



## **MINUTES**

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

#### **BOARD MEETING NO.705**

**AUGUST 6, 2014**

Minutes of a meeting of the New York State Thruway Authority, held in the conference room of Empire State Development, 633 3rd Avenue, 37th Floor, New York, 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 3:50 p.m.

#### **Members 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, via teleconference and abstained from voting  
Jose Holguin-Veras, Ph.D., via teleconference and abstained from voting

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

Staff Present:

Thomas J. Madison, Jr., Executive Director  
William Estes, Secretary and General Counsel  
Brian Stratton, Director of the NYS Canal Corporation  
John Bryan, Treasurer and Chief Financial Officer  
Jonathan Ehrlich, Special Assistant to the Chairman  
Scott Hollis, Information Tech. Specialist  
Frank Macarilla, Information Tech. Specialist  
Major Evelyn Mallard, NYS Police Troop T  
Michael Shamma, Acting Chief Engineer  
Ted Nadratowski, Interim Director, Maintenance and Operations  
Dan Weiller, Director of Media Relations & Communications  
Elizabeth Novak, Director of Transportation Planning and Environmental Services  
Timothy Burns, NYS Environmental Facilities Corp. Director of Engineering & Program Management  
Nick Foglia, Special Assistant to the Executive Director and Chief Operating Officer  
Jerry Yomoah, Board Administrator

Also in attendance:

Murray Bodin, Member of Public  
Vincent Pellecchia, Tri-State Transportation Coalition  
Brendan Woodruff, Environmental Advocates  
Sarathi Ray, Lewis & Munday  
Eric Taylor, Harris Beach  
Doron Bar Levav, Harris Beach  
Steven Gerber, Gonzalez Saggio & Harlan LLP  
Gregory B. Gilmore, Gonzalez Saggio & Harlan LLP  
Theresa Juva-Brown, The Journal News  
Scott Windham, Capital New York

Chairman Milstein called the meeting of the Thruway Authority and Canal Corporation Boards to order. (01:21:16)

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. 704 (0:52:01)**

Chairman Milstein asked for a motion to approve the minutes of the previous meeting. Upon motion duly made and seconded, the Board approved the minutes of Meeting No. 704 held on June 6, 2014, which were made available to the Board Members as part of the Agenda.

**Item 2 by Mr. Bryan (Appendix B)**  
**Authorizing the Obtaining of a Clean Water State Revolving Fund Loan in an Amount Not to Exceed \$255.725 Million, the Execution of a Project Finance Agreement with the New York State Environmental Facilities Corporation (“EFC”) in connection therewith, Approving the Fourth Supplemental Junior Indebtedness Resolution Authorizing General Revenue Junior Indebtedness Obligations, Series 2014A, Approving the Forms of Certain Related Documents and Authorizing an Authorized Officer to Execute Any Other Necessary Documents Related Thereto (0:52:01)**

The item was advanced to the Board at the recommendation of the Finance Committee.

Upon motion duly made and seconded, the Board Authorized the Obtaining of a Clean Water State Revolving Fund Loan in an Amount Not to Exceed \$255.725 Million, the Execution of a Project Finance Agreement with the New York State Environmental Facilities Corporation (“EFC”) in connection therewith, Approving the Fourth Supplemental Junior Indebtedness Resolution Authorizing General Revenue Junior Indebtedness Obligations, Series 2014A, Approving the Forms of Certain Related Documents and Authorizing an Authorized Officer to Execute Any Other Necessary Documents Related Thereto and adopted the following resolution:

**RESOLUTION NO.**

**AUTHORIZING THE OBTAINING OF A CLEAN WATER STATE REVOLVING FUND LOAN IN AN AMOUNT NOT TO EXCEED \$255.725 MILLION, THE EXECUTION OF A PROJECT FINANCE AGREEMENT WITH THE NEW YORK STATE ENVIRONMENTAL FACILITIES CORPORATION (“EFC”) IN CONNECTION THEREWITH, APPROVING THE FOURTH SUPPLEMENTAL JUNIOR INDEBTEDNESS RESOLUTION AUTHORIZING GENERAL REVENUE JUNIOR INDEBTEDNESS OBLIGATIONS, SERIES 2014A, APPROVING THE FORMS OF CERTAIN RELATED DOCUMENTS AND AUTHORIZING AN AUTHORIZED OFFICER TO EXECUTE ANY OTHER NECESSARY DOCUMENTS RELATED THERETO**

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**RESOLVED**, that an Authorized Officer, as defined in the Resolution Authorizing General Revenue Indebtedness Obligations (the “Junior Indebtedness General Resolution”), adopted by the Board on November 7, 2013, as amended on August 6, 2014, is authorized to obtain from the New York State Environmental Facilities Corporation (“EFC”) a Clean Water State Revolving Fund (“CWSRF”) loan in an amount not exceed \$255.725 million (the “CWSRF Loan”) to fund costs related to certain environmental projects to protect water quality and marine life in the Hudson River estuary, including protection of endangered sturgeon, oyster beds and other habitats, during and after construction of the New NY Bridge, in relation to and consistent with the recommendations for implementation of the United States Environmental Protection Agency (USEPA) approved New York – New Jersey Harbor & Estuary Comprehensive Conservation and Management Plan (“CCMP”) of 1996, including the

2009 Comprehensive Restoration Plan and the 2011 Action Plan, and be it further

**RESOLVED**, that any such Authorized Officer is authorized to execute a CWSRF Project Finance Agreement (the “Project Finance Agreement”) and any and all related agreements, certifications and documents, with EFC, in connection with such CWSRF Loan, and be it further

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

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

**RESOLVED**, that the Junior Indebtedness General Resolution requires that the issuance of Junior Indebtedness Obligations (“JIOs”) 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 a Fourth Supplemental Junior Indebtedness Resolution Authorizing the Issuance of Junior Indebtedness Obligations, Series 2014A (the

“Series 2014A JIO Supplemental Resolution”), authorizing the issuance of Junior Indebtedness Obligations, Series 2014A (the “Series 2014A JIOs”) in an amount equal to the maximum CWSRF Loan, and be it further

**RESOLVED**, that pursuant to the Junior Indebtedness General Resolution and the Series 2014A JIO Supplemental Resolution, the Authority intends to authorize the issuance of up to \$255.725 million of Series 2014A JIOs to secure the CWSRF Loan, and that such Series 2014A JIOs shall be issued as either federally taxable or tax-exempt obligations, and be it further

**RESOLVED**, that pursuant to the Junior Indebtedness General Resolution and the Series 2014A JIO Supplemental Resolution, the Series 2014A JIOs will be special obligations of the Authority secured by (i) a pledge of and a junior lien on the Revenues of the Authority, (ii) a pledge of and first lien on moneys on deposit in the Junior Indebtedness Fund (other than the Junior Indebtedness Fund Debt Service Reserve Account, except as provided in the next clause), and (iii) a pledge of and first lien on moneys on deposit in the subaccount of the Junior Indebtedness Debt Service Reserve Account to be established to separately secure the Series 2014A JIOs. The issuance of the Series 2014A JIOs will only occur upon a finding of an Authorized Officer that such issuance complies with all requirements established by the Junior Indebtedness General Resolution.

**RESOLVED**, that the Board approves the form of the Series 2014A JIO Supplemental Resolution as

submitted with this item and made a part of this resolution as though set forth in full herein, 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 2014A JIO Supplemental Resolution any additional certificates, agreements or other documents necessary to facilitate the issuance of the Series 2014A JIOs and to do and cause to be done any and all acts and things necessary or desirable for carrying out the transactions contemplated by this Series 2014A JIO Supplemental Resolution and the Project Finance Agreement, and be it further

**RESOLVED**, that the Board appoints The Bank of New York Mellon, New York, New York as Trustee and Paying Agent for the Series 2014A JIOs, and be it further

**RESOLVED**, that an Authorized Officer is authorized to (i) make any determinations or selections and/or appointments of any necessary or convenient consultants or agents, (ii) execute any additional certificates, agreements or other documents necessary to facilitate the authorization, issuance and delivery of the Series 2014A JIOs, (iii) accomplish the other purposes of this Resolution, including but not limited to agreements with securities depositories and documents relating to credit enhancement, and (iv) do and cause to be done any and all acts and things necessary or desirable to carry out the transactions contemplated by this Resolution and the Project Finance Agreement, and be it further

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

**Item 3 by Mr. Bryan (Appendix C)**  
**Approving the Third Supplemental Junior Indebtedness Resolution**  
**Amending the Junior Indebtedness General Resolution and Authorizing**  
**an Authorized Officer to Execute Any Other Documents Necessary to**  
**Effectuate an Amendment Thereto (0:52:01)**

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

Upon motion duly made and seconded, the Board Approved the Third Supplemental Junior Indebtedness Resolution Amending the Junior Indebtedness General Resolution and Authorizing an Authorized Officer to Execute Any Other Documents Necessary to Effectuate an Amendment Thereto and adopted the following resolution:

**RESOLUTION NO.**  
**APPROVING THE THIRD SUPPLEMENTAL JUNIOR**  
**INDEBTEDNESS RESOLUTION AMENDING THE**  
**JUNIOR INDEBTEDNESS GENERAL RESOLUTION**  
**AND AUTHORIZING AN AUTHORIZED OFFICER**  
**TO EXECUTE AND DELIVER ANY OTHER**  
**DOCUMENTS NECESSARY IN CONNECTION**  
**THEREWITH**

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**RESOLVED**, in accordance with the New York State Thruway Act, as amended, Titled 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 (including its Junior Indebtedness Obligations (“JIOs”)) and notes, including refunding bonds and notes, 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 (including JIO holders), and be it further

**RESOLVED**, that there has been approved by the Board, on November 7, 2013, a Resolution Authorizing General Revenue Junior Indebtedness Obligations (the “Junior Indebtedness General Resolution”) which, consistent with the Act, authorizes indebtedness of the Authority, designated as “Junior Indebtedness Obligations” as special 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 VII of the Junior Indebtedness General Resolution requires that amendments to the Junior Indebtedness General 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

**RESOLVED**, that there has been prepared and submitted to the Board a Third Supplemental Junior Indebtedness Resolution Amending the Junior Indebtedness General Resolution (the “Third Supplemental Junior Indebtedness Resolution”), to effectuate certain technical, corrective amendments to the Junior Indebtedness General Resolution that do not

materially adversely affect the rights, security and interests of the holders of Outstanding Junior Indebtedness Obligations or Senior Bonds and, therefore, can be adopted without their consent, the form of which is attached hereto, and be it further

**RESOLVED**, that the Board hereby approves the Third Supplemental Junior Indebtedness 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 Junior Indebtedness General Resolution) to approve and execute such changes to the Third Supplemental Junior indebtedness Resolution as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

**RESOLVED**, that the foregoing amendment shall become effective upon adoption of the Third Supplemental Junior Indebtedness Resolution, and be it further

**RESOLVED**, that an Authorized Officer is authorized to make any determinations and to execute any additional certificates, agreements or other documents necessary to facilitate the foregoing amendment to the Junior Indebtedness General 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 this resolution be incorporated in the minutes of this meeting.

**Item 4 by Mr. Bryan (Appendix D)**  
**Approve the Financial Reports for May and June 2014 (0:52:01)**

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

Upon motion duly made and seconded, the Board approved the financial reports for the months of May and June 2014.

**Item 5 by Mr. Bryan (Appendix E)**  
**Approve the Authority's Report of Investments for the Quarter Ending June 30, 2014 (0:52:01)**

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

Upon motion duly made and seconded, the Board approved the Authority's Report of Investments for the Quarter Ending June 30, 2014.

**Item 6 by Mr. Madison (Appendix F)**  
**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 April 1, 2014 through June 30, 2014 (0:50:21)**

Chairman Milstein then asked Mr. Madison to present the item on Thruway and Canal procurement contracts and agreements. After full discussion, the Board accepted Mr. Madison's report on Procurement Contracts and other Agreements up to \$150,000 executed during the period April 1, 2014 through June 30, 2014

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

**Report on the 2014 Capital Program (0:53:31)**

Chairman Milstein then asked Mr. Shamma to give the Board update on the Capital Program. His 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 report on the Thruway Authority and Canal Corporation 2014 Capital Program.

**Item 8 by Mr. Shamma (Appendix H)  
Authorizing Execution of Three Engineering Agreements (D214309,  
D214326 and D214329) with Three Firms (0:58:45)**

Chairman Milstein then asked Mr. Shamma present Item 8, engineering agreements with three firms. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon duly motioned, seconded and without any objections, the Board authorized Execution of Three Engineering Agreements (D214309, D214326 and D214329) with Three Firms and adopted the following resolution:

**RESOLUTION NO.  
AUTHORIZING EXECUTION OF THREE  
AGREEMENTS (D214309, D214326 AND  
D214329) WITH THREE FIRMS**

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**RESOLVED**, that the Chief Engineer be, and he hereby is, authorized to execute three agreements (D214309, D214326 and D214329) with the three 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/Corporation, and be it further

**RESOLVED**, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Authority/ Corporation 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 Resolutions and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority/Corporation, 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 these meetings.

**Item 9 by Mr. Estes (Appendix I)**  
**Authorizing the Retention of Independent Counsel to a Represent Former Employee in Litigation Filed by New York State Thruway Employees Local 72 (Teamsters) and to Provide Indemnification, as May be Necessary and Appropriate (1:00:02)**

Chairman Milstein then asked Mr. Estes to present Item 9, seeking board approval to retain independent counsel to represent a former employee. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon duly motioned, seconded and without any objections, the Board authorized the Retention of Independent Counsel to a Represent Former Employee in Litigation Filed by New York State Thruway Employees Local 72 (Teamsters) and to Provide Indemnification, as May be Necessary and Appropriate and adopted the following resolution:

**RESOLUTION NO.**  
**AUTHORIZING THE RETENTION OF  
INDEPENDENT COUNSEL TO REPRESENT A  
FORMER EMPLOYEE IN LITIGATION FILED BY  
NEW YORK STATE THRUWAY EMPLOYEES  
LOCAL 72 (TEAMSTERS) AND TO PROVIDE  
INDEMNIFICATION, AS MAY BE  
NECESSARY AND APPROPRIATE**

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**RESOLVED**, that the General Counsel has determined that a conflict of interest exists between the interests of the Authority and its officers and former employee Donald Bell in the litigation commenced by the Teamsters against the Authority, the Board Chairman, Board Members, and certain current and former officers and employees, *New York State Thruway Employees Local 72, et al., v. New York State Thruway Authority, et al.*, Civil Action no. 14-CV-4356 (S.D.N.Y), and the Attorney General's Office concurs in this determination, and be it further

**RESOLVED**, that because of the conflict of interest between the Authority and Mr. Bell, and the consequences of a judicial determination that such conflict exists if Mr. Bell and the Authority (and the other individual defendants) were all represented by the Attorney General, which consequences are likely to include disqualification, it is in the Authority's best

interests to retain private independent counsel for Mr. Bell at the outset, and be it further

**RESOLVED**, that the Donald Bell is entitled to private, independent counsel at the Authority's expense as well as indemnification, if necessary and appropriate, in the litigation commenced by the Teamsters union against the Authority, the Board Chairman, Board Members, and certain current and former officers and employees pursuant to Public Officers Law ("POL") § 18 and Resolution No. 3264, adopted by the Board at Meeting No. 461 on April 30, 1987 and amended by Resolution No. 3346, adopted by the Board at Meeting No. 467 held on October 27, 1987, and be it further

**RESOLVED**, that the General Counsel shall have the authority to retain private, independent counsel to represent Mr. Bell and sign any necessary documents attendant thereto, and be it further

**RESOLVED**, that the Chief Financial Officer is hereby authorized to pay the attorneys' fees and related litigation costs and expenses incurred in connection with such retention and representation, and also indemnify Donald Bell in this litigation, as may be necessary and appropriate, as permitted pursuant to POL § 18, and be it further

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

**Item 10 by Mr. Nadratowski (Appendix J)**  
**Authorizing the Executive Director to Execute an Agreement with**  
**Linebarger Goggan Blair & Sampson, LLP for Toll Debt Collection Services**  
**(1:01:38)**

Chairman Milstein then asked Mr. Nadratowski to present Item 10, an agreement for toll debt collection services. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon duly motioned, seconded and without any objections , the Board authorized the Executive Director to Execute an Agreement with Linebarger Goggan Blair & Sampson, LLP for Toll Debt Collection Services and adopted the following resolution:

**RESOLUTION NO.**  
**AUTHORIZING THE EXECUTIVE DIRECTOR TO**  
**EXECUTE AN AGREEMENT WITH LINEBARGER**  
**GOGGAN BLAIR & SAMPSON, LLP FOR DEBT**  
**COLLECTION SERVICES**

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**RESOLVED**, that the Executive Director be, and hereby is, authorized to execute an Agreement (CO10274) with Linebarger Goggan Blair & Sampson, LLP to collect toll debt (“Agreement”), and be it further

**RESOLVED**, that such Agreement shall be for a term of three years with the option to renew for one additional two-year term, and the monetary cap shall not exceed \$4,600,000 and be it further

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

**RESOLVED**, that the Executive Director or his designee shall have the authority to exercise all powers

reserved to the Thruway 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 Thruway Authority; and be it further

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

**Item 11 by Mr. Bryan (Appendix K)**  
**Extending Authorization to Convey Real Property Reference No. 380 to Madison County Industrial Development Agency (IDA) (1:05:27)**

Chairman Milstein then asked Mr. Bryan to present Item 11, a real property transaction with Madison County IDA. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board Extended Authorization to Convey Real Property Reference No. 380 to Madison County Industrial Development Agency and adopted the following resolution:

**RESOLUTION NO.**  
**EXTENDING AUTHORIZATION TO CONVEY**  
**REAL PROPERTY REFERENCE NO. 380 TO**  
**MADISON COUNTY INDUSTRIAL**  
**DEVELOPMENT AGENCY**

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**RESOLVED**, that the Authority Board hereby extends its authorization previously granted under resolution no. 5972 an additional six months until March 11, 2015; and be it further

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

**Item 12 by Mr. Bryan (Appendix K)**

**Declaring Real Property Reference Nos. 516-519 and 568 as Not Presently Necessary for the Authority's Corporate Purposes and Available for Leasing as Parking Lot Nos. 1-4 and 8A, respectively; Accepting the Bids of the Highest Bidders in Response to an Invitation for Bids; and Authorizing Execution of Lease Agreements with Such Highest Bidders (1:06:35)**

Chairman Milstein then asked Mr. Bryan to present Item 12, leasing of a series of parking lots in Buffalo. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board Declared Real Property Reference Nos. 516-519 and 568 as Not Presently Necessary for the Authority's Corporate Purposes and Available for Leasing as Parking Lot Nos. 1-4 and 8A, respectively; Accepting the Bids of the Highest Bidders in Response to an Invitation for Bids; and Authorizing Execution of Lease Agreements with Such Highest Bidders and adopted the following resolution:

**RESOLUTION NO.**  
**DECLARING REAL PROPERTY REFERENCE NOS. 516-519 AND 568 AS NOT PRESENTLY NECESSARY FOR THE AUTHORITY'S CORPORATE PURPOSES AND AVAILABLE FOR LEASING AS PARKING LOT NOS. 1-4 AND 8A, RESPECTIVELY; ACCEPTING THE BIDS OF THE HIGHEST BIDDERS IN RESPONSE TO AN INVITATION FOR BIDS; AND AUTHORIZING EXECUTION OF LEASE AGREEMENTS WITH SUCH HIGHEST BIDDERS**

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**RESOLVED**, that the Authority Board hereby finds, determines, and declares that Real Property Reference Nos. 516-519 and 568 are not presently necessary for the Authority's corporate purposes, and that they are available for leasing as parking lot nos. 1-4

and 8A, respectively, as delineated on Exhibit II attached hereto and made a part hereof; and be it further

**RESOLVED**, that the recommendation regarding the environmental significance of this Board action (hereinafter the “Recommendation”), pursuant to the State Environmental Quality Review Act (hereinafter, “SEQRA”), be, and the same hereby is, approved; and be it further

**RESOLVED**, that the preliminary highest rent bids submitted by the corresponding highest bidders noted in this agenda item (hereinafter, Highest Bidders”) be, and the same hereby are, accepted; and be it further

**RESOLVED**, that the Executive Director, or his designee, be, and the same hereby is, authorized to execute leases with the Highest Bidders in accordance with the terms described and recommended in this agenda item, subject to other terms as may be deemed by the Executive Director, the Chief Operating and Financial Officer, the Chief Engineer, and the General Counsel to be in the best interest of the Authority, and that are consistent with the substance and intent of this agenda 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 leases; manage and administer such leases; amend the leases consistent with the terms of this Item and any other applicable Board authorizations; and suspend or terminate the leases as

may be in the best interest of the Authority, and be it further

**RESOLVED**, that the Chief Engineer, or his designee, be, and the same hereby is, authorized to execute the SEQRA Short Environmental Assessment Forms and SEQRA Negative Declaration, and to distribute any required documents on behalf of the Board relative to such adoption; and be it further

**RESOLVED**, that the Executive Director, the Chief Engineer, 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.

**PUBLIC COMMENT PERIOD (01:12:14)**

Murray Bodin

**ADJOURNMENT (01:15:00)**

Upon motion duly made and seconded, the Board voted to adjourn the meeting at

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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.*