



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 691

April 30, 2012

Minutes of a meeting of the New York State Thruway Authority, held in the Authority's Syracuse Division Office, 290 Elwood Davis Road, Suite 250, 2nd Floor, Liverpool, NY and via video conference from the New York Power Authority, 123 Main St #1600, White Plains, NY 10601.

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 3:17 p.m.

There were present:

Chairman Howard P. Milstein

Donna J. Luh, Vice Chairperson,

E. Virgil Conway, Board Member, via video conference

Richard N. Simberg, Board Member

Brandon R. Sall, Board Member, via video conference

J. Donald Rice, Jr., Board Member

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

Jose Holguin-Veras, Ph.D., Board Member, was not present at this meeting and did not vote on of the Items.

In addition, there were present the following staff personnel:

Thomas J. Madison, Jr., Executive Director
Donald Bell, Acting Chief Engineer
John Bryan, Chief Financial Officer and Treasurer
William Estes, General Counsel
Brian Stratton, Director, Canal Corporation
Ted Nadratowski, Interim Tappan Zee Project Director
Jill B. Warner, Board Administrator and Secretary
Jonathan Ehrlich, Special Assistant to the Chairman
Patrick Hoehn, Acting Division Director, Syracuse Division
Jerry Yomoah, Director of Governmental Affairs
Andrew O'Rourke, Director, Tappan Zee Bridge Project Information Office
Karl Gustafson, Marketing Specialist, Canal Corporation
Captain Louis Weber, Troop T
Robert Dressing, Syracuse Division Bridge Engineer
Allan Bressette, Information Technology Specialist III

Also in attendance:

Murray Bodin, public
Anthony Costello, CEO, Anthony J. Costello & Son Development
Timothy Reidy, CFO, Anthony J. Costello & Son Development
Todd Howe, Whiteman Osterman & Hanna
Steve Aiello, COR Development Co.
Tom Young, COR Development Co.
Doug Zimmerman, Auditor, Toski & Co., P.C.

Dave Spara, Auditor, Toski & Co., P.C.
Ben Walsh, Deputy Commissioner, City of Syracuse
Mayor Stephanie Miner, City of Syracuse
John Mannion, City of Syracuse
Jeffrey Parker, Jeffrey A. Parker & Associates, Inc.
Karl Diehl, New York Network

Chairman Milstein noted that he, Ms. Luh, Mr. Conway, Mr. Rice, Mr. Simberg and Mr. Sall had received and reviewed the Agenda submitted for consideration at this meeting and were prepared to act on each of the Items.

Chairman Milstein called the meetings of the Thruway Authority and Canal Corporation Boards to order. (1:18:50)

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

Item 1 by Ms. Warner (Appendix A)
Approval of Minutes of Meeting No. 690 (1:19:03)

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board approved the minutes of Meeting No. 690 held on March 2, 2012, which were made available to the Board Members as part of the Agenda.

Item 2 by Mr. Bryan (Appendix B)
Financial Reports – January and February 2012 (1:19:16)

This Item was advanced to the Board at the recommendation of the Finance Committee.

On the motion of Mr. Sall seconded by Chairman Milstein, without any objections, the Board accepted the Financial Reports for the months of January and February 2012.

Item 3 by the Audit Committee (Appendix C)
Report of Toski & Co., P.C. Examination of the Authority's Financial Statements, Report on Compliance with Investment Guidelines and Report on Compliance with Single Audit Requirements (1:19:16)

This Item was advanced to the Board at the recommendation of the Audit Committee.

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board accepted Toski & Co., P.C.'s examination of the Authority's Financial Statements, report on compliance with Investment Guidelines and report on compliance with Single Audit Requirements.

Item 4 by Mr. Bryan (Appendix D)
Review and Approval of the Authority's Annual Investment Report (1:19:16)

This Item was advanced to the Board at the recommendation of the Finance Committee.

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5921
REVIEW AND APPROVAL OF THE AUTHORITY'S
ANNUAL INVESTMENT REPORT

RESOLVED, that the Authority's Investment Report including the revised policy statement FINANCIAL INVESTMENTS, the annual report by the independent auditors, and the listing of investment income has been reviewed and is hereby approved, and be it further

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

Item 5 by Mr. Bryan (Appendix E)
Annual Report of 2011 Procurement Contracts (1:19:16)

This Item was advanced to the Board at the recommendation of the Finance Committee.

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5922
ANNUAL REPORT OF 2011 PROCUREMENT CONTRACTS

RESOLVED, that the Schedules of 2011 Procurement Contracts (Exhibits A1, A2 and A3), as submitted, are hereby accepted, and be it further

RESOLVED, that all such contracts were executed in accordance with the applicable provisions of the following Board approved Policy Statement: PROCUREMENT CONTRACTS (25-5-01), unless otherwise authorized by the Board, and be it further

RESOLVED, that the Bond Sale Report for Calendar Year 2011 (Exhibit B), as submitted, is hereby accepted, and be it further

RESOLVED, that staff is authorized to submit this report to the New York State entities as required by Section 2879 of the Public Authorities Law, and be it further

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

Item 6 by Mr. Estes (Appendix F)
Authorizing Execution of Stipend Agreements in Connection with the Request for Proposals for the Tappan Zee Hudson River Crossing (1:19:16)

This Item was advanced to the Board at the recommendation of the Major Projects Committee.

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5923

AUTHORIZING EXECUTION OF STIPEND AGREEMENTS IN CONNECTION WITH THE REQUEST FOR PROPOSALS FOR THE TAPPAN ZEE HUDSON RIVER CROSSING PROJECT

RESOLVED, that payment of stipends of up to \$2.5 million, as described in the agenda item, to each of the four Proposers eligible to respond to the Request for Proposals for the Tappan Zee Hudson River Crossing Project be, and hereby is, authorized, and be it further

RESOLVED, that the Tappan Zee Hudson River Crossing Project Manager be, and he hereby is, authorized to execute and deliver a Stipend Agreement with each Proposer, and to take all actions and execute and deliver, on behalf of the Authority, any other documentation that may be required to effectuate payment of such stipends, and be it further

RESOLVED, that the Project Manager, in consultation with the Chief Engineer, the General Counsel and the Chief Financial Officer, be, and he hereby is, authorized to exercise all powers reserved to NYSTA in the Stipend Agreements, including, but not limited to, determining whether, and what amount of, payment may be made to a Proposer if the procurement is cancelled prior to the proposal due date, provided that in no event shall such amount exceed \$2.5 million, and be it further

RESOLVED, that the Project Manager, in consultation with the Chief Engineer, the General Counsel and the Chief Financial Officer, be, and he hereby is, authorized to determine whether a Proposer that does not meet the terms of the Stipend Agreement may be paid a stipend, and, if so, what amount, provided that in no event shall such amount exceed \$2.5 million, and be it further

RESOLVED, that the Project Manager, in consultation with the Chief Engineer, the General Counsel and the Chief Financial Officer, be, and he hereby is, authorized to take all actions and execute and deliver all documentation necessary to allow for timely resolution of any issues or questions that may arise regarding payment of a stipend to a Proposer, including, but not limited to, modifying the form of Stipend Agreement included with the RFP if same is in the best interests of NYSTA, provided that in no event shall payment of any stipend amount to any Proposer exceed \$2.5 million, and be it further

RESOLVED, that up to \$10 million in Authority funds will be made available from Item BO538.1 of the 2012 Contracts Program and from savings and other adjustments made to the 2012 Contracts Program, and be it further

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

Item 7 by Mr. Estes (Appendix G)

Authorizing the Executive Director to Novate to the Authority the Consultant Contracts for the Tappan Zee Hudson River Crossing (1:19:16)

This Item was advanced to the Board at the recommendation of the Major Projects Committee.

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5924

**AUTHORIZING THE EXECUTIVE DIRECTOR TO
NOVATE TO THE AUTHORITY THE CONSULTANT
CONTRACTS FOR THE TAPPAN ZEE HUDSON RIVER
CROSSING PROJECT**

RESOLVED, that the Executive Director shall be and is hereby authorized to execute supplemental contracts (AECOM

D213122 & AECOM D213123, ARUP D213124) to novate the contracts from New York State Department of Transportation to the Authority, which funding was approved by Board Resolution Number 5919 at the March 2, 2012 Board meeting, and be it further

RESOLVED, that the Executive Director shall be and is hereby authorized to execute a supplemental contract with Jeffrey A. Parker & Associates, Inc. (Contract #C030796) in association with Acacia Financial Group, Inc., to novate the contract from the New York State Department of Transportation to the Authority, and be it further

RESOLVED, that up to \$1.8 million in Authority funds will be made available from Item BO538.1 of the 2012 Contracts Program and from savings and other adjustments made to the 2012 Contracts Program for the agreement with Jeffrey A. Parker & Associates, Inc., and be it further

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

Item 8 by Mr. Madison (Appendix H)
Staff Appointment of Susan B. Young as Director of Information Technology (1:20:28)

The details of the presentation by Mr. Madison and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Ms. Luh, seconded by Mr. Simberg, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5925
STAFF APPOINTMENT OF SUSAN B. YOUNG AS
DIRECTOR OF INFORMATION TECHNOLOGY

RESOLVED, that the Board hereby appoints Susan B. Young as Director of Information Technology effective April 30, 2012, at an annual salary of \$120,773, funds for which are available in the 2012 Operating Budget, and be it further

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

OTHER BUSINESS

Presentation to the Board by Pat Hoehn, Acting Syracuse Division Director (1:30).

Presentation to the Board by Mayor Stephanie Miner, City of Syracuse (11:51).

PUBLIC COMMENT PERIOD

There were two public speakers who addressed items specific to the Authority agenda. Refer to the video recording of the meeting for the content of the speakers' statements.

Anthony J. Costello (20:34)

Murray Bodin, public (24:37)

EXECUTIVE SESSION AND ADJOURNMENT (1:22:33)

Chairman Milstein requested a motion to adjourn to Executive Session to discuss the Authority's Bond Anticipation Notes and the potential issuance of general Authority debt. There being no further business to come before the Boards, without any objections, on the motion of Mr. Sall, seconded by Mr. Conway, the meetings were adjourned and the Board moved into Executive Session.

Jill B. Warner
Secretary

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.