



**MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 736
November 26, 2018**

Meeting minutes of the New York Thruway Authority, held in the boardroom at 200 Southern Boulevard, Albany, New York.

The meeting of the New York State Thruway Authority Board opened in session for the consideration of various matters. These minutes reflect only the items considered by the New York State Thruway Authority Board. The meeting began approximately at 11:06 a.m.

The following committee member was present in Syracuse Division:
Joanne M. Mahoney, Chair

In Tarrytown:
J. Donald Rice, Board Member
George Miranda, Board Member

In Albany:
Robert Megna, Vice-Chair
Jose Holguin-Veras, Ph.D., Board Member
Stephen Saland, Board Member

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

Staff Present:
Christopher O'Brien, General Counsel
Matt Howard, Treasurer and Chief Financial Officer
Richard Lee, Chief Engineer
John Barr, Acting Director of Administrative Services
Jennifer Givner, Director of Media Relations & Communications
Major Doug Keyer, Troop T
Kim McKinney, Chief Information Officer
Dave Malone, Director of Accounting & Disbursements
Kevin Allen, Director of Purchasing
Joseph Igoe, Deputy General Counsel
Eric Christensen, Director of Operations
William McDonough, Interim Director Thruway Asset & Inventory Management
Scott Hollis, Information Technology Specialist 3
Kathleen LeFave, Board Secretary

Staff Present in Syracuse

Matthew J. Driscoll, Acting Executive Director
Mark Hixson, Director of Maintenance & Operations
Frank Macarilla, Information Technology Specialist

Staff Present in Tarrytown:

Khurram Saeed, Director of Communication New NY Bridge

Also in attendance:

Matthew Trapasso, Senior Policy Advisor for Transportation
Paul Goetz, BST
Doron Bar-Levan, Harris Beach
Paul Goetz, BST
Jon Gibbs, BST
Murray Bodin, Welded Steel Sculptures
Sandra Sorokc, OGS Media Services Center
Fred Abramson, OGS Media Services Center

Chair Mahoney called the meeting of the Thruway Authority Board to order.

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

PUBLIC COMMENT PERIOD RELATED TO THE MEETING AGENDA

There were no comments made during the period.

Item 1 by Chair Mahoney (Appendix A) **Approval of the Minutes of Meeting No 735**

Chair Mahoney 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. 735 held on September 24, 2018, which was made available to the Board Members as part of the Agenda.

Item 2 by Matt Howard (Appendix B) **Financial Reports for August and September 2018**

Chair Mahoney 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. 735 held on September 24, 2018, which was made available to the Board Members as part of the Agenda.

Item 3 by Matt Howard (Appendix C)

Review and approval of the 2018 Revised Budget and the 2019 Proposed Budget for the New York State Thruway Authority

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

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 approved the revised plan and adopted the following resolution

RESOLUTION NO. 6190

APPROVAL OF THE 2018 REVISED BUDGET AND THE
2019 PROPOSED BUDGET FOR THE NEW YORK STATE
THRUWAY AUTHORITY

RESOLVED, that the Report on the 2018 Revised Budget as presented in this item be, and the same hereby is, accepted by the Board, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to make any and all adjustments to the appropriate funds consistent with this 2018 Revised Budget, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to make any other adjustments based on actual results that are consistent with this projected plan, and report such actions to the Board, and be it further

RESOLVED, that the Authority's proposed Budget for the fiscal year 2019, submitted by the Acting Executive Director and the Chief Financial Officer, be, and the same hereby is, approved and funded in accordance with the attached Exhibit II, and be it further

RESOLVED, that the Acting Executive Director or his designee be, and he hereby is, authorized to make such expenditures as set forth in this Budget, subject to compliance with Authority policies and procedures, and to make such internal adjustments and transfers within the Authority Budget as are necessary and proper, and to make any other adjustment with the concurrence of the Board, and be it further

RESOLVED, that a copy of the Budget approved herein, when printed in final form, be attached to these minutes and made a part thereof, and be submitted to the New York State entities in accordance with Section 2801 of the Public Authorities Law, and be it further

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

Item 4 by Matt Howard (Appendix D)

Review and approval for the authorization to issue Junior Indebtedness Obligations Series 2019A – Subject: Approving the Sixth Supplemental Junior Indebtedness Resolution Authorizing General Revenue Junior Indebtedness Obligations, Series 2019A, Approving the Forms of Certain Related Documents and Authorizing an Authorized Officer to Execute Any Other Necessary Documents Related Thereto

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

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 approved the revised plan and adopted the following resolution

RESOLUTION NO. 6191

APPROVING THE SIXTH SUPPLEMENTAL JUNIOR INDEBTEDNESS RESOLUTION AUTHORIZING GENERAL REVENUE JUNIOR INDEBTEDNESS OBLIGATIONS, SERIES 2019A, APPROVING THE FORMS OF CERTAIN RELATED DOCUMENTS AND AUTHORIZING AN AUTHORIZED OFFICER TO EXECUTE ANY OTHER NECESSARY DOCUMENTS RELATED THERETO

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 (“JIOs”)) 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 there has been approved by the Board on November 7, 2013 a resolution entitled Resolution Authorizing General Revenue Junior Indebtedness Obligations (the “Junior Indebtedness Resolution”) which, Junior Indebtedness Resolution was amended on August 6, 2014, and which consistent with the Act and the Authority’s General Revenue Bond Resolution, authorizes JIOs, 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, and be it further

RESOLVED, that the Junior Indebtedness Resolution requires that the issuance of 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. In order to issue the fourth series of JIOs, there has been prepared and submitted to the Board for approval a form of a Sixth Supplemental Junior Indebtedness Resolution Authorizing the Issuance of Junior Indebtedness Obligations, Series 2019A (the “Series 2019A JIO Supplemental Resolution”) authorizing the issuance of up to \$400 million of Junior Indebtedness Obligations, Series 2019A (“Series 2019A JIOs”), and be it further

RESOLVED, that the Series 2019A JIOs, are special obligations of the Authority secured by (i) a pledge of and a junior lien on the Revenues of the Authority, (ii) a pledge and first lien on moneys on deposit in the Junior Indebtedness Fund (other than the Junior Indebtedness Fund Debt Service Reserve Account (except as set forth in clause (iii)) and the Junior Indebtedness Rebate Account), and (iii) a pledge and first lien on monies on deposit in the Series 2019A Subaccount of the Junior Indebtedness Fund Debt Service Reserve Account which is being established and funded to solely secure the Series 2019A JIOs, and be it further

RESOLVED, that the Series 2019A JIO Supplemental Resolution authorizes the issuance of Series 2019A JIOs (i) to pay Project Costs solely of the NNYB Project; (ii) to pay capitalized interest on the Series 2019A JIOs; (iii) to make a deposit to the Series 2019A Subaccount of the Junior Indebtedness Debt Service Reserve Account; and (iv) to pay Costs of Issuance relating to the Series 2019A JIOs, and be it further

RESOLVED, that pursuant to the Junior Indebtedness Resolution and the Series 2019A JIO Supplemental Resolution, the Authority intends to authorize the issuance of up to \$400 million of Series 2019A JIOs, and be it further

RESOLVED, that pursuant to the Series 2019A JIO Supplemental Resolution and in accordance with the Junior

Indebtedness Resolution, the Authority intends to offer and sell its Series 2019A JIOs for sale on a competitive bid basis pursuant to a Notice of Sale and to award the Series 2019A JIOs to the winning bidder(s) at the lowest true interest cost to the Authority, the form of which Notice of Sale has been set before the Board, and be it further

RESOLVED, that the Board approves the form of the Series 2019A JIO Supplemental Resolution as submitted with this item 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 Resolution) to approve and execute such changes to the Series 2019A JIO Supplemental Resolution as may be deemed necessary or desirable to effectuate the purposes thereof, and be it further

RESOLVED, that the Board approves the form of the Notice of Sale in substantially the form submitted with this item and made a part of this resolution as though set forth in full herein, in the manner set forth in Section 301 of the Series 2019A JIO Supplemental Resolution and authorizes an Authorized Officer to determine the winning bid at the lowest true interest cost to the Authority and award the Series 2019A JIOs to the winning bidder(s) and to approve such changes to the terms of such Notice of Sale as may be deemed necessary or desirable to effectuate the purposes thereof, and be it further

RESOLVED, that in connection with the competitive bid offering and sale of the Series 2019A JIOs, the Board approves the form of the Preliminary Official Statement as submitted with this item, recognizing that such form will be subject to further changes and updating, and authorizes an Authorized Officer to approve such changes, updates, insertions and omissions as may be deemed necessary or desirable 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 competitive bid offering and sale of the Series 2019A JIOs, with such changes, updates, insertions and omissions to the Preliminary Official Statement as may be approved by an Authorized Officer, said distribution and use 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 to confirm that the Preliminary Official Statement related to the Series 2019A JIOs is deemed final for purposes of Rule 15c2-12, promulgated under the Securities and Exchange Act of 1934 (“Rule 15c2-12”),

except for certain permitted omissions and information not required under said Rule to be included therein, and be it further

RESOLVED, that the Board authorizes an Authorized Officer to execute and deliver, on behalf of the Authority, a final Official Statement relating to the Series 2019A JIOs in substantially the form of the Preliminary Official Statement, with such changes, updates, insertions and omissions as may be approved by an Authorized Officer, said execution or delivery being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable. After execution, if appropriate, an Authorized Officer is hereby authorized to deliver to the winning bidder(s) of the Series 2019A JIOs one or more executed copies of such final Official Statement and any further amendments or supplements thereto, and be it further

RESOLVED, that the Board 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 2019A JIO Supplemental Resolution any additional certificates, agreements or other documents necessary to facilitate the sale of the Series 2019A 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 the Series 2019A JIO Supplemental Resolution, 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 2019A 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, sale, issuance and delivery of the Series 2019A 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 be it further

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

Item 5 by Matt Howard

Review and approval of the Authority's Investment Transactions –Third Quarter

The Authority's Investment Transactions item was advanced to the Board at the recommendation of the Finance Committee.

Upon motion duly made and seconded, without any objections, the Board accepted the Authority's Investment Transactions – Third Quarter report.

Item 6 by Richard Lee (Appendix E)

Review and approval of the 2019 Thruway Authority Contracts Program

The Item was advanced to the board at the recommendation of the Finance Committee.

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 approved the 2019 Thruway Authority Contracts Program and adopted the following resolution:

RESOLUTION NO. 6192

APPROVING THE 2019 THRUWAY CONTRACTS PROGRAM

RESOLVED, that the 2019 Thruway Contracts Program for Highway, Bridge, Intelligent Transportation Systems, Architectural and related facility projects, full copies of which have been provided to the Boards for review, be, and the same hereby are, approved, and be it further

RESOLVED, that the Chief Engineer or his designee be, and hereby is, authorized:

- A. to prepare and approve Official Proposals, Plans and Specifications, Engineer's/Architect's Estimates of Cost and Contract Documents for such projects as are tabulated in the 2019 Thruway Contracts Program;
- B. to hold the respective Engineer's/ Architect's Estimates of Cost for such contracts confidential until after contracts have been awarded;
- C. to advertise for receipt of bids and proposals for those projects which are tabulated in the 2019 Thruway Contracts Program using the following table regarding the approved budget allocation and current funding for the project:

| Amount of Engineer's/Architect's Estimates of Cost (EE/AE) in Relation to Contracts Program Budget Allocation | Action Required to Advertise Project | | | |
|---|--------------------------------------|-------------------------|--------------------|--------------------|
| | Chief Engineer | Chief Financial Officer | Executive Director | Board |
| EE/AE is equal to or less than the project's budget allocation; | Approval | No Action Required | No Action Required | No Action Required |
| EE/AE does not exceed the project's budget allocation by more than \$75,000 for projects with budget allocations of up to and including \$500,000, or by more than 15 percent for projects with budget allocations that exceed \$500,000; | Approval | Confirm Funding | No Action Required | No Action Required |
| EE/AE exceeds the limits listed above in this chart. | Concur | Confirm Funding | Approval | No Action Required |

D. to award any such contract to the lowest responsible bidder when it is deemed to be an acceptable bid, and further, the following table shall be used when determining the steps needed to award the contract:

| Amount of the Low Bid in Relation to the Engineer's/Architect's Estimates of Cost (EE/AE) | Action Required to Award Contract | | | |
|---|-----------------------------------|-------------------------|--------------------|--------------------|
| | Chief Engineer | Chief Financial Officer | Executive Director | Board |
| Low bid is equal to or less than the EE/AE; | Approval | No Action Required | No Action Required | No Action Required |
| Low bid exceeds the EE/AE by no more than \$75,000 on contracts up to and including \$500,000, or by no more than 15 percent on contracts over \$500,000; | Approval | Confirm Funding | No Action Required | No Action Required |
| Low bid exceeds the EE/AE by no more than \$100,000 on contracts up to and including \$500,000, or by no more | Concur | Confirm Funding | Approval | No Action Required |

| | | | | |
|--|--------|-----------------|--------|----------|
| than 20 percent on contracts over \$500,000; | | | | |
| Low bid exceeds the limits listed above in this chart. | Concur | Confirm Funding | Concur | Approval |

E. to award any such best value and design-build contracts to the firm with the best combined technical and cost score, and further, the following table shall be used when determining the steps to award the contract:

| Amount of the Cost in the Best Value/Design-Build Proposal in Relation to the Engineer's/Architect's Estimates of Cost (EE/AE) | Action Required to Award Contract | | | |
|--|-----------------------------------|-------------------------|--------------------|--------------------|
| | Chief Engineer | Chief Financial Officer | Executive Director | Board |
| The proposed cost is equal to or less than the EE/AE; | Approval | No Action Required | No Action Required | No Action Required |
| The proposed cost exceeds the EE/AE by no more than \$75,000 on contracts up to and including \$500,000, or by no more than 15 percent on contracts over \$500,000; | Approval | Confirm Funding | No Action Required | No Action Required |
| The proposed cost exceeds the EE/AE by no more than \$100,000 on contracts up to and including \$500,000, or by no more than 20 percent on contracts over \$500,000; | Concur | Confirm Funding | Approval | No Action Required |
| The proposed cost exceeds the limits listed above in this chart. | Concur | Confirm Funding | Concur | Approval |

F. to reject bids for any such contract which are determined to be not in accordance with bid documents and specifications thereof, or not in the Authority's best interest, or which are submitted by bidders determined to be not responsible. In these cases and where no bids are received, he may again advertise for receipt of bids pursuant to paragraph C;

G. to prepare and approve, for declared emergency work, Official Proposals, Plans and Specifications, Engineer's/Architect's Estimates of Cost and Contract Documents, including amendments and order-on-contracts, award (pursuant to paragraph D) and reject bids (pursuant to paragraph F) for such

work being progressed to address a declared emergency, provided that the total of the Engineer's/Architect's Estimate of Cost for any such contract, amendment or order-on-contract does not exceed \$2,000,000; the Board will receive contemporaneous notifications of those actions taken for emergency work;

- H. to approve contingent or extra work on construction and design-build contracts, when necessary, and to adjust and determine disputed contract claims in accordance with contract documents, using the following table for the additional funding:

| Amount of the Additional Funds for Construction and Design-Build Contracts | Action Required for Additional Funding for Construction Contract | | | |
|---|--|-------------------------|--------------------|--------------------|
| | Chief Engineer | Chief Financial Officer | Executive Director | Board |
| Additional funds do not exceed the bid/proposal price by more than \$150,000 for contracts bid up to and including \$1,000,000, or 15 percent for contracts bid in excess of \$1,000,000; | Approval | Confirm Funding | No Action Required | No Action Required |
| Additional funds do not exceed the total bid/proposal price by more than \$200,000 for contracts bid up to and including \$1,000,000, or 20 percent for contracts bid in excess of \$1,000,000; | Concur | Confirm Funding | Approval | No Action Required |
| Additional funds exceed the limits listed above in this chart. | Concur | Confirm Funding | Concur | Approval |

- I. to enter into, extend, and modify project specific agreements or multi-project agreements with federal and state agencies, localities, utility companies, railroads, and/or others as may be necessary in order to facilitate the administration, award, progress and completion of such contracts;
- J. to acquire and grant such property interests (fee title, easements, etc.) in accordance with the provisions of the Authority's and Corporation's Real Property Management Policies, as may be necessary for implementation of the 2019 Thruway Contracts Program, provided that the total amount of acquisitions or the amount of grants for any one project shall not exceed \$150,000 without Board authorization;
- K. to advertise for, and upon receiving approval by the Board, or where otherwise authorized by the Executive Director, to execute engineering agreements, including amendments

thereto, for services relating to projects included in the 2019 Thruway Contracts Program;

- L. to execute a supplemental agreement for expenditure of additional funds of an engineering agreement, provided that such supplemental agreement be based upon a determination that the assignment of the additional tasks is in the best interest of the Authority when considering the proximity of the additional tasks to the ongoing tasks, or to expedite the additional tasks through such assignment, or that significant savings to the Authority will result through the assignment of the additional tasks; and further, such approval of additional funds shall be based upon the following table:

| Amount of the Additional Funds for the Supplemental Agreement | Action Required for Supplemental Agreement Funding | | | |
|--|--|-------------------------|--------------------|--------------------|
| | Chief Engineer | Chief Financial Officer | Executive Director | Board |
| Additional funds do not exceed the original MAP by more than \$150,000 for agreements with an original Maximum Amount Payable (MAP) up to and including \$1,000,000, or 15 percent for agreements with an original MAP that exceeds \$1,000,000; | Approval | Confirm Funding | No Action Required | No Action Required |
| Additional funds do not exceed the original MAP by more than \$200,000 for agreements with an original MAP up to and including \$1,000,000, or 20 percent for agreements with an original MAP that exceeds \$1,000,000; | Concur | Confirm Funding | Approval | No Action Required |
| Additional funds exceed the limits listed above in this chart. | Concur | Confirm Funding | Concur | Approval |

- M. to exercise all powers reserved to the Authority under the provisions of any contracts or agreements executed pursuant to these items, manage and administer any such contracts or agreements, amend the provisions of any such contracts or agreements consistent with the terms of this item and in accordance with other applicable Board authorizations, and suspend or terminate any such contracts or agreements in the best interests of the Authority, and be it further

RESOLVED, that any powers granted to the Acting Executive Director by the Board to approve expenditures or to increase expenditures for contracts and agreements shall be in addition to those powers granted under these resolutions and any action taken pursuant thereto shall be deemed to be authorized under this resolution, and be it further

RESOLVED, that in accordance with the other powers delegated herein, the Chief Engineer shall be, and hereby is, authorized to make all necessary decisions pursuant to the State Environmental Quality Review Act (SEQRA) with relation to the 2019 Thruway Contracts Program, and be it further

RESOLVED, that quarterly reports shall be submitted to the Board by the Chief Engineer on: all awarded construction contracts; approved additional funds for construction contracts over and above the contingency funds; and all engineering agreements and supplemental engineering agreements, approved pursuant to the provisions of these resolutions, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized:

- A. upon award of such contracts to return such funds budgeted for such projects in the 2019 Budget which are otherwise not required for expenditure during 2019 to the proper fund in accordance with acceptable budgeting and accounting procedures;
- B. to monitor total cash expenditures for the 2019 Contracts Program to ensure that they do not exceed \$862,276,817 for the Thruway Authority during the 2019 Fiscal Year;
- C. to return bid checks submitted for such contracts to unsuccessful bidders, and to make necessary adjustments in the respective 2019 approved Budget as required by implementation of any part of this Resolution, and be it further

RESOLVED, that the provisions of this resolution shall be deemed to supersede all other inconsistent Authority policies and procedures to the extent necessary to implement the approved 2019 Thruway Contracts Program and for no other purposes, and be it further

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

Item 7 by Christopher O'Brien (Appendix G)
Review and approval of the Thruway Authority Whistleblower Policy

Christopher O'Brien presented the resolution seeking the authorization from the Board for the staff appointments of the New York, Albany and Buffalo Division Directors.

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 approved the Thruway Authority Whistleblower Policy and adopted the following resolution:

RESOLUTION NO. 6193

AMENDING THE THRUWAY AUTHORITY
WHISTLEBLOWER POLICY (25-2-26)

RESOLVED, that the amended Thruway Authority Whistleblower Policy (25-2-26), attached hereto as Exhibit A be, and hereby is, adopted; and be it further

RESOLVED, that such Policy shall take effect immediately; and be it further

RESOLVED, that these resolutions be incorporated in the minutes of these meetings.

Item 8 by Chair Mahoney Mark Hixson (Appendix H)
Adoption of the 2019 Board of Directors Meeting

Chair Mahoney proposed Board meeting dates for the 2019 calendar year.

Upon motion duly made and seconded, the Board approved the Board calendar and adopted the following board meeting dates:

2019 Board of Directors Meeting Schedule

January 28, 2019
March 25, 2019
June 17, 2019
September 23, 2019
November 18, 2019

Item 9 by Director Driscoll (Appendix)

Consider and act upon the appointment of Christopher C. O'Brien to be the General Counsel

Director Driscoll presented the resolution seeking the authorization from the Board for the staff appointment of Christopher C. O'Brien to be the General Counsel.

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 approved the staff appointment of Christopher O'Brien to be the General Counsel of the Authority and adopted the following resolution:

RESOLUTION NO. 6194

STAFF APPOINTMENT OF CHRISTOPHER C. O'BRIEN AS
GENERAL COUNSEL

RESOLVED, that the Board hereby appoints Christopher O'Brien as General Counsel effective November 26, 2018, at a salary grade 38 and an annual salary of \$164,000, for which funds are available in the 2018 Operating Budget, and it be further

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

Item 10 by Christopher O'Brien (Appendix J)

Review and approval of the Policy on Sexual Harassment in the Workplace

Mr. O'Brien presented the resolution seeking the review and approval of the Policy on Sexual Harassment in the Workplace.

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 approved the Policy on Sexual Harassment in the Workplace and adopted the following resolution:

RESOLUTION NO. 6195

AMENDING THE THRUWAY AUTHORITY WHISTLEBLOWER
POLICY (25-2-26)

RESOLVED, that the amended Thruway Authority

Whistleblower Policy (25-2-26), attached hereto as Exhibit A be, and hereby is, adopted; and be it further

RESOLVED, that such Policy shall take effect immediately; and be it further

RESOLVED, that these resolutions be incorporated in the minutes of these meetings.

Item 11 by Richard Lee (Appendix K)

Authorizing the Execution of Authorizing the Execution of D214655, Engineering Term Agreement for Construction Inspection Support Services in New York Division

Mr. Lee presented this resolution seeking authorization for the execution of D214655 Engineering Term Agreement for construction inspection support services in New York Division.

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 authorized the execution of the agreement and adopted the following resolution:

RESOLUTION NO. 6196

AUTHORIZING THE EXECUTION OF ENGINEERING AGREEMENT D214655 WITH THORNTON TOMASETTI, INC.

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute engineering agreement D214655 with Thornton Tomasetti, Inc., 40 Wall Street, New York, New York 10005, to provide construction inspection support services in New York Division, provided that sufficient funding has been identified to complete services for the projects through this agreement, with the Maximum Amount Payable of the agreement not to exceed \$2,500,000 (Item HS421.1 of the 2019 Contracts Program), and such 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 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 2019 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further

RESOLVED, that information relating to agreement D214655 be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities which will include the 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 Mark Hixson (Appendix L)
State Environmental Quality Review Act (SEQRA) Delegation of Authority with Relation to the RFP for the Design, Construction, Financing, Operation and Maintenance of 27 Service Areas on the Thruway System

Mr. Hixson presented this resolution amending Right-of-Way Acquisition Authorization for TANE 18-7, Reconstruction of I-95 (New England Thruway) from Port Chester to Connecticut State Line.

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 authorized the execution of the eight agreements and adopted the following resolution:

RESOLUTION NO.6197

AMENDING RIGHT-OF-WAY ACQUISITION
AUTHORIZATION FOR TANE 18-7, RECONSTRUCTION OF
I-95 (NEW ENGLAND THRUWAY) FROM PORT CHESTER
TO CONNECTICUT STATE LINE

RESOLVED, that the authorization in the 2018 Contracts Program Board Resolution (No. 6157, Meeting No. 731) for the Chief Engineer to acquire right-of-way for projects in the 2018 Contracts Program for up to \$150,000 per project be amended to \$600,000 for TANE 18-7, Reconstruction of I-95 (New England Thruway) from Port Chester to Connecticut State Line only, and be it further

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to acquire properties for TANE 18-7, Reconstruction of I-95 (New England Thruway) from Port Chester to Connecticut State Line, for a value up to \$600,000 project, and be it further

RESOLVED, that a sum of \$600,000 be, and the same hereby is, allocated toward TANE 18-7 (Item H14.1) from bid savings and other adjustments made to the 2018 Contracts Program, and be it further

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

Item 13 by Kevin Allen (Appendix M)

Report on Procurement Contracts and Other Agreements Up to \$200,000 Executed by the Acting Executive Director During the Period July 1, 2018 Through September 30, 2018

Mr. Allen presented the report of procurement contracts to the Board.

Upon motion duly made and seconded, without any objections, the Board accepted the Report on Procurement Contracts and other Agreements Executed by the Acting Executive Director during the period July 1, 2018 through September 30, 2018.

Item 14 by Mark Hixson (Appendix N)
Winter Preparation

Director of Maintenance and Operations Mark Hixson provided staff with an update regarding the organization's upcoming snow and ice season.

Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

GENERAL PUBLIC COMMENT PERIOD

Mr. Murray Bodin of Welded Steel Sculptures signed up for the general comment period. Mr. Bodin's comments are included in the video recording of the meeting.

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the board voted to adjourn the meeting at 11:57 a.m. The next meeting is scheduled for January 28, 2019.



Kathleen LeFave
Board Secretary