



MINUTES
NEW YORK STATE CANAL CORPORATION
BOARD MEETING NO. CC-187
JANUARY 9, 2014

Minutes of a meeting of the New York State Canal Corporation, held in the Board Room of Empire State Development, 633 3rd Avenue, 37th 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 New York State Thruway Authority's Buffalo Division, 455 Cayuga Road, Suite 800, Cheektowaga, New York, and the Department of Civil and Environmental Engineering, 4030 Jonsson Engineering Center, Rensselaer Polytechnic Institute, 110 Eighth Street, Troy, 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 Thruway Authority Board. The meeting began at 2:49 p.m.

There following were present:

Chairman Howard P. Milstein

Donna J. Luh, Vice Chairperson, via video conference

J. Donald Rice, Jr., Board Member

Brandon R. Sall, Board Member

Richard N. Simberg, Board Member, via video conference but did not vote
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, the following staff personnel were present:

Thomas J. Madison, Jr., Executive Director
John Bryan, Chief Financial Officer and Treasurer,
William Estes, General Counsel, via video conference
Jerry Yomoah, Board Administrator
Jonathan Ehrlich, Special Assistant to the Chairman
Scott Hollis, Information Technology Specialist III
Michael Shamma, Acting Chief Engineer
Ted Nadratowski, Interim Director, Maintenance and Operations
Dan Weiller, Director of Media Relations & Communications

Also in attendance:

Curtis Harris, Barclays Capital
Stan Kramer, Hawkins Delafield & Wood
Seth Bryant, Bryant Rabbino
Steve Kantor, First Southwest Company
Kym Arnone, Barclays Capital

Chairman Milstein called the meeting of the Thruway Authority and Canal Corporation Boards to order. (0:18:14)

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

Item 1 by Mr. Yomoah (Appendix A)
Approval of Minutes of Meeting No. 186 (0:18:14)

At the recommendation of Ms. Luh, seconded by Mr. Sall, without any objections, the Board approved the minutes of Meeting No. CC-186 held on December 16, 2013, which were made available to the Board Members as part of the Agenda.

Item 2 by Chairman Milstein (Appendix B)
Appointment of Secretary and Assistant Secretaries to the NYS Thruway Authority and NYS Canal Corporation Boards (00:18:14)

This Item was advanced to the Board at the recommendation of the Governance 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. 602
RESCINDING RESOLUTION NOS. 5322, 5391 AND 5863 AND APPOINTING WILLIAM J. ESTES TO THE OFFICE OF SECRETARY AND JERRY B. YOMOAH AND JONATHAN E. GUNTHER AS ASSISTANT SECRETARIES OF THE AUTHORITY/CORPORATION

WHEREAS, Jill B. Warner was named and appointed an officer of the Authority since 2003, and

WHEREAS, Ms. Warner has provided meritorious service to the Board, and

WHEREAS, Ms. Warner has become a member of the Authority/Corporation's Legal Department serving as Records Access Officer, therefore, be it

RESOLVED, that Resolution No. 5322 adopted at Meeting No. 623 on October 24, 2003, naming and

appointing Ms. Warner to serve in the office of Assistant Secretary to the Authority is rescinded, and be it further

RESOLVED, that Resolution No. 5391 adopted at Meeting No. 635 on December 16, 2004, naming and appointing Ms. Warner to serve in the office of Secretary to the Authority is rescinded, and be it further

RESOLVED, that Resolution No. 5863 adopted at Meeting No. 683 on November 17, 2010, naming and appointing Judy A. Gallagher and Elizabeth A. Yanus to serve as Assistant Secretaries to the Authority is rescinded, and be it further

RESOLVED, that the Board hereby names and appoints William J. Estes to serve in the office of Secretary, and be it further

RESOLVED, that the duties to be performed by Mr. Estes, as Secretary, shall be those duties of the Secretary as outlined in the Bylaws to the Authority/Corporation, and be it further

RESOLVED, that the Board hereby names and appoints Jerry B. Yomoah and Jonathan E. Gunther to serve as Assistant Secretaries to the Authority/Corporation, and be it further

RESOLVED, that the duties to be performed by Mr. Yomoah and Mr. Gunther shall be the duties of the Assistant Secretary as set forth in the Bylaws to the Authority/Corporation, and be it further

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

Item 3 by Mr. Stratton (Appendix C)

Authorizing the Executive Director to Execute a Non-Engineering Personal Services Contract with Parks & Trails New York, Inc. (0:23:03)

Extensive discussion of this contract was undertaken by members of the Board. The details of the presentation by Mr. Stratton and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

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

RESOLUTION NO. 603

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A NON-ENGINEERING PERSONAL SERVICES CONTRACT WITH PARKS & TRAILS NEW YORK, INC.

RESOLVED, that the Executive Director be, and hereby is, authorized to approve and execute an agreement with Parks & Trails New York, Inc. to strengthen the role of volunteers and local communities in helping promote, develop, maintain and enhance the Canalway Trail System, for a term of three years commencing January 1, 2014; and be it further

RESOLVED, that such agreement shall have an approximate annual cost of \$75,000 per year, with a maximum amount payable of \$220,000; and be it further

RESOLVED, that the Executive Director is also authorized to include such other terms and conditions as he deems necessary and in the best interest of the Canal Corporation; and be it further

RESOLVED, that the Chief Financial Officer be, and hereby is, authorized to charge expenditures to the 2014 Canal System Development Fund for such services at an approximate annual cost of \$75,000 per year; and be it further

RESOLVED, that the Executive Director be, and hereby is, authorized to exercise the option to renew the Agreement for the additional one-year period, on the terms and conditions deemed to be in the best interest of the Canal Corporation for an amount not to exceed \$75,000 for the one-year additional term and a maximum amount payable of \$220,000 over the entire three year period; and be it further

RESOLVED, that the Executive Director or his designee shall have the authority to exercise all powers reserved to the Canal Corporation under the provisions of the contract, manage and administer the contract, amend provisions of the contract consistent with the terms of this item and other Board authorizations and suspend or terminate the contract in the best interest of the Canal Corporation; and be it further

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

PUBLIC COMMENT PERIOD (0:28:41)

AND ADJOURNMENT (0:29:50)

There being no further business to come before the Board, without any objections the meeting was adjourned.

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.