



## **MINUTES**

### **NEW YORK STATE THRUWAY AUTHORITY**

#### **BOARD MEETING NO. 645**

**September 7, 2005**

**Minutes of a meeting of the New York State Thruway Authority, held in the Board room at Administrative Headquarters, 200 Southern Boulevard, Albany, New York, 12209.**

**The meeting began at 10:40 a.m.**

**There were present:**

**John L. Buono, Chairman**

**Nancy Carey Cassidy, Board Member**

**John R. Riedman, Board Member**

**Constituting all of the members of the Thruway Authority Board.**

**In addition, there were present the following staff personnel:**

**Michael R. Fleischer, Executive Director**

**John Brizzell, Deputy Executive Director, Chief Engineer**

**John Bryan, Chief Financial Officer**

**Sharon O'Connor, General Counsel**

**William Rinaldi, Acting Director, Operations**

**Joanne Riddett, Director, Information Technology**

**Wendy Allen, Director, Department of Planning Services**

**Christopher Waite, Director, Engineering Services and Assistant Chief Engineer**

**George Tanner, Director, Maintenance Engineering and Assistant Chief Engineer**

**Michael Flynn, Director, Audit and Management Services**

**Jill Warner, Secretary and Board Administrator**

**Captain Richard Smith, Troop T**

**Daniel Gilbert, Director, Public Affairs**

**Wilma DeLucco, Director, Administrative Services**

**Donald Bell, Director, Albany Division**  
**Carmella Mantello, Director of Canal Corporation**  
**Lawrence Frame, Deputy Director of Canal Corporation**  
**Richard Garrabrant, Acting Director, Syracuse Division**  
**Ramesh Mehta, Director, New York Division**  
**David Boshart, Director, Office of Canal Land Management**  
**Cathy Sheridan, Canal Capital Program**  
**Jennifer Meicht, Deputy Director of Canal Corporation**  
**Dorraine Steele, Director, Office of Fiscal Audit and Budget**  
**Also in Attendance:**  
**Cathy Woodruff, Reporter, *Albany Times Union***  
**Stanley Kramer, Bond Counsel, Hawkins, Delafield and Wood**

Chairman Buono noted that he, Ms. Carey Cassidy and Mr. Riedman had received and reviewed the Agenda submitted for consideration at this meeting and were prepared to act on each of the items.

The Chairman called the meeting to order.

Ms. Warner recorded the minutes as contained herein.

Public notice of the meeting had been given, Ms. Warner said.

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**Item 1 by Ms. Warner (Appendix A)**  
**Minutes of Meeting Nos. 643 and 644**

On the motion of Mr. Riedman, seconded by Ms. Carey Cassidy, without any objections, the Board approved the minutes of Meeting Nos. 643 and 644 held on August 3, 2005 and August 9, 2005, which were made available to the Board Members as part of the Agenda.



**Item 2 by Mr. Bryan (Appendix B)**  
**Report on the 2005 Financial Plan**

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

**RESOLUTION NO. 5446**  
**REPORT ON THE 2005 FINANCIAL PLAN**

**RESOLVED**, that the Report on the 2005 Financial Plan as presented in this item be and the same hereby is, accepted by the Board, and be it further

**RESOLVED**, that the Chief Financial Officer be, and he hereby is, authorized to make any and all adjustments to the appropriate funds consistent with this revised financial plan for 2005, and be it further

**RESOLVED**, that the Chief Financial Officer be, and he hereby is, authorized to make any other adjustments based on actual results that are consistent with this projected plan, and report such actions to the Board, and be it further

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

**Item 3 by Mr. Bryan (Appendix C)**  
**Financial Report – July 2005**

Mr. Bryan reported that net toll revenue in July was up \$11.5 million or 27 percent over July of 2004 – reflecting the impact of the toll adjustment instituted in May and increased traffic on the system. As a result, for the first seven months of 2005 net toll revenue was \$26.1 million over the level collected in the same period of 2004 (\$17.7 million of this increase was from passenger vehicles with the \$8.4 million balance from commercial vehicles).

Gasoline deliveries were up slightly in July – resulting in a 0.7 percent increase in revenues. For the first seven months of the year gasoline deliveries were down, resulting in a 3.7 percent decline in revenue from for same period in 2004. Conversely,



**Item 3 by Mr. Bryan (Appendix C)**  
**Financial Report – July 2005**

restaurant revenue in July was up by 4.8 percent over July 2004 and for the first seven months of the year revenue has increased was up by 2.4 percent.

Sundry and other revenue collections continue to significantly exceed last year's levels – up by over \$2 million or 22.5 percent for the first seven months of 2005. This increase is predominately due to higher interest rates that earned on investments.

Accounting for toll, concession, sundry and other revenue collections, total revenue collected in the first seven months of 2005 reached over \$294 million which was \$28.2 million or 10.6 percent above the level collected in the first seven months of 2004. Compared to revised budget estimates, total operating revenue is essentially on target – about \$2.8 million or 0.9 percent below expectations.

On the expense side, due to higher than anticipated costs associated with snow and ice removal, higher fuel and other material costs, expenses in the first seven months of 2005 were \$9.9 million or 5.1 percent above revenues for the same period in 2004.

Following discussion regarding the financial condition of the Authority, on the motion of Ms. Carey Cassidy, seconded by Mr. Riedman, without any objections, the Board accepted the Financial Report for the month of July 2005.

**Item 4 by Ms. O'Connor (Appendix D)**  
**Approving the Ninth Supplemental Resolution Authorizing the Issuance of General Revenue Bonds, Series G, Approving the Form of and Authorizing the Preparation, Execution and Delivery of the Preliminary Official Statement and Approving the Form of the Final Official Statement and the Form of the Bond Purchase Agreement for the Series G Bonds, Approving the Forms of and Authorizing the Execution of the Bond Purchase Agreement, Continuing Disclosure Agreement, the Escrow Agreement and Authorizing the Execution of Any Other Documents Necessary for the Sale, Issuance and Delivery of the Series G Bonds, Including Any Necessary Documentation Relating to Payment of the Series 2004A Bond Anticipation Notes and the Series CP-2 Notes, the Refunding of Outstanding General Revenue Bonds and Potential Amendments to the General Revenue Bond Resolution, and Authorizing the Selection of Certain Consultants and Agents Related to the Issuance of the Series G Bonds**

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



**Item 4 by Ms. O’Conor (Appendix D)**  
**Approving the Ninth Supplemental Resolution Authorizing the Issuance of General Revenue Bonds, Series G (Continued)**

**RESOLUTION NO. 5447**

APPROVING THE NINTH SUPPLEMENTAL RESOLUTION FOR THE GENERAL REVENUE BONDS, SERIES G, APPROVING THE FORM OF AND AUTHORIZING THE PREPARATION, EXECUTION OR DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT AND APPROVING THE FORM OF A FINAL OFFICIAL STATEMENT AND THE FORM OF THE BOND PURCHASE AGREEMENT FOR THE SERIES G BONDS, APPROVING THE FORMS OF AND AUTHORIZING THE EXECUTION OF THE BOND PURCHASE AGREEMENT, THE CONTINUING DISCLOSURE AGREEMENT, THE ESCROW AGREEMENT AND AUTHORIZING THE EXECUTION OF ANY OTHER DOCUMENTS NECESSARY FOR THE SALE, ISSUANCE AND DELIVERY OF THE SERIES G BONDS, INCLUDING ANY NECESSARY DOCUMENTATION RELATING TO PAYMENT OF THE SERIES 2004A BOND ANTICIPATION NOTES AND SERIES CP-2 NOTES, THE REFUNDING OF OUTSTANDING GENERAL REVENUE BONDS AND POTENTIAL AMENDMENTS TO THE GENERAL REVENUE BOND RESOLUTION, AND AUTHORIZING THE SELECTION OF CERTAIN CONSULTANTS AND AGENTS RELATED TO THE ISSUANCE OF THE SERIES G BONDS

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RESOLVED, in accordance with the New York State Thruway Act, as amended, Title 9 of Article 2 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of the State of New York (as amended, the “Act”), the Authority is authorized to issue its bonds, in such principal amount, as in the opinion of the Authority, shall be necessary to provide sufficient moneys for achieving the corporate purposes of the Authority, and be it further



**Item 4 by Ms. O’Conor (Appendix D)**  
**Approving the Ninth Supplemental Resolution Authorizing the Issuance of General Revenue Bonds, Series G (Continued)**

**RESOLVED**, that the Act authorizes the Authority to adopt bond resolutions establishing the contract with its bond and note holders, and be it further

**RESOLVED**, that there has been approved by the Board, on August 3, 1992, a General Revenue Bond Resolution (as amended and supplemented, the “Resolution”) which, consistent with the Act, authorizes bonds of the Authority, designated as “General Revenue Bonds” as direct and general obligations of the Authority in accordance with the terms thereof to finance all or a portion of the costs of various corporate purposes of the Authority, including the refunding thereof, and be it further

**RESOLVED**, that Sections 202, 204 and 205 of the Resolution require that the issuance of General Revenue Bonds by the Authority shall be authorized by a supplemental resolution or resolutions of the Authority adopted at or prior to the time of issuance, and be it further

**RESOLVED**, that there has been prepared and submitted to the Board a form of Ninth Supplemental Revenue Bond Resolution Authorizing General Revenue Bonds, Series G (the “Series G Supplemental Resolution”), to provide sufficient funds to pay at maturity the principal of and interest on the Authority’s \$375,000,000 General Revenue Bond Anticipation Notes, Series 2004A (the “Series 2004A BANs) and the \$150,000,000 General Revenue Bond Anticipation Notes, Series CP-2 (“Series CP-2 Notes”), to pay a portion of the cost of the Authority’s Multi-Year Capital Plan not to exceed \$275,000,000, to pay Costs of Issuance relating to the Series G Bonds; to authorize the issuance of additional Series G Bonds to refund all or portions of one or more series of Outstanding Bonds and, if necessary, to make a



**Item 4 by Ms. O’Conor (Appendix D)**  
**Approving the Ninth Supplemental Resolution Authorizing the Issuance of General Revenue Bonds, Series G (Continued)**

deposit to the Senior Debt Service Reserve Fund equal to the Senior Debt Service Reserve Fund Requirement, taking into account the Reserve Credit Facilities on deposit therein, upon the issuance of the Series G Bonds, and be it further

**RESOLVED**, that the Board approves the form of the Series G Supplemental Resolution as submitted to this meeting and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer (as defined in the Resolution) to approve and execute such changes to the Series G Supplemental Resolution as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

**RESOLVED**, that the Authority intends to authorize the issuance, pursuant to the Resolution and the Series G Supplemental Resolution, of its General Revenue Bonds, Series G (the “Series G Bonds”), and be it further

**RESOLVED**, that the Authority intends to issue, in accordance with Sections 202, 204 and 205 of the Resolution and the Series G Supplemental Resolution, its Series G Bonds and to sell its Series G Bonds, to Bear Stearns & Co. Inc.; Citigroup Financial Services, Inc.; Merrill Lynch & Co. and UBS Financial Services and such other underwriters as shall be appointed under this Resolution or by the Chairman or other Authorized Officer after consultation with the Chairman (the “Underwriters”) pursuant to a Bond Purchase Agreement between the Authority and Bear, Stearns & Co., Inc. as Representative of the Underwriters (the "Bond Purchase Agreement"), the form of which Bond Purchase Agreement has been set before the Board, and be it further



**Item 4 by Ms. O’Conor (Appendix D)**  
**Approving the Ninth Supplemental Resolution Authorizing the Issuance of General Revenue Bonds, Series G (Continued)**

**RESOLVED**, that the Board approves the Bond Purchase Agreement in substantially the form submitted to this meeting and made a part of this resolution as though set forth in full herein, in the manner set forth in Section 301 of the Series G Supplemental Resolution and authorizes an Authorized Officer to execute and deliver such Bond Purchase Agreement and to approve and execute such changes to such Bond Purchase Agreement as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

**RESOLVED**, that in connection with the sale of the Series G Bonds, the Board approves the form of a Preliminary Official Statement in substantially the form submitted to this meeting with all conforming changes incorporated herein and made a part of the Resolution as though set forth in full herein, and authorizes an Authorized Officer to approve and execute such changes as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

**RESOLVED**, that the Board authorizes the distribution of the Preliminary Official Statement relating to the Series G Bonds by an Authorized Officer, in substantially the same form submitted to this meeting with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by an Authorized Officer, said distribution being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable, and be it further

**RESOLVED**, that the Board authorizes an Authorized Officer to confirm that the Preliminary Official Statement related to the Series G Bonds is deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Commission, except for certain permitted



**Item 4 by Ms. O’Conor (Appendix D)**  
**Approving the Ninth Supplemental Resolution Authorizing the Issuance of General Revenue Bonds, Series G (Continued)**

omissions and information not required under said Rule to be included therein, and be it further

**RESOLVED, that the Board authorizes an Authorized Officer to execute or deliver, on behalf of the Authority, a final Official Statement relating to the Series G Bonds in substantially the form of the Preliminary Official Statement submitted to this meeting, with such changes, insertions and omissions as may be approved by an Authorized Officer, said execution or delivery being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable. Any material changes from the Preliminary Official Statement approved pursuant to this resolution to be made in the final Official Statement which are not made pursuant to matters which are authorized to be determined pursuant to a Certificate of Determination (as defined in the Resolution) shall be distributed to members of the Authority for comments, if any, from such members prior to final printing. After execution, if appropriate, an Authorized Officer is hereby authorized to deliver to the purchasers of the Series G Bonds an executed copy or copies of such final Official Statement and any further amendments or supplements thereto, and be it further**

**RESOLVED, that prior to applying the proceeds of the Series G Bonds to any Facility (as defined in the Resolution), the Authority, with respect to such Facility, shall have complied with any applicable requirements of the State Environmental Quality Review Act (Article 8 of the Environmental Conservation Law) and any other applicable environmental laws or regulations, and be it further**



**Item 4 by Ms. O’Conor (Appendix D)**  
**Approving the Ninth Supplemental Resolution Authorizing the Issuance of General Revenue Bonds, Series G (Continued)**

**RESOLVED**, that the Board confirms and ratifies the selection of as well as Advest, Inc., A.G. Edwards & Sons, Inc., M.R. Beal & Company, CIBC World Markets Corp., Loop Capital Markets, LLC., and Raymond James & Associates, Inc. as co-managers for this transaction, such selections to be consistent with all existing statutes, regulations, policies and procedures of the Authority, and also confirms and ratifies the continuation and selection of The Bank of New York, New York, New York as Trustee, Paying Agent and as escrow agent under the escrow agreement, and be it further

**RESOLVED**, that the Board authorizes an Authorized Officer to execute upon such terms and conditions as are determined to be in the best interests of the Authority and are consistent with the provisions of the Series G Supplemental Resolution: (i) a Continuing Disclosure Agreement in substantially the form submitted to this meeting, (ii) an Escrow Agreement and (iii) any additional agreements or other documents necessary to facilitate the sale of the Series G Bonds and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this resolution, and be it further

**RESOLVED**, that an Authorized Officer is authorized to make any determinations or appointments and to execute any additional certificates, agreements or other documents necessary to facilitate the authorization, sale, issuance and delivery of the Series G Bonds and the payment at maturity of the Series 2004A BANs, the payment at maturity of the Series CP-2 Notes, the refunding of Outstanding Bonds (if appropriate) and to achieve the other purposes of this Resolution, including but not limited to agreements with securities depositories and documents relating to credit enhancement, and to do and cause to be done any and all acts and things necessary



**Item 4 by Ms. O’Conor (Appendix D)**  
**Approving the Ninth Supplemental Resolution Authorizing the Issuance of General Revenue Bonds, Series G (Continued)**

or proper to carry out the transactions contemplated by this Resolution, and be it further

RESOLVED, that in connection with the sale of the Series G Bonds, the Board approves the proposed amendments to the Resolution described in the Preliminary Official Statement and in Section 601 of the Series G Supplemental Resolution as submitted to this meeting and made a part of this Resolution as though set forth in full herein. It is understood that once approved by the Board, the administration of the proposed Resolution amendments would be in accordance with the fiscal management guidelines adopted by the Board pursuant to Resolution No. 4714, as such guidelines may be amended from time to time. It being further understood that such amendments, in each case to the extent necessary under the terms of the Resolution, would be effective only upon receipt of the consent of the holders of at least a majority in principal amount of the Bonds Outstanding and through the adoption of a Supplemental Resolution implementing such changes at a future date, and be it further;

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

**Item 5 by Mr. Gilbert (Appendix E)**  
**Authorizing the Executive Director to Execute and Agreement with the National Multiple Sclerosis Society – Southern New York Chapter to Conduct “The 2005 Great TZ Bike Tour for MS” and Undertake Such Other Measures as may be Required to Facilitate the Event**

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



**Item 5 by Mr. Gilbert (Appendix E)**

**Authorizing the Executive Director to Execute and Agreement with the National Multiple Sclerosis Society – Southern New York Chapter to Conduct “The 2005 Great TZ Bike Tour for MS” and Undertake Such Other Measures as may be Required to Facilitate the Event (Continued)**

**RESOLUTION NO. 5448**

**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT WITH THE NATIONAL MULTIPLE SCLEROSIS SOCIETY – SOUTHERN NEW YORK CHAPTER TO CONDUCT “THE 2005 GREAT TZ BIKE TOUR FOR MS” AND UNDERTAKE SUCH OTHER MEASURES AS MAY BE REQUIRED TO FACILITATE THE EVENT**

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**RESOLVED, that the Executive Director be, and he hereby is, authorized to execute an agreement with the National Multiple Sclerosis Society – Southern New York Chapter (“MS Society”) to hold a bicycling Event – “The 2005 Great TZ Bike Tour for MS” (“Event”) – under such terms and conditions as the Executive Director, in consultation with the General Counsel, determines to be in the best interest of the Authority; and be it further**

**RESOLVED, that the agreement will require that the MS Society will remit \$25,000 to the Authority to offset the cost to the Authority of participating in the Event; 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, manage and administer the 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 interests of the Authority; and be it further**

**RESOLVED, that the Executive Director or his designee be, and he hereby is, authorized to take all appropriate actions to facilitate the Event; and be it further**



**Item 5 by Mr. Gilbert (Appendix E)**

**Authorizing the Executive Director to Execute and Agreement with the National Multiple Sclerosis Society – Southern New York Chapter to Conduct “The 2005 Great TZ Bike Tour for MS” and Undertake Such Other Measures as may be Required to Facilitate the Event (Continued)**

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

**Item 6 by Mr. Rinaldi (Appendix F)**

**Authorizing the Executive Director to Execute an Agreement with OSI Collections Services, Inc. to Provide Collection Services to the Authority for E-ZPass Debt**

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

**RESOLUTION NO. 5449**

**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT WITH OSI COLLECTIONS SERVICES, INC. TO PROVIDE COLLECTION SERVICES TO THE AUTHORITY FOR E-ZPASS DEBT**

**RESOLVED**, that the Executive Director be, and hereby is authorized to execute and Agreement with OSI Collections Services, Inc. to provide the Authority with collection services for E-ZPass debt; and be it further

**RESOLVED**, that such Agreement shall be for a term of three years, with an option to renew for one additional three-year term, shall have a maximum amount payable of \$1.7 million, and shall be on such other terms and conditions as the Executive Director and General Counsel determine to be in the best interests of the Authority; and be it further

**RESOLVED**, that the Authority’s Chief Financial Officer be, and hereby is, authorized to charge expenditures for services rendered pursuant to such Agreement to the Operating Budget; and be it further



**Item 6 by Mr. Rinaldi (Appendix F)**

**Authorizing the Executive Director to Execute an Agreement with OSI Collections Services, Inc. to Provide Collection Services to the Authority for E-ZPass Debt (Continued)**

**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, manage and administer the 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 interests of the Authority, and be it further

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

**Item 7 by Mr. Rinaldi (Appendix G)**

**Authorizing Amendment to Resolution No. 5430 Adopted at Authority Board Meeting No. 641 held on June 21, 2005 to Reflect Accurately the Current Names of Contractors, ExxonMobil Oil Corporation and Sunoco, Inc. (R&M)**

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

**RESOLUTION NO. 5450**

**AUTHORIZING AMENDMENT TO RESOLUTION NO. 5430 ADOPTED AT AUTHORITY BOARD MEETING NO. 641 HELD ON JUNE 21, 2005 TO REFLECT ACCURATELY THE CURRENT NAMES OF CONTRACTORS, EXXONMOBIL OIL CORPORATION AND SUNOCO, INC. (R&M)**

**RESOLVED**, that Resolution No. 5430 adopted at Meeting No. 641 held on June 21, 2005 be, and the same hereby is, amended to substitute the name "ExxonMobil Oil Corporation" for "ExxonMobil Corporation" and the name "Sunoco, Inc. (R&M)" for "Sunoco, Inc." and be it further



**Item 7 by Mr. Rinaldi (Appendix G)**

**Authorizing Amendment to Resolution No. 5430 Adopted at Authority Board Meeting No. 641 held on June 21, 2005 to Reflect Accurately the Current Names of Contractors, ExxonMobil Oil Corporation and Sunoco, Inc. (R&M) (Continued)**

RESOLVED, that in all other respects the Resolution NO. 5430 shall remain the same, and be it further

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

**Item 8 by Mr. Rinaldi (Appendix H)**

**Authorizing the Withdrawal of Resolution No. 5431 (One Year Contract With HMSHost Corporation to Operate Sixteen Travel Plaza Food Service Facilities from October 1, 2005 to September 30, 2006), Adopted at Meeting No. 641 Held on June 21, 2005, and Authorization of a One Year Contract With HMS Host Family Restaurants, Inc. and Host Marriott, L.P. to Operate Sixteen Travel Plaza Food Service Facilities from October 1, 2005 to September 30, 2006**

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

**RESOLUTION NO. 5451**

**AUTHORIZING THE WITHDRAWAL OF RESOLUTION NO. 5431 (ONE YEAR CONTRACT WITH HMSHOST CORPORATION TO OPERATE SIXTEEN TRAVEL PLAZA FOOD SERVICE FACILITIES FROM OCTOBER 1, 2005 TO SEPTEMBER 30, 2006), ADOPTED AT MEETING NO. 641 HELD ON JUNE 21, 2005, AND AUTHORIZATION OF A ONE YEAR CONTRACT WITH HMS HOST FAMILY RESTAURANTS, INC. AND HOST MARRIOTT, L.P. TO OPERATE SIXTEEN TRAVEL PLAZA FOOD SERVICE FACILITIES FROM OCTOBER 1, 2005 TO SEPTEMBER 30, 2006**

RESOLVED, that Resolution No. 5431 adopted at Meeting No. 641 held on June 21, 2005 be, and the same hereby is, withdrawn, and be it further,



**Item 8 by Mr. Rinaldi (Appendix H)**

**Authorizing the Withdrawal of Resolution No. 5431 (One Year Contract With HMSHost Corporation to Operate Sixteen Travel Plaza Food Service Facilities from October 1, 2005 to September 30, 2006), Adopted at Meeting No. 641 Held on June 21, 2005, and Authorization of a One Year Contract With HMS Host Family Restaurants, Inc. and Host Marriott, L.P. to Operate Sixteen Travel Plaza Food Service Facilities from October 1, 2005 to September 30, 2006 (Continued)**

**RESOLVED**, that such contract between the Authority and HMS Host Family Restaurants, Inc. and Host Marriott, L.P. is in conformance with the Authority's procurement policy and the conditions for a waiver of competition have been met; and be it further

**RESOLVED**, that a one year contract between the Authority and HMS Host Family Restaurants, Inc. and Host Marriott, L.P. on the terms contained herein be, and, the same hereby is authorized,

**RESOLVED**, that the Executive Director, or his designee, be, and he hereby is, authorized to execute and take all actions necessary to implement such a contract on behalf 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 said contract and manage and administer the agreement consistent with the terms of this item and other Board authorizations; and be it further

**RESOLVED**, that the recommendation regarding the adoption of the SEQRA negative declaration be, and hereby is, approved; and be it further;

**RESOLVED**, that the Chief Engineer, or his designee, be, and he hereby is, authorized to sign the required documents and distribute any required notices on behalf of the Board in relation to this action in accordance with the determination of environmental significance herein, and be it further;



**Item 8 by Mr. Rinaldi (Appendix H)**

**Authorizing the Withdrawal of Resolution No. 5431 (One Year Contract With HMSHost Corporation to Operate Sixteen Travel Plaza Food Service Facilities from October 1, 2005 to September 30, 2006), Adopted at Meeting No. 641 Held on June 21, 2005, and Authorization of a One Year Contract With HMS Host Family Restaurants, Inc. and Host Marriott, L.P. to Operate Sixteen Travel Plaza Food Service Facilities from October 1, 2005 to September 30, 2006 (Continued)**

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

**Item 9 by Mr. Waite (Appendix I)**

**Authorizing Negotiation and Execution of Term Agreement D213493 with Bergmann Associates, Inc. for Hydrology and Hydraulic Engineering Services for a Period of Two Years**

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

**RESOLUTION NO. 5452**

**AUTHORIZING NEGOTIATION AND EXECUTION OF TERM AGREEMENT D213493 WITH BERGMANN ASSOCIATES, INC. FOR HYDROLOGY AND HYDRAULIC ENGINEERING SERVICES FOR A PERIOD OF TWO YEARS**

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RESOLVED, that the Chief Engineer or Director of Engineering Services be, and they hereby are, authorized to negotiate and execute term agreement D213493 with Bergmann Associates, Inc., 200 First Federal Plaza, 28 East Main Street, Rochester, New York 14614 for hydrology and hydraulic engineering services system-wide, provided that the Maximum Amount Payable does not exceed the \$1,000,000 which is currently provided through the 2005 Contracts Program (HS1067.1), and be it further

RESOLVED, that the Chief Engineer or the Director of Engineering Services or their designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the Agreement, manage and administer the Agreement, amend the provisions of



**Item 9 by Mr. Waite (Appendix I)**

**Authorizing Negotiation and Execution of Term Agreement D213493 with Bergmann Associates, Inc. for Hydrology and Hydraulic Engineering Services for a Period of Two Years (Continued)**

the Agreement consistent with the terms of this item and in accordance with the 2005 Contracts Program Resolution No. 5396 and other Board authorizations, and suspend or terminate the Agreement in the best interests of the Authority, and be it further

RESOLVED, that the information relating to this agreement be included in the Director of Engineering Services' 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.

**Item 10 by Mr. Waite (Appendix J)**

**Authorizing Negotiation and Execution of Engineering Agreement D213516 with Lochner Engineering, P.C. for Construction Inspection Services Relative to TAS 05-8, Culvert Repairs and Build Haul Roads Between M.P. 200.6 to M.P. 232.0 in the Syracuse Division**

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

**RESOLUTION NO. 5453**

**AUTHORIZING NEGOTIATION AND EXECUTION OF ENGINEERING AGREEMENT D213516 WITH LOCHNER ENGINEERING, P.C. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAS 05-8, CULVERT REPAIRS AND BUILD HAUL ROADS BETWEEN M.P. 200.6 TO M.P. 232.0 IN THE SYRACUSE DIVISION**

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**Item 10 by Mr. Waite (Appendix J)**  
**Authorizing Negotiation and Execution of Engineering Agreement D213516 with**  
**Lochner Engineering, P.C. for Construction Inspection Services Relative to TAS 05-8,**  
**Culvert Repairs and Build Haul Roads Between M.P. 200.6 to M.P. 232.0 in the**  
**Syracuse Division (Continued)**

**RESOLVED**, that the Chief Engineer or Director of Engineering Services be, and they hereby are, authorized to negotiate and execute engineering agreement D213516 with Lochner Engineering, P.C., 181 Genesee Street, Suite 300, Utica, New York 13501 for construction inspection services relative to TAS 05-8, Culvert Repairs and Build Haul Roads between M.P. 200.6 and M.P. 232.0 in the Syracuse Division, provided that the Maximum Amount Payable does not exceed the \$542,000 which is currently provided through the 2005 Contracts Program (H962.1), and be it further

**RESOLVED**, that the Chief Engineer or the Director of Engineering Services or their designees shall have the authority to exercise all powers reserved to the Authority 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 2005 Contracts Program Resolution No. 5396 and other Board authorizations, and suspend or terminate the Agreement in the best interests of the Authority, and be it further

**RESOLVED**, that the information relating to this agreement be included in the Director of Engineering Services' 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.



**Item 11 by Mr. Waite (Appendix K)**  
**Authorizing Negotiation and Execution of Engineering Agreement D213515 with Om P. Popli, P.E., L.S., P.C. for Construction Inspection Services Relative to TAS 05-15, Safety Improvements at Various Locations Between M.P. 240.9 to M.P. 262.0 in the Syracuse Division**

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

**RESOLUTION NO. 5454**

**AUTHORIZING NEGOTIATION AND EXECUTION OF ENGINEERING AGREEMENT D213515 WITH OM P. POPLI, P.E., L.S., P.C. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAS 05-15, SAFETY IMPROVEMENTS AT VARIOUS LOCATIONS BETWEEN M.P. 240.9 TO M.P. 262.0 IN THE SYRACUSE DIVISION**

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**RESOLVED**, that the Chief Engineer or Director of Engineering Services be, and they hereby are, authorized to negotiate and execute engineering agreement D213515 with Om P. Popli, P.E., L.S., P.C., 555 Penbrooke Drive, Penfield, New York 14526 for construction inspection services relative to TAS 05-15, Safety Improvements at Various Locations between M.P. 240.9 and M.P. 262.0 in the Syracuse Division, provided that the Maximum Amount Payable does not exceed the \$290,000 which is currently provided through the 2005 Contracts Program (H820.2), and be it further

**RESOLVED**, that the Chief Engineer or the Director of Engineering Services or their designees shall have the authority to exercise all powers reserved to the Authority 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 2005 Contracts Program Resolution No. 5396 and other Board authorizations, and suspend or terminate the Agreement in the best interests of the Authority, and be it further



**Item 11 by Mr. Waite (Appendix K)**  
**Authorizing Negotiation and Execution of Engineering Agreement D213515 with Om**  
**P. Popli, P.E., L.S., P.C. for Construction Inspection Services Relative to TAS 05-15,**  
**Safety Improvements at Various Locations Between M.P. 240.9 to M.P. 262.0 in the**  
**Syracuse Division (Continued)**

**RESOLVED**, that the information relating to this agreement be included in the Director of Engineering Services' 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.

**Adjournment**

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

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**Jill B. Warner**  
**Secretary**

