



MINUTES
NEW YORK STATE CANAL CORPORATION
BOARD MEETING NO. CC-202
February 23, 2016

Minutes of a meeting of the New York State Thruway Authority, held in the board room at, 200 Southern Boulevard, Albany, 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 Canal Corporation. The meeting began at 11:30 a.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., Board Member

Members of the Board excused:

Jose Holguin-Veras, Ph.D.,

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

Maria Lehman, Interim Executive Director
Karen Hunter, Chief of Staff
Gordon Cuffy, General Counsel
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:

Darcy Volans, Member of the Public
Rick Karlin, Times Union
Skip Dickstein, Times Union
Greg Floyd, CBS 6
Ron Thaniel, Deputy Secretary for Transportation, Office of Governor Andrew M. Cuomo
Dan Cohen, Director - Citigroup
Bill Thompson, Sr., Managing Director - Siebert Brandford Shank & Co., LLC
John Carter, Managing Director - Siebert Brandford Shank & Co., LLC
Monika Conley, Senior Managing Director - Public Resources Advisory Group
Doron M. Bar-Levav, Partner - Harris Beach PLLC
Eric P. Taylor, Partner - Harris Beach PLLC

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).

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. 201**

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. 201 held on January 12, 2016, which were made available to the Board Members as part of the Agenda.

Item 2 by Ms. Lehman (Appendix B)
Approval of a New Salary Schedule for Management/Confidential Employees

The new salary schedule for Management/Confidential employees was advanced to the Board at the recommendation of the Finance Committee.

Upon motion duly made and seconded, the Board approved the new salary schedule and adopted the following resolution:

RESOLUTION NO. 649
AUTHORIZATION FOR THE INTERIM EXECUTIVE DIRECTOR
TO APPROVE NEW GENERAL SALARY INCREASES FOR
MANAGEMENT/CONFIDENTIAL EMPLOYEES

RESOLVED, the Board authorize the Interim Executive Director to implement a 2% increase of the base salary of eligible Management/Confidential (M/C) employees and the M/C Salary Schedule (Exhibit A) effective and paid retroactively to January 1, 2016 as outlined in the New York State Budget Bulletin D-1132; and

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

Item 3 by Chair Mahoney (Appendix C)
Appointing Kathleen LeFave as Secretary of the Authority/Corporation

The appointment of Kathy LeFave as Secretary was advanced to the Board at the recommendation of the Governance Committee.

Upon motion duly made and seconded, the Board approved the appointment and adopted the following resolution:

RESOLUTION NO. 650
APPOINTING KATHLEEN LEFAVE TO THE OFFICE OF
SECRETARY OF THE AUTHORITY/CORPORATION

RESOLVED, that the Board hereby names and appoints Kathleen LeFave to serve as the Secretary of the Authority/Corporation, and be it

further

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

Item 4 by Chair Mahoney (Appendix D)
Reappointing Matthew Howard as Treasurer of the Authority/Corporation

The reappointment of Matt Howard as Treasurer was advanced at the recommendation of the Governance Committee.

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

RESOLUTION NO. 651
REAPPOINTING MATTHEW HOWARD AS TREASURER OF THE
AUTHORITY/CORPORATION

RESOLVED, that the Board hereby names and reappoints Matthew Howard to serve as the Treasurer of the Authority/Corporation, and be it further

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

Item 5 by Ms. Lehman (Appendix E)
Report on Procurement Contracts and Other Agreements Up to \$150,000 Executed by the
Executive Director during the Period October 1, 2015 through December 31, 2015

Chair Mahoney invited Kevin Allen to present the report of procurement contracts for the fourth quarter of 2015.

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 accepted the Report on Procurement Contracts and other Agreements up to \$150,000 Executed by the Executive Director during the Period September 1, 2015 through December 31, 2015.

Item 6 by Ms. Cuffy (Appendix F)

Authorizing the Executive Director to Execute an amendment to the Bond, Schoeneck & King, PLLC agreement and to increase the Maximum Amount Payable

Mr. Cuffy presented the resolution seeking board approval to execute an amendment to the Bond, Schoeneck & King, PLLC legal services contract.

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 Executive Director to amend the legal services contract and adopted the following resolution:

RESOLUTION NO. 652

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AMENDMENT TO THE BOND SCHOENECK & KING PLLC AGREEMENT (C010147) TO INCREASE THE MAXIMUM AMOUNT PAYABLE

RESOLVED, that the Interim Executive Director be, and she hereby is, authorized to execute an amendment to the agreement with BSK (C010147) for ongoing outside legal services to increase the maximum amount payable under such agreement by \$600,000 to a new monetary cap of \$1,250,000, and be it further

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

RESOLVED, that the Interim Executive Director or her designee shall have the authority to exercise all powers reserved to the Authority under the provisions of the BSK Agreement, manage and administer the BSK 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 7 by Ms. Sheridan (Appendix G)
Authorizing the Execution of Six Engineering Agreements (D214433, D214440, D214441, D214461, D214474 and D214475) with Six Firms

Ms. Sheridan presented the resolution seeking board authorization to execute engineering agreements with six firms.

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 Chief Engineer to execute the agreements and adopted the following resolution

RESOLUTION NO. 653
AUTHORIZING THE EXECUTION OF SIX ENGINEERING AGREEMENTS (D214433, D214440, D214441, D214461, D214474 and D214475) WITH SIX FIRMS

RESOLVED, that the Chief Engineer be, and she hereby is, authorized to execute six agreements (D214433, D214440, D214441, D214461, D214474 and D214475) with the six 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 interests of the Authority and Corporation, 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 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 these resolutions be incorporated in the minutes of this meeting.

Item 8 by Mr. Howard (Appendix H)

Authorized the Abandonment of Approximately 18.48+ Acres of Canal Land Located in the Town of Rotterdam, Schenectady County, And Sale of Said Canal Land at Public Auction for Not-Less-Than Sixty Four Thousand Dollars

Mr. Howard presented the item seeking Board authorization to abandon and dispose of canal land through auction in the town of Rotterdam, NY.

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

Upon motion duly made and seconded, the Board authorized the abandonment of approximately 18.48+ acres of Canal land located in the Town of Rotterdam, Schenectady County, and sale of said Canal land at public auction for not-less-than Sixty Four Thousand Dollars and adopted the following resolution:

RESOLUTION NO. 654

AUTHORIZING THE ABANDONMENT OF APPROXIMATELY 18.48+ Acres OF CANAL LAND LOCATED IN THE TOWN OF ROTTERDAM, SCHENECTADY COUNTY, AND SALE OF SAID CANAL LAND AT PUBLIC AUCTION

RESOLVED, that approximately 18.48+ acres of Canal land located in the Town of Rotterdam, County of Schenectady is no longer useful or necessary as part of the Barge Canal System, as an aid to navigation thereon, or for Barge Canal purposes, excepting however, a permanent easement to overflow and flood the Property, and be it further

RESOLVED, that the sale of said Canal land for not-less-than \$64,000 by quitclaim deed to the highest qualified bidder at public auction be, and hereby is, approved, subject to such other legal, financial,

engineering, and other terms as may be deemed by the Interim Executive Director, the Chief Financial Officer, the Director of Canals or the General Counsel, to be in the best interest of the Canal Corporation and consistent with the intent of this agenda item, and be it further

RESOLVED, that the Office of Canal Maintenance and Operations shall prepare an Official Order abandoning the lands for Canal purposes, subject to a permanent easement to overflow and flood the Property, together with a map and description of such lands for review and execution by the Interim Executive Director, or her designee, and be it further

RESOLVED, that following preparation of the Official Order of Abandonment, the Interim Executive Director, or her designee, be, and she hereby is, authorized to execute such order of abandonment, and be it further

RESOLVED, that the Corporation's Contracting Officer determined that the sale of said 18.48+ acres of land by public auction is in compliance with Section 2897 (6) of the Public Authorities Law, and Section IV.I. of the Canal Real Property Management Policy, and that the transfer of the property on the terms recommended in the agenda item complies with all applicable provisions of law, including Article 9, Title 5-A of the Public Authorities Law, and with the Canal Real Property Management Policy; and be it further

RESOLVED, that such sale shall be conditioned upon the payment of certain costs incidental to the transfer of real property, and be it further

RESOLVED, that the Interim Executive Director, or her designee, be, and the same hereby is, authorized to execute an Agreement for Sale of Real Property with the highest qualified bidder and any amendments and/or conforming changes thereto consistent with the terms of this agenda item, along with all other documents necessary to effectuate the conveyance of the Property, in accordance with the terms authorized during this meeting, and be it further

RESOLVED, that the recommendation for issuance of a Negative Declaration based on an environmental assessment of the proposed action completed in accordance with the provisions of the State Environmental Quality Review Act (SEQRA) be, and hereby is, approved, and be it further

RESOLVED, the Chief Engineer, or her designee, be, and she hereby is, authorized to sign the SEQRA Environmental Assessment and issue the Negative Declaration, and to distribute any required notices on behalf of the Canal Corporation Board with relation to this action, and be it further

RESOLVED, that the Interim Executive Director, or her designee, the Director of Canals, the Chief Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to effectuate closing of title, and be it further

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

Item 9 by Mr. Howard (Appendix I)

Authorizing the Abandonment of Approximately 1.87+ Acres of Canal Land Located in the Town of Rotterdam, Schenectady County, and Sale of Said Canal Land to Michael Aldi

Mr. Howard presented the item seeking Board authorization to abandon and sell canal land in the town of Rotterdam, NY.

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

Upon motion duly made and seconded, the Board authorized the abandonment of approximately 1.87+ acres of Canal land located in the Town of Rotterdam, Schenectady County, and sale of said Canal land to Michael Aldi and adopted the following resolution:

RESOLUTION NO. 655

**AUTHORIZING THE ABANDONMENT OF
APPROXIMATELY 1.87± ACRES OF CANAL LAND
LOCATED IN THE TOWN OF ROTTERDAM,
SCHENECTADY COUNTY, AND SALE OF SAID CANAL
LAND TO MICHAEL ALDI**

RESOLVED, that approximately 1.87+ acres of Canal land located in the Town of Rotterdam, County of Schenectady is no longer useful or necessary as part of the Barge Canal System, as an aid to navigation thereon, or for Barge Canal purposes, and be it further

RESOLVED, that the sale of said Canal land to Michael Aldi for \$24,000 by quitclaim deed by negotiation be, and hereby is, approved, subject to such other legal, financial, engineering, and other terms as may be deemed by the Interim Executive Director, the Chief Financial Officer, the Director of Canals or the General Counsel, to be in the best interest of the Canal Corporation and consistent with the intent of this agenda item, and be it further

RESOLVED, that the Office of Canal Maintenance and Operations shall prepare an Official Order abandoning the lands for Canal purposes, together with a map and description of such lands for review and execution by the Interim Executive Director, or her designee, and be it further

RESOLVED, that following preparation of the Official Order of Abandonment, the Interim Executive Director, or her designee, be, and he hereby is, authorized to execute such order of abandonment, and be it further

RESOLVED, that the Corporation's Contracting Officer determined that the sale of said 1.87+ acres of land by public auction is in compliance with Section 2897 (6) of the Public Authorities Law, and Section IV.I. of the Canal Real Property Management Policy, and that the transfer of the property on the terms recommended in the agenda item complies with all applicable provisions of law, including Article 9, Title 5-A of the Public Authorities Law, and with the Canal Real Property Management Policy; and be it further

RESOLVED, that such sale shall be conditioned upon the payment of certain costs incidental to the transfer of real property, and be it further

RESOLVED, that the Interim Executive Director, or her designee,

be, and the same hereby is, authorized to execute an Agreement for Sale of Real Property and any amendments and/or conforming changes thereto consistent with the terms of this agenda item, along with all other documents necessary to effectuate the conveyance of the Property, in accordance with the terms authorized during this meeting, and be it further

RESOLVED, that the recommendation for issuance of a Negative Declaration based on an environmental assessment of the proposed action completed in accordance with the provisions of the State Environmental Quality Review Act (SEQRA) be, and hereby is, approved, and be it further

RESOLVED, the Chief Engineer, or her designee, be, and she hereby is, authorized to sign the SEQRA Environmental Assessment and issue the Negative Declaration, and to distribute any required notices on behalf of the Canal Corporation Board with relation to this action, and be it further

RESOLVED, that the Interim Executive Director, or her designee, the Director of Canals, the Chief Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to effectuate closing of title, and be it further

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

GENERAL PUBLIC COMMENT PERIOD

There were no comments made during the period.

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the board voted to adjourn the till its next meeting scheduled for March 21, 2016.

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.