



**Canal
Corporation**

MINUTES

NEW YORK STATE CANAL CORPORATION

BOARD MEETING NO. CC-200

December 14, 2015

Minutes of a meeting of the New York State Thruway Authority, held in the board room at, 200 Southern Boulevard, Albany, New York, by video conference from the NYS Homes and Community Renewal's offices at 25 Beaver Street, 7th Floor, Room 775, New York, 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. The meeting began at 1:30 p.m.

Members of the Board present were:

Joanne M. Mahoney, Chair
Donna J. Luh, Vice Chairperson
Richard N. Simberg, Board Member
J. Donald Rice, Jr., via video conference

Members of the Board present but abstained from voting:

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

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

Staff Present:

Robert Megna, Executive Director
Karen Hunter, Chief of Staff
Gordon Cuffy, General Counsel
Maria Lehman, Interim Director of Maintenance and Operations

Brian Stratton, Director of the NYS Canal Corporation
John Barr, Director of Administrative Services
Matt Howard, Treasurer and Chief Financial Officer
Larry Norville, Chief Compliance Officer
Cathy Sheridan, Acting Chief Engineer
Major Evelyn Mallard, NYS Police
Mark Hixson, Deputy Director Maintenance & Operations
Doug Tokarczyk, Acting Buffalo Division Director
Joseph Moloughney, Acting Albany Division Director
Pat Hoehn, Acting Syracuse Division Director
Stephen Grabowski, Acting New York Division Director
John Callaghan, Deputy Director of the NYS Canal Corporation
Jennifer Givner, Director of Media Relations & Communications
Jerry Yomoah, Board Administrator

Also in attendance:

Tony Sinopoli, Member of the Public
Richard Newhouse, Thruway Authority Retiree
Christine Moore, Thruway Authority Retiree
Christopher Waite, Thruway Authority Retiree
Kathy Reed, Thruway Authority Retiree
Richard Gallivan, Thruway Authority Retiree
Howard Reese, Thruway Authority Retiree
Mike Sikule, Thruway Authority Retiree
Lawrence O'Connor, Thruway Authority Retiree
Paul Goetz, Partner of SaxBST

Chair Mahoney called the meeting of the Thruway Authority and Canal Corporation Boards to order.

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

Item 1 by Chair Mahoney (Appendix A)
Approval of Minutes of Meeting No. 199

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. 199 held on November 9, 2015, which were made available to the Board Members as part of the Agenda.

Item 2 by Ms. Sheridan (Appendix B)

Approval Of The 2015 Revised Budget And The 2016 Proposed Budget For The New York State Thruway Authority And New York State Canal Corporation

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

Upon motion duly made and seconded, the Board approved the 2016 Thruway Authority and Canal Corporation Contracts programs and adopted the following resolution:

RESOLUTION NO. 643

APPROVING THE 2016 THRUWAY AND CANAL CONTRACTS PROGRAMS

RESOLVED, that the 2016 Thruway and Canal Contracts Programs for Highway, Bridge, Intelligent Transportation Systems, Architectural, Canals 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 her 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 2016 Thruway and Canal Contracts Programs;
- 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 for those projects which are tabulated in the 2016 Thruway and Canal Contracts

Programs 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 than 20 percent on contracts over \$500,000;	Concur	Confirm Funding	Approval	No Action Required
EE/AE exceeds the limits listed above in this chart.	Concur	Confirm Funding	Concur	Approval

E. 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 or Corporation's best interests, or which are submitted by bidders determined to be not responsible. In these cases and where no bids are received, she may again advertise for receipt of bids pursuant to paragraph C;

F. 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 E) 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;

G. to approve contingent or extra work on construction 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 a Construction Contract	Action Required for Additional Funding for Construction Contract			
	Chief Engineer	Chief Financial Officer	Executive Director	Board
Additional funds do not exceed the bid 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 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

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- H. 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;
- I. 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 2016 Thruway and Canal Contracts Programs, provided that the total amount of acquisitions or the amount of grants for any one project shall not exceed \$150,000 without Board authorization;
- J. 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 2016 Thruway and Canal Contracts Programs;

K. 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 interests of the Authority or Corporation: 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 or Corporation 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
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L. to exercise all powers reserved to the Authority and Corporation 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 or Corporation, and be it further

RESOLVED, that any powers granted to the 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 2016 Thruway and Canal Contracts Programs, 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 respective 2016 Budgets which are otherwise not required for expenditure during 2016 to the proper fund in accordance with acceptable budgeting and accounting procedures;
- B. to monitor total cash expenditures for the 2016 Contracts Programs to ensure that they do not exceed \$1,305,457,654 for the Thruway Authority and \$32,054,152 for the Canal Corporation during the 2016 Fiscal Year;
- C. to return bid checks submitted for such contracts to unsuccessful bidders, and to make necessary adjustments in the respective 2016 approved Budgets 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 and Corporation policies and procedures to the extent necessary to implement the approved 2016 Thruway and Canal Contracts Programs and for no other purposes, and be it further

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

Item 3 by Mr. Howard (Appendix C)

Revise the Authority/Corporation's policy regarding salary over and under payments to align with the State of New York's policy

Mr. Howard presented the resolution seeking authorization to revise the policy governing correction of salary computation errors.

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 revision of the policy governing the correction of salary computation errors and adopted the following resolution:

RESOLUTION NO. 644

**APPROVAL OF REVISIONS TO THE AUTHORITY'S
POLICY GOVERNING SALARY OVER AND UNDER
PAYMENTS**

RESOLVED, that the Board hereby rescinds the Authority's current policy governing salary overpayments and underpayments, attached as Exhibit 1 and approves the revised policy attached as Exhibit 2.

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

GENERAL PUBLIC COMMENT PERIOD

The following individuals signed up for the general comment period. Their comments are included in the video recording of the meeting.

1. Tony Sinopoli, Member of the Public
2. Kathy Reed, NYSTA Retiree
3. Richard Gallivan, NYSTA Retiree
4. Richard Newhouse, NYSTA Retiree
5. Christine Moore, NYSTA Retiree
6. Christopher Waite, NYSTA Retiree
7. Lawrence O'Connor, NYSTA Retiree

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the board voted to adjourn the till its next meeting scheduled for January 12, 2016

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.