



## **MINUTES**

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

#### **BOARD MEETING NO.703**

**APRIL 3, 2014**

Minutes of a meeting of the New York State Thruway Authority, held in the Board Room of Empire State Development, 633 3<sup>rd</sup> Avenue, 37<sup>th</sup> Floor, New York, New York; as well as via video conference from the New York State Thruway Authority's Board Room, 200 Southern Boulevard, Albany, New York.

The meetings of the New York State Thruway Authority and Canal Corporation Boards opened in joint session for the consideration of various matters. These minutes reflect only those items considered by the New York State Thruway Authority Board. The meeting began at 3:13 p.m.

There were present:

Chairman Howard P. Milstein

Donna J. Luh, Vice Chairperson

J. Donald Rice, Jr., Board Member

Brandon R. Sall, Board Member

Richard N. Simberg, Board Member

E. Virgil Conway, Board Member

Jose Holguin-Veras, Ph.D., via video conference

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

In addition, there were present the following staff personnel:

Thomas J. Madison, Jr., Executive Director

William Estes, General Counsel

Jerry Yomoah, Board Administrator

Jonathan Ehrlich, Special Assistant to the Chairman

Jim Fogarty, Information Technology Specialist

Nick Foglia, Special Assistant

Michael Shamma, Acting Chief Engineer

Brian Stratton, Director of Canal Corporation

Harry Lennon, Interim Director of Internal Audit

Ted Nadratowski, Interim Director, Maintenance and Operations

Dan Weiller, Director of Media Relations & Communications

Also in attendance:

Murray Bodin, Member of Public

David Spara, Toski & Co.

Joseph Klimek, Toski & Co.

Murray Bodin, Member of the Public

Vincent Pellecchia, General Counsel, Tri-State Transportation Campaign

Chairman Milstein called the meeting of the Thruway Authority and Canal Corporation Boards to order. (01:13:00)

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

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**Item 1 by Mr. Yomoah (Appendix A)**  
**Approval of Minutes of Meeting No. 702 (01:13:28)**

At the recommendation of Ms. Luh, seconded by Mr. Sall, without any objections, the Board approved the minutes of Meeting No. 702 held on January 9, 2014, which were made available to the Board Members as part of the Agenda.

**Item 2 by Mr. Bryan (Appendix B)**  
**Financial Reports for December 2013, January and February 2014**  
**(01:13:28)**

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

After full discussion, on the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board accepted the Financial Reports for December 2013, January and February 2014.

**Item 3 by Mr. Bryan (Appendix C)**  
**Report of Investments for the Quarter ending December 31, 2013**  
**(01:13:28)**

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

After full discussion, on the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board accepted the Reports of Investments for the Quarter ending December 31, 2013.

**Item 4 by Mr. Bryan (Appendix D)**  
**Review and Approve the Authority's Annual Investment Report (01:13:28)**

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

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

**RESOLUTION NO. 5994**  
**REVIEW AND APPROVAL OF THE AUTHORITY'S**  
**ANNUAL INVESTMENT REPORT**

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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 2013 Procurement Contracts (01:13:28)**

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

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

**RESOLUTION NO. 5995**

## **ANNUAL REPORT OF 2013 PROCUREMENT CONTRACTS**

RESOLVED, that the Schedules of 2013 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 2013 (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. Bryan (Appendix F) Review and Accept the 2013 Financial Statement Audit and Single Audit (01:13:28)**

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 7 by Mr. Madison (Appendix G)**  
**Report to the Thruway Authority and Canal Corporation Boards on Procurement Contracts and Other Agreements Up to \$150,000 Executed by the Executive Director During the Period October 1, 2013 through December 31, 2013 (01:14:28.10)**

Mr. Madison discussed procurement contracts and agreements he executed as Executive Director during the last quarter ending December, 31, 2013.

On the motion of Mr. Conway, seconded by Chairman Milstein, without any objections, the Board unanimously accepted the report on Contracts and other Agreements Up to \$150,000 Executed by the Executive Director during the period October 1, 2013 through December 31, 2013.

**Item 8 by Mr. Shamma (Appendix H)**  
**Report on the Capital Program (01:16:13.27)**

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's 2014 Capital Program.

**Item 9 by Mr. Estes (Appendix I)**  
**Authorizing the Executive Director to Execute a First Amendment to the Agreement with Harris Beach PLLC for General Bond Counsel Services (Co10049) to Increase the Maximum Amount Payable and Allocate the Funds Therefor (01:22:25.20)**

Extensive discussion of the first amendment with Harris Beach PLLC for counsel services was undertaken by members of the Board. The details of the presentation by Mr. Estes and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

Upon motion duly made and seconded, the Board authorized the Executive Director to Execute a First Amendment to the Agreement with Harris Beach PLLC for General Bond Counsel Services (Co10049) to Increase the Maximum Amount Payable and Allocate the Funds Therefor and adopted the following resolution:

**RESOLUTION NO. 5996**  
**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AMENDMENT TO THE AGREEMENT WITH HARRIS BEACH PLLC FOR GENERAL BOND COUNSEL SERVICES (Co10049) TO INCREASE THE MAXIMUM AMOUNT PAYABLE AND ALLOCATE THE FUNDS THEREFOR**

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RESOLVED, that the Executive Director be, and he hereby is, authorized to execute a First Amendment to the Agreement with Harris Beach PLLC (Co10049) for ongoing general bond counsel services, to increase the maximum amount payable under such agreement by \$500,000, from the current monetary cap of \$500,000 to a new monetary cap of \$1,000,000. Sufficient funding is provided in several Authority funds and within Costs of Issuance associated with specific debt issuances, 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 with Harris Beach, 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 interest of the Authority, and be it further

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

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

**Authorizing the Fourth Amendment of an Agreement with Executive Associates North IV, LLC for the Continued Lease of Additional Office Space at Empire Executive Office Park in the Village of Suffern, County of Rockland, State of New York (01:25:49.12)**

Extensive discussion of the fourth amendment with Executive Associates North IV, LLC for continued lease was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

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

**RESOLUTION NO. 5998  
AUTHORIZING THE FOURTH AMENDMENT OF AN  
AGREEMENT WITH EXECUTIVE ASSOCIATES  
NORTH IV, LLC FOR THE CONTINUED LEASE OF  
ADDITIONAL OFFICE SPACE AT EMPIRE  
EXECUTIVE OFFICE PARK IN THE VILLAGE OF  
SUFFERN, COUNTY OF ROCKLAND, STATE OF  
NEW YORK**

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RESOLVED, that the Authority be, and the same hereby is, authorized to enter into another agreement (hereinafter, "Fourth Amendment") amending the lease (contract no. 55090/L100364) between the Authority and Executive Associates North IV, LLC , for the purposes and under the provisions described in this agenda item, and be it further

RESOLVED, that the Executive Director, or his designee, be, and the same hereby is, authorized to execute the Fourth Amendment, along with all other documents necessary to effectuate such execution in accordance with the terms authorized during this meeting, and be it further

RESOLVED, that the Executive Director, or his designee, shall, relative to the lease as amended by the Fourth Amendment, have the authority to: (1) exercise all powers reserved to the Authority under the provisions of the lease as amended, including, but not limited to, exercising any termination rights the Authority has, (2) manage and administer the lease, as amended, and (3) alter the provisions of the lease, as amended, consistent with terms of this agenda item and other applicable Board authorizations, and be it further

RESOLVED, the Executive Director, the Chief Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all steps necessary to implement this Board action, and be it further

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

**Item 11 by Mr. Shamma (Appendix K)**  
**Authorizing Execution of Four Construction Inspection Agreements (D214254, D214290, D214291 and D214292) with Four Engineering Firms (01:25:49.12)**

Extensive discussion requesting authorization to execute construction inspection 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.

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

**RESOLUTION NO. 5997**  
**AUTHORIZING EXECUTION OF FOUR**  
**CONSTRUCTION INSPECTION AGREEMENTS**

**(D214254, D214290, D214291 AND D214292) WITH  
FOUR ENGINEERING FIRMS**

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RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute four construction inspection agreements (D214254, D214290, D214291 and D214292) with the four 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 2014 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.

**PUBLIC COMMENT PERIOD (01:35:15.25)**

Murray Bodin, Member of Public

Vincent Pellecchia, General Counsel, Tri-State Transportation Campaign

**AND ADJOURNMENT (1:40:00)**

Chairman Milstein asked for a motion to adjourn the April 2014 Thruway Authority Board meeting. Upon motion duly made and seconded, the Board voted to adjourn the meeting at 4:45 p.m.

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Jerry B. Yomoah  
Board Administrator

*Note: Webcasts, which include dialogue of Authority/Corporation Board Meetings, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of four months.*