



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 664

February 20, 2008

Minutes of a meeting of the New York State Thruway Authority, held in the Board Room at Administrative Headquarters, 200 Southern Boulevard, Albany, New York, 12209.

The meeting began at 10:40 a.m.

There were present:

John L. Buono, Chairman

E. Virgil Conway, Board Member, via video conference

Erin M. Crotty, Board Member

Frederick M. Howard, Board Member

Jeffrey D. Williams, Board Member, via video conference

Kevin J. Plunkett, Board Member, via video conference

Constituting all of the members of the Thruway Authority Board.

In addition, there were present the following staff personnel:

Michael R. Fleischer, Executive Director

Katherine McCartney, Deputy Counsel

Christopher Waite, Chief Engineer

Jill Warner, Secretary and Board Administrator

William Rinaldi, Director, Albany Division

Tom Pericak, Division Director, Buffalo Division

Ramesh Mehta, Division Director, New York Division

Richard Garrabrant, Division Director, Syracuse Division

Michael Sikule, Director, Office of Investments and Asset Management

Tracie Sandell, Assistant Counsel

Kevin Allen, Acting Director, Audit and Management Services, via video conference

Joanne Riddett, Director, Information Technology
John Barr, Director, Administrative Services
Donald Bell, Director, Operations and Maintenance
Carmella Mantello, Director of Canal Corporation
Betsy Graham, Acting Director, Office of Public Affairs
Ken Flood, Director, Office of Real Property Management
First Sergeant Marc Tryon, Troop T
Daniel Gilbert, Chief of Staff
Wendy Allen, Deputy Chief of Staff

Also in Attendance:

Stanley Kramer, Bond Counsel, Hawkins Delafield & Wood, LLP, via video conference
Scott Fein, Partner, Whiteman, Osterman & Hanna
Cathy Woodruff, Reporter, *Albany Times Union*
Bob Connor, Reporter, *Daily Gazette*
Karl Diehl, Production Coordinator, NYN

Chairman Buono noted that he, Mr. Howard, Mr. Plunkett, Mr. Conway, Mr. Williams and Ms. Crotty had received and reviewed the Agenda submitted for consideration at this meeting and were prepared to act on each of the items.

The Chairman called the meeting to order.

Ms. Warner recorded the minutes as contained herein.

Public notice of the meeting had been given, Ms. Warner said.

Item 1 Ms. Warner (Appendix A)
Minutes of Meeting No. 663

On the motion of Mr. Plunkett, seconded by Mr. Howard, without any objections, the Board approved the minutes of Meeting No. 663 held on December 19, 2007, which were made available to the Board Members as part of the Agenda.

Item 2 by Chairman Buono (Appendix B)
Recognizing and Honoring Nancy E. Carey Cassidy

After full discussion, on the motion of Mr. Howard, seconded by Ms. Crotty, Mr. Conway, Mr. Plunkett, Mr. Williams and Chairman Buono, without any objections, the Board adopted the following resolution:



Item 2 by Chairman Buono (Appendix B)
Recognizing and Honoring Nancy E. Carey Cassidy (Continued)

RESOLUTION NO. 5654
RECOGNIZING AND HONORING
NANCY E. CAREY CASSIDY

WHEREAS, Nancy E. Carey Cassidy was first appointed as a Thruway Authority Board Member in July 1993, and was appointed as Vice-Chair of the Thruway Authority Board in February 2007, and

WHEREAS, Nancy E. Carey Cassidy served under three Governors, four Authority Chairmen and provided direction to four Authority Executive Directors, and

WHEREAS, Nancy E. Carey Cassidy served during a fourteen and one half year period of unprecedented innovation at the Thruway Authority including the introduction of electronic toll collection, the installation of a fiber optic network on the Thruway right-of-way, the adoption of enhanced customer communication services through the Thruway Regional Advisory Network System, the introduction of desktop personal computers with e-mail for Authority employees, the introduction of traffic safety enhancements such as Computer Aided Dispatch, the Movable Barrier System on the Tappan Zee Bridge, the Shoulder Treatment for Accident Reduction (STAR) System and data terminals in Troop T vehicles, and

WHEREAS, Nancy E. Carey Cassidy's leadership was especially critical during the Y2K conversion and the 9/11 aftermath, now, therefore be it,

RESOLVED, that the Thruway Authority Board extends to Nancy E. Carey Cassidy its thanks and appreciation for her remarkable period of service and her many contributions to the Thruway Authority, and be it further



Item 2 by Chairman Buono (Appendix B)

Recognizing and Honoring Nancy E. Carey Cassidy (Continued)

RESOLVED, that Nancy E. Carey Cassidy's service is hereby proclaimed as meeting the very highest standards in public service, and be it further

RESOLVED, that a copy of this resolution be presented to Nancy E. Carey Cassidy and be incorporated in the minutes of this meeting

Report to the Board by the Governance Committee

As Chair of the Governance Committee, Mr. Plunkett reported on the Committee's recent activities, summarizing the actions taken at the December 19, 2007 meeting. The Committee adopted the revised Governance Committee Charter based on models provided by the Authority Budget Office and authorized its submission to the Authority/Corporation Board. However, subsequent to that meeting staff recommended changes to the Charter that will be reviewed at the next Governance Committee Meeting and, as such, Mr. Plunkett asked that the Charter not be included on today's Agenda. The Committee approved the following for Board action: the Thruway and Canal Real Property Management policies, the Thruway and Canal Real Property Standard Operating Procedures and the Thruway and Canal Personal Property Disposal policies. The Committee also authorized the posting of an ethics webpage on the Authority/Corporation's Intranet website. Finally, the Committee authorized the assignment of work related to Governance principles to the law firms of Holland & Knight and Whiteman, Osterman & Hanna, as appropriate.

Report to the Board by the Audit and Finance Committee

As Chair of the Audit and Finance Committee, Mr. Conway reported on the Committee's recent activities, summarizing the actions taken at the February 20, 2008 meeting. The Committee approved the following for Board action: the Revised Audit and Finance Committee Charter; the Issuance of Highway and Bridge Trust Fund Bonds, Series 2008A, Not to Exceed \$450 Million to Finance Projects and Not to Exceed \$470 Million to Refund Outstanding Bonds; A Change in the Counterparty and Interest Rate Exchange Agreement Related to the 2003 Refunding of State and Local Highway and Bridge Service Contract Bonds. In addition, the Committee accepted the periodic reports submitted to the Office of the State Inspector General as well as audits by the Office of the State Comptroller.



Item 3 by Mr. Sikule (Appendix C)

Approving the Selection of a Firm for Custody and Safekeeping Services and Authorizing Execution of a Contract for Such Services

Mr. Plunkett inquired as to whether or not JP Morgan Chase, the Authority's current custodian, submitted a proposal. Mr. Sikule responded affirmatively. He stated that Bank of America scored higher in the evaluation of proposals. Mr. Howard inquired as to the specific factors considered in the evaluation. Mr. Sikule stated that the factors were the fee schedule, staff qualifications, the proposer's approach to the work plan for providing the services, and the demonstrated record of the proposer's experience and capability to perform these services.

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

RESOLUTION NO. 5655

**APPROVING THE SELECTION OF A FIRM FOR
CUSTODY AND SAFEKEEPING SERVICES AND
AUTHORIZING EXECUTION OF A CONTRACT FOR
SUCH SERVICES**

RESOLVED, that the selection of The Bank of New York to provide custody and safekeeping services to the Authority is hereby approved, and be it further

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute an agreement with The Bank of New York for the provision of custody and safekeeping to the Authority on such terms and conditions as deemed to be in the best interests of the Authority, and be it further

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



Item 3 by Mr. Sikule (Appendix C)

Approving the Selection of a Firm for Custody and Safekeeping Services and Authorizing Execution of a Contract for Such Services (Continued)

RESOLVED, that the costs of such services related to the funds of the Authority for general purposes will be paid by the Authority and services related to the funds of the State bond programs will be funded from the respective administrative funds and that the funding of such costs be, and the same hereby is approved, and be it further

RESOLVED, that the Agreement shall be for a term of five years and shall have a maximum amount payable of \$361,030, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to charge expenditures for services rendered under such agreements to the appropriated fund provided therefor, subject to reallocation and adjustment, and be it further

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

Item 4 by Mr. Sikule (Appendix D)

Authorizing the Execution and Delivery of a Master Interest Rate Exchange Agreement, Including Related Schedule, and the Assignment of 2003 Interest Rate Exchange Transactions

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

RESOLUTION NO. 5656

AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER INTEREST RATE EXCHANGE AGREEMENT, INCLUDING RELATED SCHEDULE, AND THE ASSIGNMENT OF 2003 INTEREST RATE EXCHANGE TRANSACTIONS



Item 4 by Mr. Sikule (Appendix D)

Authorizing the Execution and Delivery of a Master Interest Rate Exchange Agreement, Including Related Schedule, and the Assignment of 2003 Interest Rate Exchange Transactions (Continued)

RESOLVED, pursuant to Resolution No. 5316, adopted by this Board at Meeting No. 622 held on September 27, 2003, the New York State Thruway Authority (the “Authority”) entered into four interest rate exchange agreements (the “Original Swap Agreements”) with Merrill Lynch Capital Services, Inc. (“MLCS”) including transactions thereunder (the “Transactions”) in an aggregate notional amount of \$53,074,000, each insured by one of Ambac Assurance Corporation, Financial Security Assurance Inc., MBIA Insurance Corporation or XL Capital Assurance Inc. (the “Insurers”), and be it further

RESOLVED, at the time the Original Swap Agreements were entered into, MLCS was assigned a credit rating by at least one nationally recognized statistical rating agency within the two highest investment grade categories, and be it further

RESOLVED, no such rating agency currently assigns a credit rating to MLCS within the two highest investment grade categories, and be it further

RESOLVED, the Original Swap Agreements include Credit Support Annexes that provide that MLCS, with its current ratings, and depending on the value of the Transactions, may be required to post and maintain collateral to secure its obligations under the Original Swap Agreements, and be it further

RESOLVED, the posting of collateral involves risks and burdens on both parties, and be it further

RESOLVED, the Authority, after consultation with its financial advisors, deems it advisable and in the best interests of the Authority, and the Division of Budget of the State of New York has advised the Authority that they deem



Item 4 by Mr. Sikule (Appendix D)

Authorizing the Execution and Delivery of a Master Interest Rate Exchange Agreement, Including Related Schedule, and the Assignment of 2003 Interest Rate Exchange Transactions (Continued)

it advisable and in the best interests of the State of New York, for the Transactions to be transferred from MLCS to Merrill Lynch Derivative Products AG (“MLDP”), which has been assigned a credit rating by at least one nationally recognized statistical rating agency within the two highest investment grade categories (currently, in the highest such category), and be it further

RESOLVED, in contemplation of the Original Swap Agreements and other similar agreements in 2003, the Authority selected counterparties pursuant to and in accordance with its Guidelines For Interest Rate Exchange Agreements adopted by the Board of the Authority on December 5, 2002, and upon completion of the evaluation of prospective counterparties a list of approved counterparties was prepared and includes MLCS (along with affiliates), and MLCS and MLDP are affiliated, and be it further

RESOLVED, that this Board hereby approves the form of the ISDA Master Agreement (Multi-Currency-Cross Border) including Schedule thereto in the form submitted to this Board, and any of the Executive Director, Treasurer or Assistant Treasurer of the Authority (each, an “Authorized Officer”) is authorized to execute and deliver one or more of such agreements, with such revisions thereto as such Authorized Officer shall approve as necessary or appropriate after consultation with counsel and the financial advisor to the Authority (as so revised, the “Additional Swap Agreements”), such execution and delivery to be conclusive evidence of such approval and consultation, and be it further

RESOLVED, that any Authorized Officer is authorized to make any determinations and to execute any certificates, additional agreements or other documents necessary to facilitate the authorization, execution and delivery of the Additional Swap Agreements, to effect the



Item 4 by Mr. Sikule (Appendix D)

Authorizing the Execution and Delivery of a Master Interest Rate Exchange Agreement, Including Related Schedule, and the Assignment of 2003 Interest Rate Exchange Transactions (Continued)

assignment or other transfer of the Transactions from MLCS to MLDP and to achieve the other purposes of this Resolution, and to do and cause to be done any and all acts and things necessary or proper to carry out the transactions contemplated by this Resolution, and be it further

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

Item 5 by Mr. Sikule and Ms. McCartney (Appendix E)

Approving and Adopting the Tenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2008A, Approving the Form of and Authorizing the Preparation, Execution and Delivery of the Preliminary Official Statement and Authorizing the Execution and Distribution of the Final Official Statement, Approving the Form of the Bond Purchase Agreement for the Series 2008A Bonds, Authorizing the Execution of a Continuing Disclosure Agreement and Any Other Necessary Documents, Agreements, Consents or Certificates in Connection With the Sale of the Series 2008A Bonds

Mr. Williams requested confirmation that the Authority is not receiving payment from the State for its issuance of bonds for the State. Ms. McCartney confirmed that is the case, but advised that the Authority is reimbursed for the expenses it incurs in conducting these transactions for the State. Ms. Crotty asked if the Authority is reimbursed for its staff time. Ms. McCartney responded that yes, the Authority is reimbursed for its staff time based on hourly rates calculated by the Authority's Finance Department.

After full discussion, on the motion of Mr. Plunkett, seconded by Mr. Howard, with one objection from Mr. Williams, the Board adopted the following resolution:



Item 5 by Mr. Sikule and Ms. McCartney (Appendix E)

Approving and Adopting the Tenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2008A (Continued)

RESOLUTION NO. 5657

APPROVING AND ADOPTING THE TENTH SUPPLEMENTAL BOND RESOLUTION AUTHORIZING THE ISSUANCE OF SECOND GENERAL HIGHWAY AND BRIDGE TRUST FUND BONDS, SERIES 2008A, APPROVING THE FORM OF AND AUTHORIZING THE PREPARATION, EXECUTION AND DELIVERY OF THE PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE EXECUTION AND DISTRIBUTION OF THE FINAL OFFICIAL STATEMENT, APPROVING THE FORM OF THE BOND PURCHASE AGREEMENT FOR THE SERIES 2008A BONDS, AUTHORIZING THE EXECUTION OF A CONTINUING DISCLOSURE AGREEMENT AND ANY OTHER NECESSARY DOCUMENTS, AGREEMENTS, CONSENTS OR CERTIFICATES IN CONNECTION WITH THE SALE OF THE SERIES 2008A BONDS

RESOLVED, that Chapter 56 of the Laws of 1993 (“Chapter 56”), as amended authorizes the Authority, solely upon request of the Director of the Budget, to issue up to \$16.5 billion of Dedicated Highway and Bridge Trust Fund Bonds (exclusive of reserve funds and certain financing costs and bonds issued for refunding purposes) to finance or refinance the cost of various state highway, bridge and multi-modal projects as more fully described in Section 89-b of the State Finance Law, and be it further

RESOLVED, that Chapter 56, as amended authorizes the Commissioner of Transportation to enter into a Dedicated Highway and Bridge Trust Fund Cooperative Agreement on behalf of the State, with the Authority (the “Cooperative Agreement”) to provide for the financing of dedicated highway, bridge and multi-modal trust fund



Item 5 by Mr. Sikule and Ms. McCartney (Appendix E)

Approving and Adopting the Tenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2008A (Continued)

projects (the “Projects”) pursuant to Section 10-e of the Highway Law, and be it further

RESOLVED, that on May 19, 1994 the Board adopted a General Highway and Bridge Trust Fund Bond Resolution (as amended, the “First General Trust Fund Resolution”) which authorizes the bonds of the Authority, designated as “General Highway and Bridge Trust Fund Bonds” (the “First General Trust Fund Bonds”) to finance all or a portion of the cost of the Projects, and to refinance bonds previously issued for such purpose, and be it further

RESOLVED, that on May 19, 1994, November 15, 1995 and June 27, 2000, respectively, the Board approved the execution of a Cooperative Agreement and amended and restated such Cooperative Agreement to provide for the financing of Projects pursuant to Section 10-e of the Highway Law and 385 of the Public Authorities Law, and be it further

RESOLVED, that on February 27, 2003, at Meeting No. 616, pursuant to Resolution No. 5284, the Board adopted a Second General Highway and Bridge Trust Fund Bond Resolution (as amended, the “Second General Trust Fund Resolution”) which authorized the bonds of the Authority, designated as “Second General Highway and Bridge Trust Fund Bonds” (hereinafter the “Second General Trust Fund Bonds”) for the same purposes as bonds authorized pursuant to the First General Trust Fund Resolution, with the exception that the Second General Trust Fund Bonds shall not be secured by a debt service reserve fund, and be it further

RESOLVED, that Sections 201, 202, 203 and 204 of the Second General Trust Fund Resolution require that the issuance of Second General Highway and Bridge Trust



Item 5 by Mr. Sikule and Ms. McCartney (Appendix E)

Approving and Adopting the Tenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2008A (Continued)

Fund Bonds by the Authority shall be authorized by a supplemental resolution or resolutions of the Authority adopted at or prior to the time of issuance, and be it further

RESOLVED, that Section 902 of the Second General Trust Fund Resolution empowers the Authority to adopt, for any one or more of the purposes set forth therein, a supplemental resolution, and be it further

RESOLVED, that there has been prepared and submitted to the Board a form of Tenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2008A (the "Supplemental Resolution"), supplementing the Second General Trust Fund Resolution, to authorize the issuance of such Second General Highway and Bridge Trust Fund Bonds, Series 2008A in one or more series or sub-series to refund all or a portion of Outstanding Trust Fund Bonds provided that present value savings would result therefrom satisfactory to the Authority and the State and to finance the cost of certain Projects, and be it further

RESOLVED, that upon the request of the Director of the Budget, the Authority intends to issue Second General Highway and Bridge Trust Fund Bonds, Series 2008A (the "Series 2008A Bonds") in one or more series or sub-series in order to (i) refund all or a portion of the Outstanding Trust Fund Bonds in an amount not to exceed \$470,000,000; (provided the foregoing conditions are satisfied) and (ii) finance the costs of various Projects and pay certain costs of issuance of the Series 2008A Bonds in an amount not to exceed \$450,000,000, and be it further

RESOLVED, that any refunding bonds authorized hereby may be issued simultaneously with or subsequent to the issuance of Series 2008A Bonds that are issued to finance



Item 5 by Mr. Sikule and Ms. McCartney (Appendix E)

Approving and Adopting the Tenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2008A (Continued)

new projects, but not later than May 31, 2008; and be it further

RESOLVED, that the Authority intends to sell, solely upon the request of the Director of the Budget, pursuant to the Second General Trust Fund Resolution and the Supplemental Resolution its Series 2008A Bonds, to the underwriters pursuant to one or more Bond Purchase Agreements, each “Bond Purchase Agreement”, the form of which Bond Purchase Agreement has been set before the Board, and be it further

RESOLVED, that the Board approves and adopts the form of the Supplemental Resolution as submitted at this meeting and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer to approve and execute such changes to the Supplemental Resolution through a certificate or certificates of determination as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that in connection with the sale of the Series 2008A Bonds, the Board approves the form of the Preliminary Official Statement as submitted to this meeting and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer to approve and execute such changes as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that the Board authorizes the distribution of the Preliminary Official Statement relating to the Series 2008A Bonds by an Authorized Officer, in substantially the form submitted to this meeting with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by such Authorized Officer,



Item 5 by Mr. Sikule and Ms. McCartney (Appendix E)

Approving and Adopting the Tenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2008A (Continued)

said delivery being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable, and be it further

RESOLVED, that the Board authorizes an Authorized Officer, to confirm that any Preliminary Official Statement of the Authority relating to the Series 2008A Bonds for the financing of new money projects is deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Commission, except for certain omissions relating to certain State information and information not required under said Rule to be included therein, and be it further

RESOLVED, that the Board authorizes an Authorized Officer, to execute and deliver, on behalf of the Authority, one or more final Official Statements relating to the Series 2008A Bonds with such changes, insertions and omissions to the applicable Preliminary Official Statement as may be approved by such Authorized Officer said execution being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable. Any material changes from the Preliminary Official Statement (excluding information provided by or certified as to accuracy by the State of New York) approved pursuant to this resolution to be made in a final Official Statement relating to the Series 2008A Bonds issued to finance new projects which are not made pursuant to matters which are authorized to be determined by an Authorized Officer pursuant to this resolution, the Supplemental Resolution or a Certificate of Determination (as defined in the Second General Trust Fund Resolution) shall be distributed to members of the Authority for comments, if any, from such members prior to final printing. After execution, such Authorized Officer or their designee, is hereby authorized to deliver to the purchasers of the Series 2008A Bonds an executed copy or copies of such



Item 5 by Mr. Sikule and Ms. McCartney (Appendix E)
Approving and Adopting the Tenth Supplemental Bond Resolution Authorizing the
Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2008A
(Continued)

final Official Statement and any amendments or supplements thereto, and be it further

RESOLVED, that the Board approves the form of the Bond Purchase Agreement submitted to this meeting and made a part of this resolution as though set forth in full herein, in the manner set forth in Section 301 of the Supplemental Resolution and authorizes an Authorized Officer to execute and deliver the Bond Purchase Agreement and to approve and execute such changes to such Bond Purchase Agreement as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that the Board approves the form of the Continuing Disclosure Agreement submitted to this meeting and made a part of this resolution as though set forth in full herein and authorizes an Authorized Officer to execute and deliver the Continuing Disclosure Agreement and to approve and execute such changes to the Continuing Disclosure Agreement as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that an Authorized Officer, is authorized to execute one or more Escrow Deposit Agreements in connection with any refunding and to execute any necessary amendments to the Cooperative Agreement or any other agreement with the State in relation to the program, and be it further

RESOLVED, that an Authorized Officer, is authorized to execute upon such terms and conditions as are determined to be in the best interests of the Authority and are consistent with the provisions of the Supplemental Resolution any additional agreements including, but not



limited to, consents and any other documents or certificates and to appoint any other agents or appropriate parties, necessary or desirable to facilitate the sale of the bonds issued by the Authority, determined by such Authorized Officer to be necessary or desirable to implement the transactions described in this resolution and to be consistent with existing statutes, Authority guidelines, policies, procedures and other existing obligations and covenants and to do and cause to be done any and all acts and things necessary or convenient for carrying out the transactions contemplated by this resolution, and be it further

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

Item 6 by Mr. Waite (Appendix F)

Approving Engineering Agreement D213692 with Clark Patterson Engineers, Surveyors, and Architects, P.C. for Biennial Bridge Inspections in New York and Albany Divisions During 2008 and 2009

Ms. Crotty inquired as to whether or not the work done earlier in the year, at the request of Governor Spitzer, related to the collapse of the bridge in Minneapolis was different from the work being assigned to Clark Patterson in this Agenda Item. Mr. Waite responded that the prior work was more hands-on and specific, requiring the Authority to revisit bridges that met the profile of what occurred in Minnesota and was done with additional hours under current bridge inspection contracts.

After full discussion, on the motion of Mr. Williams, seconded by Ms. Crotty, without any objections, the Board adopted the following resolution:

RESOLUTION NO. 5658

**APPROVING ENGINEERING AGREEMENT D213692
WITH CLARK PATTERSON ENGINEERS,
SURVEYORS, AND ARCHITECTS, P.C. FOR BIENNIAL
BRIDGE INSPECTIONS IN NEW YORK AND ALBANY
DIVISIONS DURING 2008 AND 2009**

RESOLVED, that the proposed engineering agreement D213692 with Clark Patterson Engineers, Surveyors, and Architects, P.C., 186 North Water Street, Rochester, New York 14604 for the inspection of bridges,



Item 6 by Mr. Waite (Appendix F)

Approving Engineering Agreement D213692 with Clark Patterson Engineers, Surveyors, and Architects, P.C. for Biennial Bridge Inspections in New York and Albany Divisions During 2008 and 2009 (Continued)

sign structures, and high mast lighting structures, in New York and Albany Divisions during 2008 and 2009, for a Maximum Amount Payable of \$3,000,000, (sufficient funds are available in Item BS908.1 of the 2008 Contracts Program), be, and the same hereby is, approved, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the agreement, manage and administer the agreement, amend the provisions of the agreement consistent with the terms of this item and in accordance with the 2008 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further

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

Item 7 by Mr. Waite (Appendix G)

Approving Engineering Agreement D213693 with DiDonato Associates, Engineering and Architecture, P.C. for Biennial Bridge Inspections in Syracuse and Buffalo Divisions During 2008 and 2009

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

RESOLUTION NO. 5659

**APPROVING ENGINEERING AGREEMENT D213693
WITH DIDONATO ASSOCIATES, ENGINEERING AND
ARCHITECTURE, P.C. FOR BIENNIAL BRIDGE
INSPECTIONS IN SYRACUSE AND BUFFALO
DIVISIONS DURING 2008 AND 2009**



Item 7 by Mr. Waite (Appendix G)

Approving Engineering Agreement D213693 with DiDonato Associates, Engineering and Architecture, P.C. for Biennial Bridge Inspections in Syracuse and Buffalo Divisions During 2008 and 2009 (Continued)

RESOLVED, that the proposed engineering agreement D213693 with DiDonato Associates, Engineering and Architecture, P.C., 689 Main Street, Buffalo, New York 14203 for the inspection of bridges, sign structures, and high mast lighting structures in Syracuse and Buffalo Divisions during 2008 and 2009, for a Maximum Amount Payable of \$2,050,000, (sufficient funds are available in Item BS908.2 of the 2008 Contracts Program), be, and the same hereby is, approved, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Authority under the provisions of the agreement, manage and administer the agreement, amend the provisions of the agreement consistent with the terms of this item and in accordance with the 2008 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further

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

Item 8 by Mr. Bell (Appendix H)

Authorizing the Executive Director to Extend and Modify an Agreement with the New York State Division of State Police for Troop T to Provide Services on Interstate 84 (I-84)

Mr. Williams inquired as to how the Authority breaks out the cost of Troop T on I-84 and asked if staff was sure that \$4.2 million was enough to cover the Authority's expenses. Mr. Bell responded that the figure was based on past experience, actual salary costs, the estimated value of equipment and financial records. Mr. Bell also clarified, in response to a question from Mr. Williams, that dispatch costs would not be covered under this agreement. Rather, those costs are covered under a separate existing agreement between the Authority and DOT pursuant to which the Authority maintains I-84 for DOT.



Item 8 by Mr. Bell (Appendix H)

Authorizing the Executive Director to Extend and Modify an Agreement with the New York State Division of State Police for Troop T to Provide Services on Interstate 84 (I-84) (Continued)

After full discussion, on the motion of Mr. Howard, seconded by Ms. Crotty, without any objections, the Board adopted the following resolution:

RESOLUTION NO. 5660

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXTEND AND MODIFY AN AGREEMENT WITH THE NEW YORK STATE DIVISION OF STATE POLICE FOR TROOP T TO PROVIDE SERVICES ON INTERSTATE 84 (I-84)

RESOLVED, that the Executive Director be, and hereby is, authorized to extend until March 31, 2009 and modify the agreement with State Police for Troop T to provide services on I-84, and be it further

RESOLVED, that the Executive Director, or his designee, shall have the authority to exercise all powers reserved to the Authority under the provisions of the agreement, manage and administer the agreement, amend the provisions of the agreement consistent with the terms of this item and other Board authorizations, and extend the agreement provided the Authority's costs are fully reimbursed or credited and suspend or terminate the agreement in the best interests of the Authority, and be it further

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



Other Business

Ms. Crotty stated that in the November statistic report she received it appears that E-ZPass revenue was up 1 percent that month. She inquired as to whether or not the figures were available for December or January. Mr. Fleischer responded that those figures would be available prior to the March Board Meeting. Ms. Crotty also inquired as to whether or not the Authority's revenue data has been revised. Mr. Fleischer stated that no revisions have been made at this time, but that Stantec would be looking at the numbers as part of the proposed toll increase process and would provide an update to the Board in April or May.

Ms. Crotty inquired as to the contracts awarded in the third and fourth quarter as part of Mr. Waite's quarterly report to the Board. She asked if he was on target with those numbers. Mr. Waite responded that the Authority ended the year very close to being on target with the numbers projected for the year, but that quarter to quarter there's traditionally some slippage.

Adjournment

There being no further business to come before the Board, on the motion of Mr. Howard, seconded by Mr. Plunkett, without any objections, the meeting was adjourned.

Jill B. Warner
Secretary

