



MINUTES
NEW YORK STATE CANAL CORPORATION
BOARD MEETING NO. CC-179
May 30, 2012

Minutes of a meeting of the New York State Canal Corporation held in the Thruway Authority's New York Division Office, 4 Executive Boulevard, Suffern, NY 10901 and via video conference from the Authority's Buffalo Division Office, 455 Cayuga Road, Suite 800, Cheektowaga, NY 14225.

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 3:06 p.m.

There were present:

Chairman Howard P. Milstein
Donna J. Luh, Vice Chairperson, via video conference
E. Virgil Conway, Board Member
Richard N. Simberg, Board Member
Brandon R. Sall, Board Member
J. Donald Rice, Jr., Board Member
Jose Holguin-Veras, Ph.D., Board Member, via video conference

Constituting all of the members of the Canal Corporation Board.

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
Brian Stratton, Director, Canal Corporation
Ted Nadratowski, Interim Tappan Zee Project Director
Jill B. Warner, Board Administrator and Secretary
Jonathan Ehrlich, Special Assistant to the Chairman
Thomas J. Ryan, Chief of Staff
Jerry Yomoah, Director of Governmental Affairs
Andrew O'Rourke, Director, Tappan Zee Bridge Project Information Office
Major Robert Meyers, Troop T
Karen Wilson, Information Technology Specialist III
Shane Mahar, Acting Director of Public Information

Also in attendance:

Murray Bodin, public
Alex Taylor, Reporter, *Journal News*
John Armstrong, New York Network
Aimee Vargas, mid-Hudson Regional Director for Empire State Development Corporation
Allan Paull, Senior Vice President, Tishman Construction Corporation
Richard Gobeille, National Program Manager, Jacobs Engineering
Jeffrey Parker, Jeffrey A. Parker & Associates
Dan Cohen, Senior Manager, Citigroup
Bart Livolsi, Managing Director Public Finance, Citigroup
Stanley Kramer, Partner, Hawkins Delafield & Wood LLP

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. (36:31)

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. CC-178 (36:31)

On the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board approved the minutes of Meeting No. CC-178 held on April 30, 2012, which were made available to the Board Members as part of the Agenda.

Item 2 by Mr. Estes (Appendix B)
Approve for Board Action the Thruway Authority and Canal Corporation Whistleblower Policy (25-2-26) (36:31)

This Item was advanced to the Board at the recommendation of the Governance Committee. The Committee approved an amendment to Exhibit A to include the following language:

III. Reporting Wrongdoing

A. All employees who discover or have knowledge of wrongdoing shall promptly disclose information concerning such wrongdoing in a written or oral report to his or immediate supervisor, intermediate supervisor, Administrative Officer, Department Head, Bureau of Labor Relations and Employee Safety, the Chief of Staff, the Executive Director, or, as outlined below, the Equal Opportunity Unit or the Department of Audit and Management Services:

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

RESOLUTION NO. 5928
RESCINDING THE THRUWAY AUTHORITY WHISTLEBLOWER POLICY (25-2-26) AND THE CANAL CORPORATION WHISTLEBLOWER POLICY (25-2-26C) AND ADOPTING THE THRUWAY AUTHORITY/CANAL CORPORATION WHISTLEBLOWER POLICY (25-2-26)

RESOLVED, that the Thruway Authority Whistleblower Policy (25-2-26) and Canal Corporation Whistleblower Policy (25-2-26C), attached hereto as Exhibit B be, and hereby are, rescinded; and be it further

RESOLVED, that the Thruway Authority/Canal Corporation Whistleblower Policy (25-2-26), attached hereto, as amended, 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

OTHER BUSINESS (45:10)

PUBLIC COMMENT PERIOD

There was one public speaker who did not address items specific to the Authority agenda. Refer to the video recording of the meeting for the content of the speakers' statements.

Murray Bodin, public (47:08)

ADJOURNMENT

On the motion of Mr. Conway, seconded by Mr. Sall, the meeting was adjourned. (51:34)

Jill B. Warner
Secretary

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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.