



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 655

November 16, 2006

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 and by video conference from the New York State Thruway Authority's Buffalo Division, 455 Cayuga Road, Suite 800, Cheektowaga, NY.

The meeting began at 11:45 a.m.

John L. Buono, Chairman
Nancy E. Carey Cassidy, Board Member
John R. Riedman, Board Member
Erin M. Crotty, Board Member
Jeffrey D. Williams, Board Member via video conference

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

In addition, there were present the following staff personnel:

Michael R. Fleischer, Executive Director
John Bryan, Chief Financial Officer
Sharon O'Connor, General Counsel
William Rinaldi, Director, Albany Division
Joanne Riddett, Director, Information Technology
Christopher Waite, Chief Engineer
Jill Warner, Secretary and Board Administrator
Major George Beach, Troop T
Daniel Gilbert, Chief of Staff
Wendy Allen, Deputy Chief of Staff
John Barr, Director, Administrative Services

Donald Bell, Director, Operations and Maintenance
Carmella Mantello, Director of Canal Corporation
Michael Flynn, Director, Audit & Management Services
Kevin Allen, Unit Supervisor, Audit & Management Services
Dorraine Steele, Director, Office of Fiscal Audit and Budget
Lawrence Frame, Deputy Director of Canal Corporation
Richard Garrabrant, Director, Syracuse Division
Ramesh Mehta, Director, New York Division
Cathy Sheridan, Canal Capital Program
Richard Harris, Deputy Director of Canal Community Development and Land Management
Betsy Graham, Acting Director, Office of Public Affairs
John Brizzell, Transportation Federation Liaison
Eric Christensen, Program Manager, E-ZPass Operations
Kathy McCartney, Deputy Counsel
Also in Attendance:
Marty Latko, President, Teamsters Local 72
Mark Johnson, Reporter, Associated Press

Chairman Buono noted that he, Ms. Carey Cassidy, Ms. Crotty, Mr. Riedman 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.

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.

Item 1 by Ms. Warner (Appendix A)
Minutes of Meeting No. 654

On the motion of Mr. Riedman, seconded by Ms. Crotty, without any objections, the Board approved the minutes of Meeting No. 654 held on October 30, 2006, which were made available to the Board Members as part of the Agenda.



Item 2 by Mr. Fleischer (Appendix B)

Report to Thruway Authority Board for Personal Service Contracts Up to \$150,000 for the Period July 1, 2006 through September 30, 2006

Mr. Fleischer submitted as Exhibit I a listing containing Personal Service Contracts up to \$150,000 for the period of July 1, 2006 through September 30, 2006.

After full discussion, on the motion of Mr. Williams, seconded by Ms. Crotty, without any objections, the Board accepted Mr. Fleischer's report.

Item 3 by Mr. Fleischer (Appendix C)

Approving a Revised Governance Committee Charter

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

RESOLUTION NO. 5558

**APPROVING A REVISED GOVERNANCE
COMMITTEE CHARTER**

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

RESOLVED, that there be one Governance Committee responsible for both the Thruway Authority and the Canal Corporation; and be it further

RESOLVED, that Governance Committee meetings will be subject to the requirements of the Open Meetings Law; and be it further

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



Item 4 by Mr. Fleischer (Appendix D)

Establishing the Board Audit Committee and Approving an Audit Committee Charter

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

RESOLUTION NO. 5559
ESTABLISHING THE BOARD AUDIT COMMITTEE
AND APPROVING AN AUDIT COMMITTEE CHARTER

RESOLVED, that the Board Audit Committee is established; and be it further

RESOLVED, that the Audit Committee Charter, attached hereto as Exhibit A, is approved; and be it further

RESOLVED, that there be one Audit Committee responsible for both the Thruway Authority and the Canal Corporation; and be it further

RESOLVED, that Audit Committee meetings will be subject to the requirements of the Open Meetings Law; and be it further

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

Item 5 by Mr. Bryan (Appendix E)

Investment Transactions

Following discussion regarding the purchase of authorized securities, repurchase agreements and certificates of deposit on the motion of Mr. Riedman, seconded by Ms. Carey Cassidy, without any objections, the Board accepted the Authority's quarterly report on Investment Transactions.



Item 6 by Mr. Bryan (Appendix F)

Approving the Selection of a Bank to Establish an Installment Purchase Contract for the Purchase of Equipment and Other Securable Property Required by the Authority

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. 5560

APPROVING THE SELECTION OF A BANK TO ESTABLISH AN INSTALLMENT PURCHASE CONTRACT FOR THE PURCHASE OF EQUIPMENT AND OTHER SECURABLE PROPERTY REQUIRED BY THE AUTHORITY

RESOLVED, that the Board approves the selection of Banc of America Public Capital Corp. to establish an Installment Purchase Contract which will enable the Authority to make large dollar purchases of essential equipment/securable property up to \$15,000,000 with scheduled installment payments for a minimum of three years and a maximum of five years. The contract term is date of award through August 31, 2008, with three one-year options to renew by mutual agreement under identical terms and conditions, and be it further

RESOLVED, that the Executive Director, or his designee, is hereby authorized to execute an Agreement with Banc of America Public Capital Corp. in accordance with the terms of this item, 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 this resolution be incorporated in the minutes of this meeting



Item 7 by Mr. Fitzgerald (Appendix G)

Approval of an Agreement with Teamsters Local 72 to Increase the Authority's Contribution to the Teamsters Local 72 Welfare Fund

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

RESOLUTION NO. 5561

APPROVAL OF AN AGREEMENT WITH TEAMSTERS LOCAL 72 TO INCREASE THE AUTHORITY'S CONTRIBUTION TO THE TEAMSTERS LOCAL 72 WELFARE FUND

RESOLVED, that the Agreement, attached hereto as Exhibit I, between the Authority and Teamsters Local 72 to advance its contributions to the Local 72 Welfare Fund to \$2640 per eligible employee per year retroactive to July 1, 2006 be and the same hereby is, approved and be it further

RESOLVED, that the sum of \$525,000 be and the same hereby is, allocated from anticipated savings in the 2006 revised Operating Budget and the 2007 Operating Budget, and be it further

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

Item 8 by Ms. O'Connor (Appendix H)

Approving the Eleventh Supplemental Revenue Bond Resolution Amending the General Revenue Bond Resolution and Authorizing the Execution of Any Other Documents Necessary to Effectuate an Amendment to the General Revenue Bond Resolution

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. 5562

APPROVING THE ELEVENTH SUPPLEMENTAL REVENUE BOND RESOLUTION AMENDING THE GENERAL REVENUE BOND RESOLUTION AND



Item 8 by Ms. O’Conor (Appendix H)

Approving the Eleventh Supplemental Revenue Bond Resolution Amending the General Revenue Bond Resolution and Authorizing the Execution of Any Other Documents Necessary to Effectuate an Amendment to the General Revenue Bond Resolution (Continued)

AUTHORIZING THE EXECUTION OF ANY OTHER DOCUMENTS NECESSARY TO EFFECTUATE AN AMENDMENT TO THE GENERAL REVENUE BOND RESOLUTION

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

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 “General Revenue Bond 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 Article IX of the General Revenue Bond Resolution requires that amendments to the General Revenue Bond Resolution be accomplished by a supplemental resolution or resolutions of the Authority adopted at or prior to the time of amendment; and be it further



Item 8 by Ms. O’Conor (Appendix H)

Approving the Eleventh Supplemental Revenue Bond Resolution Amending the General Revenue Bond Resolution and Authorizing the Execution of Any Other Documents Necessary to Effectuate an Amendment to the General Revenue Bond Resolution (Continued)

RESOLVED, that there has been prepared and submitted to the Board a form of Eleventh Supplemental Bond Resolution Amending the General Revenue Bond Resolution (the “Eleventh Supplemental Resolution”), to effectuate the amendment to the General Revenue Bond Resolution described in Exhibit B, attached hereto; and be it further

RESOLVED, that the Board hereby approves the form of the Eleventh 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 General Revenue Bond Resolution) to approve and execute such changes to the Eleventh Supplemental Resolution as may be deemed necessary or convenient to effectuate the purposes thereof; and be it further

RESOLVED, that the Authority has obtained the required consent of the Credit Facilities under Sections 904 and 206(a)(1) of the General Revenue Bond Resolution, attached hereto as Exhibit A; and be it further

RESOLVED, that the Authority intends to authorize the amendment, attached hereto as Exhibit B, pursuant to this Resolution, the General Revenue Bond Resolution and the Eleventh Supplemental Resolution, of the General Revenue Bond Resolution; and be it further

RESOLVED, that the foregoing amendment shall become effective on January 5, 2007; and be it further

RESOLVED, that an Authorized Officer is authorized to make any determination and to execute any additional certificates, agreements or other documents



Item 8 by Ms. O’Conor (Appendix H)

Approving the Eleventh Supplemental Revenue Bond Resolution Amending the General Revenue Bond Resolution and Authorizing the Execution of Any Other Documents Necessary to Effectuate an Amendment to the General Revenue Bond Resolution (Continued)

necessary to facilitate the foregoing amendment to the General Revenue Bond Resolution and to do and cause to be done any and all acts and things necessary or proper to carry out the transactions contemplated by this Resolution; and be it further

RESOLVED, that in connection with the adoption of the Eleventh Supplemental Resolution, the Board approves the amendment to the General Revenue Bond Resolution described in this Resolution to become effective January 5, 2007; and be it further

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

Item 9 by Mr. Bell (Appendix I)

Authorizing the Executive Director to Execute an Agreement with ACS State & Local Solutions, Inc. to Provide E-ZPass New York Customer Service Center Services

The Board tabled this Agenda Item pending further discussion.

Item 10 by Mr. Bell (Appendix J)

Authorizing the Executive Director to Execute an E-ZPass Interagency Group Reciprocity III Agreement to Enable the Implementation of E-ZPass Plus Services at Privately Owned Parking Facilities

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

RESOLUTION NO. 5563

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN E-ZPASS INTERAGENCY GROUP RECIPROCITY III AGREEMENT TO ENABLE THE IMPLEMENTATION OF E-ZPASS PLUS SERVICES AT PRIVATELY OWNED PARKING FACILITIES



Item 10 by Mr. Bell (Appendix J)

Authorizing the Executive Director to Execute an E-ZPass Interagency Group Reciprocity III Agreement to Enable the Implementation of E-ZPass Plus Services at Privately Owned Parking Facilities (Continued)

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute the E-ZPass Interagency Group Reciprocity III Agreement to allow for the implementation of E-ZPass Plus at privately owned parking facilities, upon such terms and conditions as are consistent with this item; and be it further

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute amendments to such Reciprocity III Agreement which the Executive Director, in consultation with the General Counsel, determine to be in the best interests of the Authority and necessary or convenient to effectuate the purposes thereof without materially altering the terms thereof; 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, 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 11 by Mr. Waite (Appendix K)

Authorizing Negotiation and Execution of Engineering Agreement D213624 with CH2M Hill New York, Inc. for Construction Contract Claims Analysis and Dispute Resolution Services Statewide

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. 5564

**AUTHORIZING NEGOTIATION AND EXECUTION OF
ENGINEERING AGREEMENT D213624 WITH CH2M**



Item 11 by Mr. Waite (Appendix K)

Authorizing Negotiation and Execution of Engineering Agreement D213624 with CH2M Hill New York, Inc. for Construction Contract Claims Analysis and Dispute Resolution Services Statewide (Continued)

**HILL NEW YORK, INC. FOR CONSTRUCTION
CONTRACT CLAIMS ANALYSIS AND DISPUTE
RESOLUTION SERVICES STATEWIDE**

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering agreement D213624 with CH2M Hill New York, Inc., 75 Broad Street, 29th Floor, New York, New York 10004, for Construction Contract Claims Analysis and Dispute Resolution Services Statewide, provided that the Maximum Amount Payable does not exceed \$500,000 which is currently provided through the 2007 Contracts Program (HS556.1), and be it further

RESOLVED, that the Chief Engineer or his 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 2007 Contracts Program Resolution No. 5553 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 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



Item 12 by Mr. Waite (Appendix L)

Authorizing Negotiation and Execution of Engineering Agreement D213520 with Jacobs Engineering New York, Inc. for Construction Inspection Services Relative to TANY 06-51, I-87/I-84 Interchange Reconstruction (Exit 17) Contract 3 in the New York Division

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

RESOLUTION NO. 5565

AUTHORIZING NEGOTIATION AND EXECUTION OF ENGINEERING AGREEMENT D213520 WITH JACOBS ENGINEERING NEW YORK, INC. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TANY 06-51, I-87/I-84 INTERCHANGE RECONSTRUCTION (EXIT 17) CONTRACT 3 IN THE NEW YORK DIVISION

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering agreement D213520 with Jacobs Engineering New York, Inc., 260 Madison Avenue, 12th Floor, New York, New York 10016, for construction inspection services relative to TANY 06-51, I-87/I-84 Interchange Reconstruction (Exit 17) Contract 3 in the New York Division, provided that the Maximum Amount Payable does not exceed \$7,800,000 (\$5,382,000 Thruway and \$2,418,000 NYSDOT) which is currently provided through the 2007 Contracts Program (Items H308.1 and B520.2), and be it further

RESOLVED, that the Chief Engineer or his 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 2007 Contracts Program Resolution No. 5553 and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further



Item 12 by Mr. Waite (Appendix L)

Authorizing Negotiation and Execution of Engineering Agreement D213520 with Jacobs Engineering New York, Inc. for Construction Inspection Services Relative to TANY 06-51, I-87/I-84 Interchange Reconstruction (Exit 17) Contract 3 in the New York Division (Continued)

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

Item 13 by Mr. Waite (Appendix M)

Approving Engineering Agreement D213486 with Hatch Mott MacDonald, Inc. for Design Services Relative to Operational Improvements at Exit 36 (I-81) in the Syracuse Division, and Allocating Funds Therefor

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

RESOLUTION NO. 5566

APPROVING ENGINEERING AGREEMENT D213486 WITH HATCH MOTT MACDONALD, INC. FOR DESIGN SERVICES RELATIVE TO OPERATIONAL IMPROVEMENTS AT EXIT 36 (I-81) IN THE SYRACUSE DIVISION, AND ALLOCATING FUNDS THEREFOR

RESOLVED, that the proposed engineering agreement D213486 with Hatch Mott MacDonald, Inc., 438 Main Street, Suite 700, Buffalo, New York 14202 for design services relative to Operational Improvements at Exit 36 (I-81) Syracuse Division, for a Maximum Amount Payable of \$525,000, of which \$500,000 is provided through the 2007 Contracts Program (Item H1038.1), be, and the same hereby is, approved, and be it further



Item 13 by Mr. Waite (Appendix M)

Approving Engineering Agreement D213486 with Hatch Mott MacDonald, Inc. for Design Services Relative to Operational Improvements at Exit 36 (I-81) in the Syracuse Division, and Allocating Funds Therefor (Continued)

RESOLVED, that an additional \$25,000 be allocated to this agreement through savings identified from Operating Fund Contracts, and be it further

RESOLVED, that the Chief Engineer or his 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 2007 Contracts Program Resolution No. 5553 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 the minutes of this meeting

Item 14 by Mr. Waite (Appendix N)

Approving Supplemental Agreement No. 2 to D213122 with DMJM+ Harris, Inc. for the Tappan Zee Bridge/I-287 Corridor Environmental Review

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

RESOLUTION NO. 5567

**APPROVING SUPPLEMENTAL AGREEMENT NO. 2
TO D213122 WITH DMJM+HARRIS, INC. FOR THE
TAPPAN ZEE BRIDGE/I-287 ENVIRONMENTAL
REVIEW**

RESOLVED, that the proposed Supplemental Agreement No. 2 to D213122 with DMJM+Harris, Inc., 605 Third Street, New York, New York 10158, for the Tappan Zee Bridge/I-287 Environmental Review, for an



Item 14 by Mr. Waite (Appendix N)

Approving Supplemental Agreement No. 2 to D213122 with DMJM+ Harris, Inc. for the Tappan Zee Bridge/I-287 Corridor Environmental Review (Continued)

additional sum of \$2,700,000, be, and the same hereby is, approved, and be it further

RESOLVED, that the revised Maximum Amount Payable for this Agreement (D213122) be \$6,700,000, and be it further

RESOLVED, that the Metro-North Commuter Railroad Company will reimburse the Thruway Authority the sum of \$1,350,000 (representing a fifty percent share) toward Supplemental No. 2 of D213122, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the Supplemental Agreement, manage and administer the Supplemental Agreement, amend the provisions of the Supplemental Agreement consistent with the terms of this item and in accordance with the 2007 Contracts Program Resolution other Board authorizations, and suspend or terminate the Supplemental Agreement in the best interests of the Authority, 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 Mr. Riedman, seconded by Ms. Carey Cassidy, without any objections, the meeting was adjourned.

Jill B. Warner
Secretary

