



MINUTES
NEW YORK STATE CANAL CORPORATION
BOARD MEETING NO. CC-189
JUNE 6, 2014

Minutes of a meeting of the New York State Thruway Authority, held in the conference room of the Thruway Authority's New NY Bridge Project Office, 303 South Broadway Tarrytown, 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 3:20 p.m.

There following were 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
Jose Holguin-Veras, Ph.D.

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

William Estes, General Counsel

Jerry Yomoah, Board Administrator

Jonathan Ehrlich, Special Assistant to the Chairman

Jim Fogarty, Information Technology Specialist

Major Evelyn Mallard, NYS Police Troop T

Michael Shamma, Acting Chief Engineer

John Callaghan, Assistant Director of Canal Corporation

Harry Lennon, Interim Director of Internal Audit

Ted Nadratowski, Interim Director, Maintenance and Operations

Dan Weiller, Director of Media Relations & Communications

Tara Novak, Director of Strategic Planning & Performance Management

Keith Fragomeni, Investment Officer

William McDonough, Interim Director of Thruway Assets and Investments

Also in attendance:

Murray Bodin, Member of Public

David Spara, Toski & Co.

David Paget, Sive, Paget & Riesel, P.C.

Arthur J. Siegel, Bond Schoeneck & King

Steven Gerber, Gonzalez Saggio & Harlan LLP

Gregory B. Gilmore, Gonzalez Saggio & Harlan LLP

Theresa Juva-Brown, The Journal News

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).

Item 1 by Mr. Yomoah (Appendix A)
Approval of Minutes of Meeting No. 188 (01:21:16)

At the recommendation of Ms. Luh, seconded by Mr. Sall, without any objections, the Board approved the minutes of Meeting No. CC-187 held on April 3, 2014, which were made available to the Board Members as part of the Agenda.

Item 2 by Chairman Milstein (Appendix B)
Rescinding Resolution Nos. 5604 and 5627 and Appointing William F. McDonough as Assistant Treasurer and Keith Fragomeni as Assistant Secretary of the Authority/Corporation (01:21:16)

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

Upon motion duly made and seconded, the Board unanimously adopted the following resolution:

RESOLUTION NO. 604
**RESCINDING RESOLUTION NOS. 5604 AND 5627
AND APPOINTING WILLIAM F. MCDONOUGH TO
THE OFFICE OF ASSISTANT TREASURER AND
KEITH FRAGOMENI TO THE OFFICE OF
ASSISTANT SECRETARY OF THE
AUTHORITY/CORPORATION**

RESOLVED, that Resolution No. 5604 adopted at Meeting No. 660 on May 16, 2007, naming and appointing Michael Sikule to serve in the Office of Assistant Treasurer to the Authority is rescinded, and be it further

RESOLVED, that Resolution No. 5627 adopted at Meeting No. 662 on October 19, 2007, naming and appointing William F. McDonough to serve in the Office

of Assistant Secretary to the Authority is rescinded, and be it further

RESOLVED, that the Board hereby names and appoints William F. McDonough to serve in the Office of Assistant Treasurer to the Authority/Corporation, and be it further

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

RESOLVED, that the Board hereby names and appoints Keith Fragomeni to serve as Assistant Secretary to the Authority/Corporation, and be it further

RESOLVED, that the duties to be performed by Mr. Fragomeni shall be limited to the certification and attestation of signatures, documents and other materials necessary to transact the various debt financings authorized by the Board, and be it further

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

Item 3 by Mr. Madison (Appendix C)
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 January 1, 2014 through March 31, 2014 (01:21:35)

Upon motion duly made and seconded, the Board accepted Mr. Madison's report on Procurement Contracts and other Agreements up to \$150,000 executed during the period January 1, 2014 through March 31, 2014.

Item 4 by Mr. Shamma (Appendix D)
Report on the 2014 Capital Program (01:23:11)

Extensive discussion of the Capital Program was undertaken by members of the Board. Mr. Shamma's 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 5 by Mr. Shamma (Appendix E)
Authorizing Additional Funding for the Award of TANY 14-8I (D214284),
TAB 14-15B (D214305) and TA 14-26C (D214323) (01:34:48)

Mr. Shamma and members of the Board extensively discussed authorizing additional funds for three contracts. Details of the discussion are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board Authorized Additional Funding for the Award of TANY 14-8I (D214284), TAB 14-15B (D214305) and TA 14-26C (D214323).

RESOLUTION NO. 605
AUTHORIZING ADDITIONAL FUNDING FOR THE
AWARD OF TANY 14-8I (D214284), TAB 14-15B
(D214305) AND TA 14-26C (D214323)

RESOLVED, that additional funding for the award of TANY 14-8I (D214284), Replacement of Three Variable Message Signs, CCTV and TRANSMIT Sites at Various Locations in the New York Division, to Power Line Constructors, Inc. for its low bid of \$3,066,173.25 be, and the same hereby is authorized, and be it further

RESOLVED, that additional funding for the award of TAB 14-15B (D214305), Fabrication of Structural Steel and Bridge Bearings for the Four Mile Level Road Bridge over the Thruway in Buffalo Division, to Structal-Bridges, a Division of Canam Steel, for its low bid of \$756,518.65 be, and the same hereby is authorized, and be it further **RESOLVED**, that additional funding for the award of TA 14-26C (D214323), Installation of Water and Other Gages in the Mohawk, Oswego and Hudson River Basins, to Power & Construction Group, Inc. for its low bid of \$1,929,700 be, and the same hereby is authorized, and be it further

RESOLVED, that the Executive Director or his designee shall have the authority to exercise all powers reserved to the Authority/Corporation under the provisions of the contracts, manage and administer the contracts, amend the provisions of the contracts consistent with the terms of this Item and other Board authorizations and suspend or terminate the contracts in the best interests of the Authority/Corporation, and be it further

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

Item 6 by Messrs. Bryan and Stratton (Appendix F)
Authorizing the Abandonment of Approximately 13.97+ Acres of Canal Land Located in the Town of Root, Montgomery County and Transfer of Jurisdiction over Such Lands by the New York State Office of General Services to the New York State Thruway Authority (01:37:32)

Mr. Bryan and members of the Board extensively discussed the transfer the jurisdiction of canal land located in the town of Root, NY. Details of the discussion are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board Authorized the Abandonment of Approximately 13.97+ Acres of Canal Land Located in the Town of Root, Montgomery County and Transfer of Jurisdiction over Such Lands by the New York State Office of General Services to the New York State Thruway Authority.

RESOLUTION NO. 608

AUTHORIZING THE ABANDONMENT OF APPROXIMATELY 13.97+ ACRES OF CANAL LAND LOCATED IN THE TOWN OF ROOT, MONTGOMERY COUNTY AND TRANSFER OF JURISDICTION OVER SUCH LANDS BY THE NEW YORK STATE OFFICE OF GENERAL SERVICES TO THE NEW YORK STATE THRUWAY AUTHORITY

RESOLVED, that approximately 13.97+ acres of Canal land located in the Town of Root, County of Montgomery is no longer useful or necessary as part of the Barge Canal System, as an aid to navigation thereon, or for Barge Canal purposes, and be it further

RESOLVED, that the right of access over an approximately 6.286+ acre portion of land under the jurisdiction of the NYS Thruway Authority adjacent to the Property is no longer useful or necessary as part of the Barge Canal System, as an aid to navigation thereon, or for Barge Canal purposes, and be it further

RESOLVED, that following publication of the Notice of Abandonment for the Property as required by Section 51 of the Canal Law and transmittal of such notice to the CRC, the Office of Canal Maintenance and Operations shall prepare an Official Order abandoning the land for Canal purposes, together with a map and description of such lands for review and execution by the Executive Director, and be it further

RESOLVED, that following preparation of the Official Order of Abandonment, the Executive Director be, and he hereby is, authorized to execute such order of abandonment, and be it further

RESOLVED, that the Transfer of Jurisdiction over such lands to the New York State Thruway Authority in accordance with all other terms of this agenda item be, and hereby is, authorized, and be it further

RESOLVED, that the recommendation for issuance of a Negative Declaration based on an environmental assessment of the proposed action completed in accordance with the provisions of the State Environmental Quality Review Act (SEQRA) be, and hereby is, approved, and be it further

RESOLVED, that the Chief Engineer, or his designee, be, and he hereby is, authorized to sign the SEQRA Environmental Assessment and issue the Negative Declaration, and to distribute any required notices on behalf of the Corporation Board with relation to this action, and be it further

RESOLVED, that the Executive Director, the Chief Operating Officer, the Director of Canals, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to implement this Board item, and be it further

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

Item 7 by Messrs. Bryan and Stratton (Appendix G)
Authorizing the Abandonment of Approximately 2.182+ Acres of Canal Land Located in the Town of Greece, Monroe County, and Sale of Said Land at Public Auction for Not-Less-Than Ninety Thousand Dollars to the Highest Qualified Bidder (01:38:30)

Mr. Bryan and members of the Board extensively discussed the disposition of vacant canal land located in the town of Greece, NY. Details of the discussion are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board Authorized the Abandonment of Approximately 2.182+ Acres of Canal Land Located in the Town of Greece, Monroe County, and Sale of Said Land at Public Auction for Not-Less-Than Ninety Thousand Dollars to the Highest Qualified Bidder.

RESOLUTION NO. 606
ABANDONMENT OF APPROXIMATELY 2.182+ ACRES OF CANAL LAND LOCATED IN THE TOWN OF GREECE, MONROE COUNTY, AND SALE OF SAID CANAL LAND AT PUBLIC AUCTION FOR NOT-LESS-THAN NINETY THOUSAND DOLLARS TO THE HIGHEST QUALIFIED BIDDER

RESOLVED, that approximately 2.182+ acres of Canal land located in the Town of Greece, County of Monroe is no longer useful or necessary as part of the Barge Canal System, as an aid to navigation thereon, or for Barge Canal purposes, and be it further

RESOLVED, that the sale of said Canal land for not-less-than \$90,000 by quitclaim deed to the highest acknowledged bidder at public auction be, and hereby is, approved, subject to such other legal, financial, engineering, and other terms as may be deemed by the Executive Director, the Chief Operating and Financial Officer, the Director of Canals or the General Counsel, to be in the best interest of the Canal Corporation and consistent with the intent of this agenda item, and be it further

RESOLVED, that the Office of Canal Maintenance and Operations shall prepare an Official Order abandoning the lands for Canal purposes, together with a map and description of such lands for review and execution by the Executive Director, or his designee, and be it further

RESOLVED, that following preparation of the Official Order of Abandonment, the Executive Director, or his designee, be, and he hereby is, authorized to execute such order of abandonment, and be it further

RESOLVED, that the Corporation's Contracting Officer determined that the sale of said 2.182+ acres of land by public auction is in compliance with Section 2897 (6) of the Public Authorities Law, and Section IV.I. of the Canal Real Property Management Policy, and that the transfer of the property on the terms recommended in the agenda item complies with all applicable provisions of law, including Article 9, Title 5-A of the Public Authorities Law, and with the Canal Real Property Management Policy, and be it further

RESOLVED, that such sale shall be conditioned upon the payment of certain costs incidental to the transfer of real property, and be it further

RESOLVED, that the Executive Director, or his designee, be, and the same hereby is, authorized to execute an Agreement for Sale of Real Property with the highest acknowledged bidder and any amendments and/or conforming changes thereto consistent with the terms of this agenda item, along with all other documents necessary to effectuate the conveyance of the Property, in accordance with the terms authorized during this meeting, and be it further

RESOLVED, that the recommendation for issuance of a Negative Declaration based on an environmental assessment of the proposed action completed in accordance with the provisions of the State Environmental Quality Review Act (SEQRA) be, and hereby is, approved, and be it further

RESOLVED, the Acting Chief Engineer, or his designee, be, and he hereby is, authorized to sign the SEQRA Environmental Assessment and issue the Negative Declaration, and to distribute any required notices on behalf of the Canal Corporation Board with relation to this action, and be it further

RESOLVED, that the Executive Director, or his designee, the Director of Canals, the Chief Operating and Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to effectuate closing of title, and be it further

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

Item 8 by Messrs. Bryan and Stratton (Appendix H)
Authorizing the Expenditure of One Million Dollars (\$1,000,000) from the Canal Development Fund for a Competitive Canal Grants program (01:39:31)

Mr. Bryan and members of the Board discussed allocating funds for a new round of competitive grants for municipalities along the Canal System. Details of the discussion are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board Authorized the Expenditure of One Million Dollars (\$1,000,000) from the Canal Development Fund for a competitive Canal Grants program.

RESOLUTION NO. 607

AUTHORIZING THE EXPENDITURE OF ONE MILLION DOLLARS (\$1,000,000) FROM THE CANAL DEVELOPMENT FUND FOR A COMPETITIVE CANAL GRANTS PROGRAM

RESOLVED, that \$1,000,000 be allocated from the Canal System Development Fund for new competitive grant programs in conjunction with the State's Consolidated Funding Application process; and be it further

RESOLVED, that projects funded through these competitive grant programs be consistent with the 1995 Canal Recreationway Plan; and be it further

RESOLVED, that all grant recipients will receive an award notification letter indicating the award process and stating that grant funds will be provided solely on a reimbursement basis; and be it further

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

PUBLIC COMMENT PERIOD (01:41:26)

There were no registrants for the public commenting period.

ADJOURNMENT AND EXECUTIVE SESSION(01:41:26)

Upon motion duly made and seconded, the Board voted to adjourn the meeting and convene an executive session in accordance with Section 105(1)(e) of the New York State Public Officers Law to discuss matters relating to CSEA lawsuits.

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.