECUTIVE DIRECTOR FOR THE NEW YORK STATE THRUWAY AUTHORITY AND NEW YORK STATE CANAL CORPORATION**

**RESOLVED**, that the Boards of the New York State Thruway Authority and New York State Canal Corporation hereby appoint Maria Lehman as Interim Executive Director of the New York State Thruway Authority and New York State Canal Corporation effective January 12, 2016, and be it further

**RESOLVED**, that Ms. Lehman shall possess all of the powers reserved to the Executive Director pursuant to the Bylaws of the New York State Thruway Authority and New York State Canal Corporation until such time as the Governor nominates and the Boards approve an Acting Executive Director of the New York State Thruway and New York State Canal Corporation pending Senate confirmation pursuant to the provisions of PAL sections 354(6) and 2852, and be it further

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

**Item 3 by Mr. Cuffy (Appendix C)**

**To consider and act upon authorizing the Executive Director to execute an amendment to the Whiteman, Osterman & Hanna, LLP agreement (C010156) to increase the Maximum Amount Payable**

Mr. Cuffy presented the resolution seeking board approval to execute an amendment to the legal services contract with Whiteman, Osterman and Hanna, LLP.

Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, without any objections, the Board authorized the amendment to the legal services contract and adopted the following resolution:

**RESOLUTION NO. 646**  
**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN  
AMENDMENT TO THE WHITEMAN, OSTERMAN & HANNA, LLP  
AGREEMENT (C010156) TO INCREASE THE MAXIMUM AMOUNT  
PAYABLE**

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**RESOLVED**, that the Executive Director be, and he hereby is, authorized to execute an amendment to the agreement with WOH (C010156) for ongoing outside legal services to increase the maximum amount payable under such agreement by \$750,000 to a new monetary cap of \$1,500,000, and be it further

**RESOLVED**, that funding for the requested increase will be charged to the Authority's Operating Budget

**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 WOH Agreement, manage and administer the WOH Agreement, amend the provisions of the Agreement consistent with the terms of this Item and other Board authorizations and suspend or terminate the Agreement in the best interest of the Authority, and be it further

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

**Item 4 by Ms. Sheridan (Appendix D)**

**Authorizing an amendment to the 2016 Thruway and Canal Contracts Programs for Longitudinal Utility Projects, Which May Also Involve Reimbursement Agreements**

Ms. Sheridan presented the resolution seeking board authorization to amend the 2016 contracts program.

Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, without any objections, the Board authorized amending the contracts programs and adopted the following resolution:

**RESOLUTION NO. 647**  
**AUTHORIZING AN AMENDMENT TO THE 2016 THRUWAY AND CANAL CONTRACTS PROGRAMS FOR UTILITY PROJECTS, WHICH MAY ALSO INVOLVE REIMBURSEMENT AGREEMENTS**

**RESOLVED**, that the 2016 Thruway and Canal Contracts Programs be amended in order to add Items HS76.1 and CS21.1, utility projects, be, and the same hereby is, approved, and be it further

**RESOLVED**, that the Chief Engineer be, and hereby is, authorized to execute agreements (including reimbursement agreements) with any utility applicants, or their designees, and other agreements to effectuate the progression of the applications, and be it further

**RESOLVED**, that the Chief Engineer or her designees shall have the authority to exercise all powers reserved to the Authority and Corporation 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 2016 Thruway and Canal Contracts Programs Resolutions and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority and Corporation, and be it further

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

**Item 5 by Mr. Stratton (Appendix E)**  
**Authorizing the Expenditure of One Million Dollars (\$1,000,000) for Twelve Projects Awarded through the 2015 Consolidated Funded Application (CFA) Grant Program**

Mr. Stratton presented the resolution seeking board authorization to allocate \$1 million for twelve grants awarded in through the 2015 Consolidated Funding Application grant program.

Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, without any objections, the Board authorized allocation and adopted the following resolution:

**RESOLUTION NO. 648**  
**AUTHORIZING THE EXPENDITURE OF ONE MILLION DOLLARS (\$1,000,000) FOR TWELVE PROJECTS AWARDED THROUGH THE 2015 CONSOLIDATED FUNDED APPLICATION (CFA) GRANT PROGRAM**

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**RESOLVED**, that \$1,000,000 be allocated for twelve competitive grants awarded in conjunction with the State's Consolidated Funding Application (CFA) process; and be it further

**RESOLVED**, that all grant recipients will receive an award notification letter indicating the award process and stating that the grant funds will be provided solely on a reimbursement basis, and be it further

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

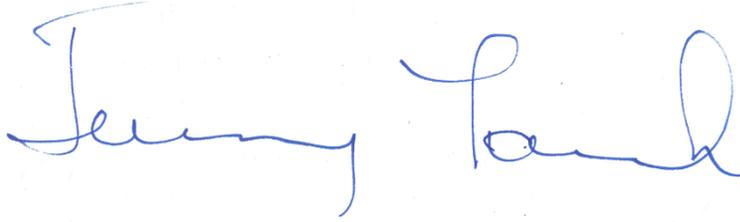
**GENERAL PUBLIC COMMENT PERIOD**

The following individuals signed up for the general comment period. Their comments are included in the video recording of the meeting.

1. Murray Bodin, Member of the Public

**ADJOURNMENT**

There being no other business, upon motion duly made and seconded, the board voted to adjourn the till its next meeting scheduled for February 23, 2016.



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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.*