



MINUTES
NEW YORK STATE CANAL CORPORATION
BOARD MEETING NO. CC-177
March 2, 2012

Minutes of a meeting of the New York State Canal Corporation, held in the Seventh Floor Conference Room at Metropolitan Transportation Authority Headquarters, 347 Madison Avenue, New York, New York and via video conference from the Authority's Administrative Headquarters, 200 Southern Boulevard, Albany, New York; Buffalo Division Office 455 Cayuga Road, Suite 800, Cheektowaga, NY; and Syracuse Division Office 290 Elwood Davis Road, Suite 250, 2nd Floor, Liverpool, NY.

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 Canal Corporation Board. The meeting began at 2:27 p.m.

There were present:

Chairman Howard P. Milstein
Donna J. Luh, Vice Chairperson, via video conference
E. Virgil Conway, Board Member, via teleconference
Richard N. Simberg, Board Member

Brandon R. Sall, Board Member

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

J. Donald Rice, Jr., Board Member

Constituting all of the members of the Thruway Authority Board.

In addition, there were present the following staff personnel:

Thomas J. Madison, Jr., Executive Director

Donald Bell, Acting Chief Engineer

John Bryan, Chief Financial Officer

William Estes, General Counsel

Brian Stratton, Director, Canal Corporation, via video conference

Ted Nadratowski, Interim Tappan Zee Project Director

Jill B. Warner, Board Administrator/Secretary

Jonathan Ehrlich, Special Assistant to the Chairman

Major Robert Meyers, Troop T

Karen Wilson, Information Technology Specialist

William Ringwood, Assistant Director, Contracts Management Office, via video conference

John Callaghan, Deputy Director, Canal Corporation, via video conference

John Joyce, Director of Special Projects, Canal Corporation, via video conference

Also in attendance:

J. D. O'Connell, New York Network

Karen Rae, New York State Deputy Secretary for Transportation

Murray Bodin, public

Anthony Costello, CEO, Anthony J. Costello & Son Development

Todd Grady, Director of Marketing, Anthony J. Costello & Son Development

Patrick Burke, public

Albert Antonez, Brighton Informed

Joseph C. Reid, Principal, Law Offices of Joseph C. Reid, P.A.

Connie Cahill, Partner, Hiscock & Barclay, LLP, via teleconference

Randolph Delfranco, Partner, Holland & Knight LLP, via teleconference

Martin Braun, Reporter, Bloomberg News

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

Chairman Milstein called the meetings of the Thruway Authority and Canal Corporation Boards to order. (27:30)

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

Item 1 by Chairman Milstein (Appendix A)
Establishing the Major Projects Committee (27:53)

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

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

RESOLUTION NO. 564

ESTABLISHING THE MAJOR PROJECTS COMMITTEE

RESOLVED, that a Major Projects Committee is established and comprised of at least three Board Members, with the Chair of the Authority/Corporation as an ex officio member, and a quorum consisting of a number equal to the majority of regular members of the Committee, and be it further

RESOLVED, that the Committee Charter, attached hereto as Exhibit A, is adopted, and be it further

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

Item 2 by Ms. Warner (Appendix B)
Approval of Minutes of Board Meeting No. CC-175 (1:02:39)

On the motion of Mr. Sall, seconded by Ms. Luh, without any objections, the Board approved the minutes of Meeting No. CC-176 held on December 12, 2011, which were made available to the Board Members as part of the Agenda.

Item 3 by Mr. Bryan (Appendix C)
Approving: the Revised Canal Real Property Management Policy (25-6-01C) and Its Standard Operating Procedures (900-1); the Revised Thruway Real Property Management Policy (25-6-02) and Its Standard Operating Procedures (500-2); the Revised Canal Personal Property Disposal Policy (25-6-02C); and the Revised Thruway Personal Property Disposal Policy (25-6-01) (1:03:02)

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

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

RESOLUTION NO. 565
APPROVING: THE REVISED THRUWAY AND CANAL REAL PROPERTY MANAGEMENT POLICIES (25-6-02 AND 25-6-01C) AND STANDARD OPERATING PROCEDURES (500-2 AND 900-1), AND THE REVISED THRUWAY AND CANAL PERSONAL PROPERTY DISPOSAL POLICIES (25-6-01 AND 25-6-02C)

RESOLVED, that the revised Canal Real Property Management Policy (25-6-01C), attached as Exhibit 1 be, and the same hereby is, approved, and be it further

RESOLVED, that the revised Canal Real Property Management Standard Operating Procedures (900-1), as

provided electronically be, and the same hereby are, approved, and be it further

RESOLVED, that the revised Canal Personal Property Disposal Policy (25-6-02C), attached as Exhibit 2 be, and the same hereby is, approved, and be it further

RESOLVED, that the revised Thruway Real Property Management Policy (25-6-02), attached as Exhibit 3 be, and the same hereby is, approved, and be it further

RESOLVED, that the revised Thruway Real Property Management Standard Operating Procedures (500-2), as provided electronically be, and the same hereby are, approved, and be it further

RESOLVED, that the revised Thruway Personal Property Disposal Policy (25-6-01), attached as Exhibit 4 be, and the same hereby is, approved, and be it further

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

Item 4 by Mr. Bell (Appendix D)
Authorizing Execution of Two Agreements (D214108 and D214109) with Two Firms for the Inspection of Canal Structures System-wide

An extensive discussion of the agreements was undertaken by members of the Board. The details of the presentation by Mr. Bell and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Corporation records.

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

RESOLUTION NO. 566
**AUTHORIZING EXECUTION OF TWO AGREEMENTS
(D214108 AND D214109) WITH TWO FIRMS FOR THE
INSPECTION OF CANAL STRUCTURES SYSTEM-
WIDE**

RESOLVED, that the Chief Engineer be, and hereby is, authorized to execute engineering agreement D214108 with Clark Patterson Engineers, Surveyor and Architects, P.C. (d/b/a Clark Patterson Lee), 205 St. Paul Street, Suite 500, Rochester, New York 14604 for above water inspection services for Canal structures system-wide, provided that the Maximum Amount Payable does not exceed the \$3,600,000 which is currently provided through the 2012 Canal Contracts Program (CS3.1), and be it further

RESOLVED, that the Chief Engineer be, and hereby is, authorized to execute engineering agreement D214108 with Greenman-Pedersen, Inc., 80 Wolf Road, Suite 300, Albany, New York 12205 for below water inspection services for Canal structures system-wide, provided that the Maximum Amount Payable does not exceed the \$1,800,000 which is currently provided through the 2012 Canal Contracts Program (CS4.1), and be it further

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute agreements D214108 and D214109, provided that sufficient funding has been identified to complete services for the projects through these agreements, 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 interests of the Corporation, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the 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 2012 Canal Contracts Program Resolution

and other Board authorizations, and suspend or terminate the agreements in the best interests of the 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 this meeting

OTHER BUSINESS

Chairman Milstein thanked MTA Chairman Joe Lhota for allowing the Authority to hold its Board Meeting at MTA Headquarters in Manhattan. (1:01:11)

Chairman Milstein spoke briefly with regard to the two real property transactions tabled at the Boards' December meeting. (1:30:13)

PUBLIC COMMENT PERIOD (1:33:50)

There were four public speakers who did not address items specific to the Corporation agenda. Refer to the video recording of the meeting for the content of these speakers' statements.

Anthony Costello, CEO, Anthony J. Costello & Son (1:34:31)

Patrick Burke, public (1:39:51)

Albert Antonez, Brighton Informed (1:42:13)

Anthony Costello, CEO, Anthony J. Costello & Son (1:51:02))

Murray Bodin, public (1:53:51)

EXECUTIVE SESSION AND ADJOURNMENT (1:58:27)

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

Jill B. Warner
Secretary

Note: Webcasts, which include dialogue of Authority/Corporation Board Meetings, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of 4 months.