



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 698

JUNE 14, 2013

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; as well as via video conference from the New York Power Authority Board Room, 123 Main Street, White Plains, 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 Thruway Authority Board. The meeting began at 11:00 a.m.

There were present:

Chairman Howard P. Milstein

Donna J. Luh, Vice Chairperson

J. Donald Rice, Jr., Board Member

Brandon R. Sall, Board Member, via video conference

Richard N. Simberg, Board Member

E. Virgil Conway, Board Member

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

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

In addition, there were present the following staff personnel:

Thomas J. Madison, Jr., Executive Director

John Bryan, Chief Financial Officer and Treasurer

William Estes, General Counsel

Jill B. Warner, Board Administrator and Secretary

Jonathan Ehrlich, Special Assistant to the Chairman

Scott Hollis, Information Technology Specialist III

Karen Wilson, Information Technology Specialist III

Captain Eaton, Troop T

Michael Shamma, Acting Chief Engineer

Daniel Weiller, Director, Office of Media Relations and Communications

Ted Nadratowski, Interim Director, Maintenance and Operations

John Barr, Director, Administrative Services

Peter Sanderson, Project Director, New NY Bridge

Todd Gold, Inter-Governmental Relations

Harry Lennon, Acting Director of Audit & Management Services

Brian Stratton, Director, Canal Corporation

Also in attendance:

Stanley Kramer, Partner, Hawkins Delafield & Wood LLP

Ervel Douse, Expedite Video Conferencing Services

William Giaccio, public

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 meeting of the Thruway Authority and Canal Corporation Boards to order. (06:12)

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. 697 (06:18)

At the recommendation of Mr. Conway, seconded by Ms. Luh, without any objections, the Board approved the minutes of Meeting No. 697 held on March 27 2013, which were made available to the Board Members as part of the Agenda.

Item 2 by the Mr. Bryan (Appendix B)
Financial Reports for February, March and April 2013 (6:18)

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

At the recommendation of Mr. Conway, seconded by Ms. Luh, without any objections, the Board accepted the Financial Reports for February, March and April 2013.

Item 3 by Mr. Bryan (Appendix C)
Investment Transactions for the First Quarter of 2013 (6:18)

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

On the motion of Mr. Conway, seconded by Ms. Luh, without any objections, the Board accepted the Investment Transactions for the First Quarter of 2013.

Item 4 by Mr. Estes Mr. Bryan (Appendix D)
Approving and Adopting the Twelfth Supplemental Bond Resolution
Authorizing the Issuance of State Personal Income Tax Revenue Bonds
(Transportation) Series 2013A, Approving the Forms of Certain Related
Documents and Authorizing the Execution of Any Other Documents
There to (6:18)

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

At the recommendation of Mr. Conway, seconded by Ms. Luh, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5955
APPROVING AND ADOPTING THE TWELFTH
SUPPLEMENTAL BOND RESOLUTION
AUTHORIZING THE ISSUANCE OF STATE
PERSONAL INCOME TAX REVENUE BONDS
(TRANSPORTATION) SERIES 2013A,
APPROVING THE FORMS OF CERTAIN
RELATED DOCUMENTS AND AUTHORIZING
THE EXECUTION OF ANY OTHER DOCUMENTS
THERE TO

RESOLVED, that Part I of Chapter 383 of the Laws of New York of 2001 (“Chapter 383”) authorized the Authority solely upon the determination of the Director of the Division of the Budget of the State of New York (“Director of the Budget”), to issue State Personal Income Tax Revenue Bonds (exclusive of certain costs) to finance the cost of various projects which meet the statutory definition of Authorized Purposes, and be it further

RESOLVED, that Chapter 383 authorized the Director of the Budget to enter into a financing agreement (each, a “Financing Agreement”) with Authorized Issuers to secure payment of debt service and other cash requirements in connection with the issuance of State Personal Income Tax Revenue Bonds, and be it further

RESOLVED, that on June 27, 2002, the Board approved the execution of a Financing Agreement to provide for the financing of Authorized Purposes pursuant to Chapter 383, and be it further

RESOLVED, that on August 7, 2002, the Executive Director and the Director of the Division of the Budget executed a Financing Agreement to provide for the financing of Authorized Purposes pursuant to Chapter 383, and be it further

RESOLVED, that on May 1, 2002, and as amended and restated on July 1, 2009 and as further amended and restated as of December 1, 2010, the Authority executed the Master Continuing Disclosure Agreement, since State Personal Income Tax Bonds are issued by the Authority and four other State authorities (collectively, the “Authorized Issuers”) under disclosure documents containing significant amounts of common information, the Division of the Budget developed a Master Continuing Disclosure Agreement to which it and all of the Authorized Issuers became signatories. Upon the issuance of a series of State Personal Income Tax Bonds by an Authorized Issuer, such series of State Personal Income Tax Bonds is added to the master list of bond issues covered by the Master Continuing Disclosure Agreement and it is intended that the Series 2013A Bonds will be so added to such master list, and be it further

RESOLVED, that on June 27, 2002, the Board adopted the State Personal Income Tax Revenue Bonds (Transportation) General Bond Resolution (the “General Bond Resolution”) and the State Income Tax Revenue Bonds Standard Resolution Provisions (“Annex A”) (the General Bond Resolution and Annex A collectively

hereinafter referred to as the “Bond Resolution”) which authorizes the bonds of the Authority, designated as State Personal Income Tax Revenue Bonds (Transportation) to finance all or a portion of the cost of projects which meet the statutory definition of Authorized Purposes, and to refinance Prior Bonds, and be it further

RESOLVED, that Sections 201 and A-201, A-202, A-204 of the Bond Resolution require that the issuance of State Personal Income Tax 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 Section A-902 of the Bond Resolution empowers the Authority to adopt, for any one or more of the purposes set forth therein, a supplemental resolution, and be it further

RESOLVED, that upon the request of the Director of the Budget, the Authority intends to issue in one or more series or sub-series up to \$250,000,000 aggregate principal amount of State Personal Income Tax Bonds (Transportation) Series 2013A (the “Series 2013A Bonds”), in order to finance the costs of various Authorized Purposes, and be it further

RESOLVED, that there has been prepared and submitted to the Board a form of the Twelfth Supplemental Bond Resolution Authorizing an Aggregate Principal Amount Not To Exceed \$250,000,000 of State Personal Income Tax Revenue Bonds (Transportation), Series 2013A (the “Twelfth Supplemental Resolution”), and be it further

RESOLVED, that the Authority intends to sell, solely upon the request of the Director of the Budget,

pursuant to the Bond Resolution and the Twelfth Supplemental Resolution in one or more series or sub-series its State Personal Income Tax Revenue Bonds (Transportation) Series 2013A to the Underwriters (as named in the form of the Bond Purchase Agreement set before the Board, “the Underwriters”) pursuant to one or more Bond Purchase Agreements (collectively, the “Bond Purchase Agreement”), the form of which Bond Purchase Agreement has been set before the Board, and be it further

RESOLVED, that the Board approves and adopts the form of the Twelfth Supplemental Resolution as submitted at this meeting and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer of the Authority to approve and execute such changes to the Supplemental Resolution through a certificate or certificates of determination as may be deemed necessary or desirable to effectuate the purposes thereof, and be it further

RESOLVED, that in connection with the sale of the Series 2013A Bonds, the Board approves the form of Preliminary Official Statement for the Series 2013A Bonds as submitted to this meeting and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer of the Authority 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 and use of the Preliminary Official Statement relating to the Series 2013A Bonds by an Authorized Officer of the Authority in substantially the form

submitted to this meeting with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by such Authorized Officer of the Authority said delivery 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 of the Authority to confirm that the Preliminary Official Statement relating to the issuance of Series 2013A Bonds to finance the costs of Authorized Purposes is deemed final for purposes of Rule 15c2-12, promulgated by the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended, except for certain omissions relating to certain State information and information not required under said Rule to be included therein, and be it further

RESOLVED, that the Board authorizes an Authorized Officer of the Authority to execute and deliver, on behalf of the Authority, one or more final Official Statements relating to the Series 2013A Bonds with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by such Authorized Officer of the Authority said execution being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable. Any material changes from the form of the Preliminary Official Statement (excluding information provided by or certified as to accuracy by the State of New York) approved pursuant to this resolution to be made in a final Official Statement relating to the Series 2013A Bonds issued to finance Authorized Purposes, which are not made pursuant to matters which

are authorized to be determined by an Authorized Officer of the Authority pursuant to this resolution, the Twelfth Supplemental Resolution or a Certificate of Determination (as defined in the Resolution) shall be distributed to members of the Authority for comments, if any, prior to final printing. After execution, such Authorized Officer of the Authority or his or her designee is hereby authorized to deliver to the Underwriters of the Series 2013A Bonds an executed copy or copies of such Official Statement and any amendments or supplements thereto, and be it further

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

RESOLVED, that an Authorized Officer of the Authority is authorized to execute: (i) one or more schedules or supplements to the Master Continuing Disclosure Agreement; and (ii) an updated schedule to the Financing Agreement, and be it further

RESOLVED, that an Authorized Officer of the Authority is authorized 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 Twelfth Supplemental Resolution any additional

agreements including, but not limited to, consents and any other documents or certificates and to appoint any other agents or appropriate parties, necessary or desirable to facilitate the sale and issuance by the Authority of the Series 2013A Bonds, determined by such Authorized Officer of the Authority to be necessary or desirable to implement the transactions described in this resolution and to be consistent with existing statutes, Authority guidelines, policies, procedures and other existing obligations and covenants and to do and cause to be done any and all acts and things necessary or convenient for carrying out the transactions contemplated by this resolution, and be it further

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

Item 5 by Mr. Madison (Appendix E)
Report on Procurement Contracts and Other Agreements Up to \$150,000 Executed by the Executive Director During the Period January 1, 2013 through March 31, 2013 (6:38)

On the motion of Ms. Luh, seconded by Mr. Conway, 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 January 1, 2013 through March 31, 2013.

Item 6 by Mr. Shamma (Appendix F)
Report on the 2013 Capital Program (9:10)

Extensive discussion of the Capital Program was undertaken by members of the Board. Mr. Shamma's report was distributed to Board Members and a copy is maintained in the Authority's records along with details of the Board Members' discussion included in the video recording of the meeting.

After full discussion, the Board accepted the monthly status reports on the Thruway Authority and Canal Corporation 2013 Capital Program.

Item 7 by Mr. Nadratowski and Mr. Shamma (Appendix G)
Authorizing the Execution of Supplemental Agreement No. 1 to Engineering Term Agreement D214024 with HNTB New York Engineering and Architecture, P.C. for Services Relative to All Electronic Toll Collection, and Allocating Funds Therefor (25:13)

Extensive discussion of this Supplemental Agreement was undertaken by members of the Board. The details of the presentation by Mr. Nadratowski and Mr. Shamma 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 Mr. Sall, seconded by Ms. Luh, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5956
**AUTHORIZING THE EXECUTION OF
SUPPLEMENTAL AGREEMENT NO. 1 TO
ENGINEERING TERM AGREEMENT D214024
WITH HNTB NEW YORK ENGINEERING AND
ARCHITECTURE, P.C. FOR SERVICES
RELATIVE TO ALL ELECTRONIC TOLL
COLLECTION, AND ALLOCATING FUNDS
THEREFOR**

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute Supplemental Agreement No. 1 to D214024 with HNTB New York Engineering and Architecture, P.C., 5 Penn Plaza, 6th Floor, New York, New York 10001, for an additional sum of \$2,350,000 (Item I102.1 of the 2013 Contracts Program), and such Supplemental Agreement shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interest of the Authority, and be it further

RESOLVED, that the revised Maximum Amount Payable for this Agreement (D214024) be \$4,350,000 and be it further

RESOLVED, that an additional \$2,350,000 be allocated to the Agreement (D214021) through bid savings and other adjustments made to the 2013 Contracts Program, 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 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the Supplemental 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 8 by Mr. Bryan (Appendix H)
Authorizing Execution of Three Term Agreements (D214163, D214206 and D214208) with Three Engineering Firms to Provide Construction Inspection Support Services (33:18)

An extensive discussion of three term agreements was undertaken by members of the Board. The details of the presentation by Mr. Shamma 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 Mr. Conway, seconded by Mr. Simberg, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5957
AUTHORIZING EXECUTION OF THREE TERM
AGREEMENTS (D214163, D214206 AND
D214208) WITH THREE ENGINEERING FIRMS
TO PROVIDE CONSTRUCTION INSPECTION
SUPPORT SERVICES

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute three term agreements (D214163, D214206 and D214208) for construction inspection support services with the three engineering 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 interest of the Authority, 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 agreements, manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this Item and in accordance with the 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority, 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 this resolution be incorporated
in the minutes of this meeting

Item 9 by Mr. Shamma (Appendix I)
Authorizing Execution of Three Engineering Agreements (D214205, D214216 and D214223) with Three Firms for Construction Inspection Services Relative to TAN 13-10B, TAB 13-25, TAB 13-27 and TAB 13-49 (34:32)

An extensive discussion of three engineering agreements was undertaken by members of the Board. The details of the presentation by Mr. Shamma 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 Mr. Conway, seconded by Mr. Simberg, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5958
AUTHORIZING EXECUTION OF THREE ENGINEERING AGREEMENTS (D214205, D214216 AND D214223) WITH THREE FIRMS FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAN 13-10B, TAB 13-25, TAB 13-27 and TAB 13-49

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to negotiate and execute engineering agreements (D214205, D214216 and D214223) for construction inspection services with the three (3) firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete the projects to be inspected through these agreements, with the Maximum Amount Payable of each agreement not to exceed the amount shown in the attached Exhibit A, 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 agreements, manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this Item and in accordance with the 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority, 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 this resolution be incorporated in the minutes of this meeting

Item 10 by Mr. Shamma (Appendix J)
Authorizing the Execution of Amendment No. 2 to Personal Services Agreement C010090 with Keith Giles, PE, LS, for Support Services Relative to the Tappan Zee Hudson River Crossing Project (38:41)

Extensive discussion of a second amendment the Authority's agreement with Keith Giles, PE, LS was undertaken by members of the Board. The details of the presentation by Mr. Shamma 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 Mr. Conway, seconded by Ms. Luh, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5959
**AUTHORIZING THE EXECUTION OF
AMENDMENT NO. 2 TO PERSONAL SERVICES
AGREEMENT C010090 WITH KEITH GILES, PE,
LS, FOR SUPPORT SERVICES RELATIVE TO
THE TAPPAN ZEE HUDSON RIVER CROSSING
PROJECT**

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute Amendment No. 2 to C010090 with Keith Giles, PE, LS, for an additional sum of \$150,000, and such Amendment shall be on such other 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 revised Maximum Amount Payable for this Agreement (C010090) be \$300,000 and be it further

RESOLVED, that the Executive Director or his designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the Amendment, manage and administer the Amendment, amend the provisions of the Amendment consistent with the terms of this Item, and suspend or terminate the Amendment in the best interest of the Authority, and be it further

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

Item 11 by Mr. Shamma (Appendix K)
Authorizing the Executive Director or Designee to Execute Agreements with the American Association of State Highway Officials to Extend Contract C100608 for a Period of Six Months and for a New Five-Year Contract (C010062) for Licensing and Implementation of a Transport and Virtis Software Systems (42:59)

An extensive discussion of two proposed agreements with AASHTO was undertaken by members of the Board. The details of the presentation by Mr. Shamma 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 Mr. Simberg, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5960
**AUTHORIZING THE EXECUTIVE DIRECTOR OR
DESIGNEE TO EXECUTE AGREEMENTS WITH
THE AMERICAN ASSOCIATION OF STATE
HIGHWAY OFFICIALS TO EXTEND CONTRACT
C100608 FOR A PERIOD OF SIX MONTHS AND
FOR A NEW FIVE-YEAR CONTRACT (C010062)
FOR LICENSING AND IMPLEMENTATION OF
TRNS•PORT AND VIRTIS SOFTWARE SYSTEMS**

RESOLVED, that the Executive Director or his designee be, and hereby is, authorized to extend contract C100608 with the American Association of State Highway and Transportation Officials (AASHTO) for a six- month period to June 30, 2012 for the purpose of licensing Trns•port and Virtis software amd associated services, and be it further

RESOLVED, that the Executive Director or his designee be, and hereby is, authorized to execute contract C010062 with AASHTO with a maximum amount payable of \$900,000 for a five-year period from July 1, 2012 to June 30, 2017 for the purpose of licensing and updating Trns•port and Virtis software and completing associated services, and be it further

RESOLVED, that in accordance with the Authority's Procurement Policy 25-5-01, the Board hereby waives the use of competitive procedures for the procurement of these goods and services, and be it further

RESOLVED, that the Board waives the Authority's Inventions Policy for the purpose of the agreements with AASHTO, and be it further

RESOLVED, that sufficient funds are in the 2013 Budget and will be in future Budgets, and be it further

RESOLVED, that the Executive Director or his designees shall have the authority to exercise all powers reserved to the Authority 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 suspend or terminate the agreements in the best interest of the Authority, and be it further

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

EXECUTIVE SESSION AND ADJOURNMENT (50:36)

Chairman Milstein requested a motion to adjourn to Executive Session to discuss potential acquisition, sale or lease of real property for the Authority's operations, and the sale or exchange of general revenue bonds.

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