



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 674

May 20, 2009

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 11:00 a.m.

There were present:

**Chairman John L. Buono
E. Virgil Conway, Board Member
Frederick M. Howard, Board Member
Donna J. Luh, Board Member
Kevin J. Plunkett, Board Member
Brandon R. Sall, Board Member,**

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

Ms. Crotty was not present at this meeting and did not vote on any of the Items.

In addition, there were present the following staff personnel:

**Michael R. Fleischer, Executive Director
Sharon O'Connor, General Counsel
John Bryan, Chief Financial Officer
Jill Warner, Secretary and Board Administrator
Christopher Waite, Chief Engineer
Betsy Graham, Acting Director, Office of Public Affairs
Thomas Pericak, Division Director, Buffalo Division
William Rinaldi, Division Director, Albany Division
Richard Garrabrant, Division Director, Syracuse Division**

Kevin Allen, Acting Director, Audit and Management Services
John Barr, Director, Administrative Services
Donald Bell, Director, Operations and Maintenance
Carmella Mantello, Director of Canal Corporation
Major Robert Meyers, Troop T
Wendy Allen, Deputy Chief of Staff
Michael Sikule, Director, Office of Investments and Asset Management
Katherine McCartney, Deputy Counsel
Richard Harris, Deputy Director, Office of Community Development & Land Management
Dorraine Steele, Director, Office of Fiscal Audit and Budget
Tony Kirby, Director, Office of Real Property Management
Harry Lennon, Senior Investigator, Audit and Management Services
Tracie Sandell, Assistant Counsel
Joanne Riddett, Director, Information Technology
Daniel Gilbert, Chief of Staff
Jill Ross, Deputy Project Manager, TZB/I-287 Environmental Review
Angel Medina, Director, Long Range Planning
Peg Anunziatta, Office Manager, Legal Department
Carol McRae, Secretary, Legal Department
Elizabeth Novak, Deputy Director, Bureau of Environmental Services
Also in attendance:
John Armstrong, Assistant Television Engineer, NYN
Virginia Wong, Partner, Nixon Peabody
Doron Bar-Levay, Esq., Partner, Harris Beach
Michael Anderson, Project Director, TZB/I-287 Environmental Review, NYSDOT
Phil Ferguson, Financial Policy Bureau, NYSDOT

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

Chairman Buono 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. 673

On the motion of Ms. Luh, seconded by Mr. Plunkett, without any objections, the Board approved the minutes of Meeting No. 673 held on April 15, 2009, which were made available to the Board Members as part of the Agenda.

Mr. Plunkett subsequently stated that although he read the minutes he was not present at the April 15, 2009 Board Meeting and as such perhaps he should withdraw his second of the motion by Ms. Luh. Ms. O'Connor concurred.

On the motion of Ms. Luh, seconded by Mr. Howard, without any objections, the Board approved the minutes of Meeting No. 673 held on April 15, 2009, which were made available to the Board Members as part of the Agenda.

Report by Michael Anderson, NYSDOT Project Director of the TZB/I-287 Environmental Review

Mr. Anderson reported on the Tappan Zee Corridor Project, stating that when he last spoke to the Board in December 2008 he promised to come back in the Spring to report on the overall project status, a look ahead at the final schedule and final budget to complete the project.

The project status is that the many important process changes that were implemented in 2008, reopening the scoping process, all of that activity has been completed and they are in the process of formalizing it. A very important milestone that they've accomplished is they are issuing a scoping summary document. This document will affirm the recommendations made last September, which primarily included the decision to replace the bridge not rehabilitate it and to go with the two transit modes, the full corridor bus and commuter rail across the bridge to New York. This summary document has been approved by the three lead agencies and the two federal agencies and that's very significant because all five agencies are in agreement that everything they've implemented, including the tiering, including the narrowing of the alternatives, including the recommendations has been accepted and that's the basis for moving forward. With that issuance, which will happen next week and will be a public event and there will be a press release, they are now fully involved in the draft Environmental Impact Statement process. The technical analysis and the environmental analyses are underway. That document will include a revised schedule. They've update the schedule because the current schedule that's in the public domain had them completing the draft Environmental Impact Study this Fall. They are now projecting that that document will be ready for release in the Summer of 2010 with



Report by Michael Anderson, NYSDOT Project Director of the TZB/I-287 Environmental Review (Continued)

public hearings by the end of 2010 and final federal approvals early in 2011. Additional efforts are required, primarily due to the extensive work done in 2008 to get them where they are and other activities have been identified to move forward. At this point the estimate is they're going to require an additional \$15 to \$18 million and with the three-way split that will mean \$5 or \$6 million for the Board and each of the other two agencies. They are currently in the process of working out the details with the consultant team, Thruway staff and Metro-North staff. He expects to report back at a future Board meeting, hopefully in June, to have the final details and the justifications for the budget amendments.

The other Item Mr. Anderson reported on was the Tarrytown office. The office was opened approximately two years ago and the lease expires in September. There was a two-year option in the original lease and they have told the landlord they'd like to exercise that option but they wanted to do better on the rent. They got a 21 percent reduction in the rent so they will be paying the lower rate for the next two years of that lease.

Mr. Howard inquired if the Board would receive information on the study prior to the next report to the Board. Mr. Anderson concurred, stating that he would provide all information to Authority staff to share with the Board Members in advance of the meeting. Mr. Sall inquired as to the cause of the delay in the report from the Fall of 2009 to the Summer of 2010. Mr. Anderson responded that it was not so much a delay as a conscious decision to enhance the public participation process. They reopened the scoping process last Spring and stopped advancing the details of the study and had to do procedural activities. They had to reissue the document in the federal register, reopen scoping and undertook two very detailed technical studies to get them to the decision point on the bridge and the transit modes and then they had to take public comments. After the announcement at the end of 2008 they opened the public comment period again. The enhancement of the public participation process has made the study all the more defensible moving forward and in the end the narrowing of the alternatives will ensure that they get to the end in an expeditious manner.

Report by the Chair of the Audit and Finance Committee

Mr. Conway reported to the Board on the actions taken by the Audit and Finance Committee at Meeting No. 14, held on May 18, 2009. The Committee accepted the Single Audit Report for the years ending December 31, 2007 and 2008



Report by the Chair of the Audit and Finance Committee (Continued)

prepared by the Authority's accountant UHY, LLP. The Committee approved the Minutes of Meeting No. 13. The Committee approved the Thirteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B for up to \$300 million for New Purposes, \$50 million in Refunding Authorization and Related Documents for Board Action. The Committee Approved the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds Series 2009A for up to \$475 million for New Purposes, \$150 million in Refunding Authorization and Related Documents for Board Action. The Committee approved the Authority's first quarter report of investments for Board Action; accepted the Authority's 2008-09 Internal Control Report submitted to the Division of the Budget; and reviewed and discussed the solicitation of professional accounting and auditing services as well as the 2007 and 2008 reports submitted pursuant to the Public Authorities Accountability Act.

Report by Mr. Howard Re. VOLPE Update

Mr. Howard reported that the status of the VOLPE report is much the same as it was when he spoke at the April Board Meeting. VOLPE is reviewing some of their numbers. After comparing various Authorities, they found that there were some inconsistencies in the way things are accounted for. Mr. Howard's expectation is that VOLPE will be ready to address the entire Board in June.

Item 2 by Chairman Buono (Appendix B)
Recognizing and Honoring Sharon P. O'Connor

Chairman Buono stated that he had a resolution commending Ms. O'Connor for her service to the Thruway Authority and to the People of the State of New York. He stated that it has been an honor having Ms. O'Connor as the Authority's General Counsel. She has some very large shoes to fill and the Board wishes her well in her retirement and certainly hit them straight out there on the golf course. Ms. O'Connor thanked the Chairman and stated her appreciation of the recognition. Mr. Plunkett stated that he has had the privilege of working with Ms. O'Connor before his tenure on the Thruway Authority Board and certainly for the last two and a half years as a Board Member and there is only one word that he can use to characterize her public service and her dedication and the word that comes to mind is integrity. He added that for any public servant, anyone who has the kind of breadth of matter that come before somebody like the



Item 2 by Chairman Buono (Appendix B)
Recognizing and Honoring Sharon P. O’Conor (Continued)

General Counsel of the Thruway Authority, you only get through it with the kind of integrity that Ms. O’Conor has. Being in the same profession she is in, knowing the strains that can come on a day to day basis he wanted to thank her for all of her service on behalf of downstaters. He knows that a good part of the Authority’s success in the last 21 years is probably due to her good advice. He congratulated her, wished her good health and all the best. Mr. Howard added, on behalf of the upstaters, that he’d like to second what Mr. Plunkett said and the word that he would add to integrity is professionalism. He stated the Board certainly relies on her and is going to miss her and the institution of knowledge that is disappearing as she retires. She is going to be very difficult to replace but he wishes her the very best. Mr. Sall stated that as one of the newest members of the Board he hasn’t had the opportunity to work with her very long but he has always appreciated the wise counsel she has given and he’s going to miss her. Ms. Luh wished Ms. O’Conor well and Mr. Conway added that they will all miss her. Ms. O’Conor thanked the Board.

After full discussion, on the unanimous motion and second of the entire Board, the following resolution was hereby adopted:

RESOLUTION NO. 5750
RECOGNIZING AND HONORING SHARON P.
O’CONOR

**WHEREAS, Sharon P. O’Conor has been employed
by the New York State Thruway Authority since 1988, and**

**WHEREAS, Ms. O’Conor has had a long and
distinguished public service career prior to her Authority
service, and**

**WHEREAS, Ms. O’Conor has provided meritorious
service to the New York State Thruway Authority and New
York State Canal Corporation, and**

**WHEREAS, the numerous highlights and
achievements of Ms. O’Conor’s service record with the**



Item 2 by Chairman Buono (Appendix B)
Recognizing and Honoring Sharon P. O'Connor (Continued)

Authority and Corporation include providing the best and clearest legal advice to the Thruway Authority and Canal Corporation Boards on such matters as the Authority's legal position in the aftermath of the Schoharie Creek Bridge collapse, the creation of the New York State Canal Corporation, the implementation of electronic toll collection on the Thruway, the 2005 and 2008 toll adjustments and the Authority's continuing participation in the Tappan Zee Bridge/I-287 Corridor Study, now, therefore, be it

RESOLVED, that Ms. O'Connor's service is hereby proclaimed as meeting the very highest standards in public service, and be it further

RESOLVED, that the Thruway Authority Board hereby extends to Ms. O'Connor its thanks and appreciation for her service and her many contributions to the Board and Staff in their respective activities and programs, and be it further

RESOLVED, that the Thruway Authority Board hereby extends to Ms. O'Connor its best wishes for a happy, healthy, and productive retirement, and be it further

RESOLVED, that a copy of this resolution be presented to Ms. O'Connor and be incorporated in the minutes of this meeting

Item 3 by Mr. Fleischer (Appendix C)
Report to Thruway Authority Board for Personal Service Contracts up to \$150,000 for the Period January 1, 2009 through March 31, 2009

Mr. Fleischer submitted as Exhibit I a listing containing Personal Service Contracts up to \$150,000 for the period of January 1, 2009 through March 31, 2009.

After full discussion, on the motion of Mr. Howard, seconded by Mr. Conway, without any objections, the Board accepted Mr. Fleischer's report.



Item 4 by Mr. Bryan (Appendix D)
Financial Report – March 2009

Mr. Bryan reported that for the first quarter of 2009, overall traffic was down approximately 4.8 percent over the level experienced in the first quarter of 2008. However, due to the leap year there was an extra day in February 2008. After adjusting for this, underlying traffic was down 3.5 percent, with passenger traffic down 2.5 percent and commercial traffic down 11.7 percent. However, traffic appears to be improving in the sense that the declines are abating somewhat. According to the Authority's un-audited daily traffic counts, total traffic was down 1.3 percent in April.

For the first quarter, the Authority collected \$136.7 million in revenue, which was \$8.4 million higher than the level collected in the same period of 2008, representing an increase of 6.6 percent. Toll collections, which account for an overwhelming majority of overall revenues, were up by 8.3 percent, despite a decline in commercial toll revenues from very poor commercial traffic numbers. Due to reduced traffic and the continued closure of several fuel stations, concession revenues decreased slightly over the first three months of 2008. Interest earnings continue to be down significantly, as yields earned on investments drop with declining market rates.

On the operating side, cost containment continues to produce excellent results. Despite a very bad January due to the number and breadth of winter storms, operating expenses for both the Thruway and the Canal through the first quarter are down 1.3 percent from 2008.

The Authority appears to be weathering the current economic downturn reasonably well and hopefully can continue this good track record as summer begins.

Following discussion regarding the financial condition of the Authority, on the motion of Mr. Sall, seconded by Mr. Plunkett, without any objections, the Board accepted the Financial Report for the month of March 2009.



Item 5 by Mr. Bryan (Appendix E)
Investment Transactions

Mr. Bryan stated that this Item is being submitted on the recommendation of the Audit and Finance Committee. He reported that in total, in the first quarter of 2008, the Authority invested a total of \$667.5 million, earning an average yield of approximately 0.4 percent.

Following discussion regarding the purchase of authorized securities, repurchase agreements and certificates of deposit, on the motion of Mr. Conway, seconded by Mr. Howard, without any objections, the Board accepted the Authority's quarterly report on Investment Transactions.

Item 6 by Mr. Bryan and Ms. O'Connor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A, Approving the Form of and Authorizing 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 2009A Bonds and Authorizing the Execution of Such Agreements, One or More Escrow Deposit Agreements and Any Additional Documents, Agreements, Consents or Certificates Deemed Necessary or Desirable in Connection with the Sale of State Personal Income Tax Revenue Bonds (Transportation), Series 2009A

Mr. Bryan reported that the New York State Division of Budget (DOB) has requested the Authority issue up to \$475 million of Series 2009A bonds for new money purposes. DOB has also requested the Authority issue an amount not to exceed \$150 million for purposes of refunding prior bonds if market conditions warrant.

PIT bonds are special obligations of the Authority. There is no pledge of Authority revenues or assets as security for the PIT bonds and the Authority is not liable in the event the State fails to appropriate the necessary monies for debt service.

The Audit and Finance Committee approved this item for presentation to the full Board at its May 18, 2009 meeting.

DOB has requested the Authority price this transaction next week and close the week of June 8. Mr. Bryan stated that Doron Bar-Levav from Harris Beach, the Authority's bond counsel on this transaction, is available if the Board has any questions.



Item 6 by Mr. Bryan and Ms. O’Conor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A (Continued)

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

RESOLUTION NO. 5751

APPROVING AND ADOPTING THE EIGHTH SUPPLEMENTAL BOND RESOLUTION AUTHORIZING THE ISSUANCE OF STATE PERSONAL INCOME TAX REVENUE BONDS (TRANSPORTATION) SERIES 2009A, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE EXECUTION AND DISTRIBUTION OF THE FINAL OFFICIAL STATEMENT, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION OF ONE OR MORE BOND PURCHASE AGREEMENTS FOR THE SERIES 2009A BONDS AND AUTHORIZING THE EXECUTION OF ONE OR MORE ESCROW DEPOSIT AGREEMENTS AND ANY ADDITIONAL DOCUMENTS, AGREEMENTS, CONSENTS OR CERTIFICATES DEEMED NECESSARY OR DESIRABLE IN CONNECTION WITH THE SALE OF STATE PERSONAL INCOME TAX REVENUE BONDS (TRANSPORTATION) SERIES, 2009A

RESOLVED, that Part I of Chapter 383 of the Laws of New York of 2001 (“Chapter 383”) authorized the Authority solely upon the determination of the Director of the Budget, to issue State Personal Income Tax Revenue Bonds (exclusive of certain costs) to finance the cost of various projects which meet the statutory definition of Authorized Purposes, and be it further

RESOLVED, that Chapter 383 authorized the Director of the Division of the Budget of the State of New



Item 6 by Mr. Bryan and Ms. O’Conor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A (Continued)

York to enter into a financing agreement (each, a “Financing Agreement”) with Authorized Issuers to secure payment of debt service and other cash requirements in connection with the issuance of State Personal Income Tax Revenue Bonds, and be it further

RESOLVED, that on June 27, 2002, the Board approved the execution of a Financing Agreement to provide for the financing of Authorized Purposes pursuant to Chapter 383, and be it further

RESOLVED, that on August 7, 2002, the Executive Director and the Director of the Division of the Budget executed a Financing Agreement to provide for the financing of Authorized Purposes pursuant to Chapter 383, and be it further

RESOLVED, that on May 1, 2002, the Authority executed the Master Continuing Disclosure Agreement, since State Personal Income Tax Bonds are issued by the Authority and four other State authorities (collectively, the “Authorized Issuers”) under disclosure documents containing significant amounts of common information, the Division of the Budget developed a Master Continuing Disclosure Agreement to which it and all of the Authorized Issuers became signatories (the Authority on May 1, 2002). Upon the issuance of a series of State Personal Income Tax Bonds by an Authorized Issuer, such series of State Personal Income Tax Bonds is added to the master list of bond issues covered by the Master Continuing Disclosure Agreement and it is intended that the Series 2009A Bonds will be so added to such master list, and be it further

RESOLVED, that upon the request of the Director of the Budget, the Authority intends to issue in one or more series or sub-series up to \$625,000,000 of State Personal



Item 6 by Mr. Bryan and Ms. O’Conor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the
Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A
(Continued)

Income Tax Bonds (Transportation) Series 2009A (the “Series 2009A Bonds”), in order to finance the costs of various Authorized Purposes and, subject to market conditions, to refund certain State Personal Income Tax Revenue Bonds previously issued by the Authority pursuant to the State Personal Income Tax Revenue Bond (Transportation) Program (collectively the “Prior Bonds”), provided that such refunding produces present value savings satisfactory to the Authority and the State, and be it further

RESOLVED, that upon the request of the Director of the Budget, the Authority intends to issue such Series 2009A Bonds, in one or more series or sub-series in order to finance the costs of Authorized Purposes in an aggregate principal amount not to exceed \$475,000,000 and, if the foregoing conditions are satisfied, to refund Prior Bonds in an aggregate principal amount not to exceed \$150,000,000, and be it further

RESOLVED, that the refunding bonds authorized hereby may be issued simultaneously with or subsequent to the issuance of Series 2009A Bonds that are issued to finance the costs of Authorized Purposes, but not later than December 31, 2009, and be it further

RESOLVED, that on June 27, 2002, the Board adopted the State Personal Income Tax Revenue Bonds (Transportation) General Bond Resolution (the “General Bond Resolution”) and the State Income Tax Revenue Bonds Standard Resolution Provisions (“Annex A”) (the General Bond Resolution and Annex A collectively hereinafter referred to as the “Resolution”) which authorizes the bonds of the Authority, designated as State Personal Income Tax Revenue Bonds (Transportation) to finance all or a portion of the cost of projects which meet the



Item 6 by Mr. Bryan and Ms. O’Conor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A (Continued)

statutory definition of Authorized Purposes, and to refinance Prior Bonds, and be it further

RESOLVED, that Sections 201 and A-201, A-202, A-204 of the Resolution require that the issuance of State Personal Income Tax Revenue 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 A-902 of the 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 the Eighth Supplemental Bond Resolution Authorizing an Aggregate Principal Amount Not To Exceed \$625,000,000 of State Personal Income Tax Revenue Bonds (Transportation), Series 2009A (the “Eighth Supplemental Resolution”) amending and supplementing the Resolution, and be it further

RESOLVED, that the Authority intends to sell, solely upon the request of the Director of the Budget, pursuant to the Resolution and the Eighth Supplemental Resolution in one or more series or sub-series its State Personal Income Tax Revenue Bonds (Transportation) Series 2009A to the Underwriters pursuant to one or more Bond Purchase Agreements (collectively, the “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 Eighth Supplemental Resolution as submitted at this meeting and made a part of this resolution



Item 6 by Mr. Bryan and Ms. O’Conor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A (Continued)

as though set forth in full herein, and authorizes an Authorized Officer of the Authority to approve and execute such changes to the Supplemental Resolution through a certificate or certificates of determination as may be deemed necessary or desirable to effectuate the purposes thereof, and be it further

RESOLVED, that in connection with the sale of the Series 2009A Bonds, the Board approves the form of Preliminary Official Statement for the Series 2009A Bonds as submitted to this meeting and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer of the Authority 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 and use of the Preliminary Official Statement relating to the Series 2009A Bonds by an Authorized Officer of the Authority 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 of the Authority 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 of the Authority to confirm that the Preliminary Official Statement relating to the issuance of Series 2009A Bonds to finance the costs of Authorized Purposes and/or for the issuance of refunding bonds is deemed final for purposes of Rule 15c2-12, except for certain omissions relating to certain State information and



Item 6 by Mr. Bryan and Ms. O’Conor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A (Continued)

information not required under said Rule to be included therein, and be it further

RESOLVED, that the Board authorizes an Authorized Officer of the Authority to execute and deliver, on behalf of the Authority, one or more final Official Statements relating to the Series 2009A Bonds with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by such Authorized Officer of the Authority 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 form of 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 2009A Bonds issued to finance Authorized Purposes for refunding bonds, which are not made pursuant to matters which are authorized to be determined by an Authorized Officer of the Authority pursuant to this Resolution, the Eighth Supplemental Resolution or a Certificate of Determination (as defined in the 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 of the Authority or his or her designee is hereby authorized to deliver to the underwriters of the Series 2009A Bonds an executed copy or copies of such 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 at this meeting and made a part of this resolution as though set forth herein, in the manner set forth in Section 301 of the Eighth Supplemental Resolution and authorizes an Authorized Officer of the Authority to execute and deliver one or more



Item 6 by Mr. Bryan and Ms. O’Conor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A (Continued)

of such Bond Purchase Agreements and approve and execute such changes to any such Bond Purchase Agreement as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that the Board authorizes the Executive Director, or his designee, to execute the Amended and Restated Master Continuing Disclosure Agreement attached hereto, and be it further

RESOLVED, that an Authorized Officer of the Authority is authorized to execute (i) one or more schedules or supplements to the Master Continuing Disclosure Agreement (ii) an updated schedule to the Financing Agreement and (iii) one or more Escrow Deposit Agreements in connection with any refunding of any Prior Bonds, and be it further

RESOLVED, that an Authorized Officer of the Authority 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 Eighth 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 State Personal Income Tax Revenue Bonds (Transportation) Series 2009A issued by the Authority, determined by such Authorized Officer of the Authority 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



Item 6 by Mr. Bryan and Ms. O’Conor (Appendix F)
Approving and Adopting the Eighth Supplemental Bond Resolution Authorizing the Issuance of State Personal Income Tax Revenue Bonds (Transportation) Series 2009A (Continued)

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

Item 7 by Mr. Bryan and Ms. O’Conor (Appendix G)
Approving and Adopting the Thirteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B, 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 2009B 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 2009B Bonds

In advance of Mr. Bryan’s presentation of the item and any associated discussion, Mr. Plunkett issued the following statement and subsequently left the room.

A matter is currently pending before the Board that involves the potential sale of the 2009B Highway and Bridge Trust Fund Bonds (“Trust Fund”). I believe I should recuse myself from any vote pertaining to the 2009B Trust Fund transaction because I have a relative employed by one of the co-senior managing underwriting firms on the transaction and that relative is the Authority’s day to day contact for the transaction. I will not participate in any discussion and will not vote on the 2009B Trust Fund Transaction. Such recusal will also apply to any vote or any subsequent discussion concerning the 2009B Trust Fund Transaction. Additionally, no confidential information concerning this matter has been or will be shared with me. I have requested the Executive Director advise all staff that they shall not communicate with me about this matter. I will now leave the Board Room while this matter is under consideration.

Mr. Bryan reported that the New York State Division of Budget (DOB) has requested the Authority issue up to \$300 million of the Series 2009B bonds for new money purposes. DOB has also requested the Authority issue an amount not to exceed \$50 million for purposes of refunding prior bonds if market conditions warrant.



Item 7 by Mr. Bryan and Ms. O’Conor (Appendix G)
Approving and Adopting the Thirteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B (Continued)

The Trust Fund bonds are special obligations of the Authority. There is no pledge of Authority revenues or assets as security for the Trust Fund bonds and the Authority is not liable in the event that the State fails to appropriate the necessary monies for debt service.

The Audit and Finance Committee approved this item for presentation to the full Board at its May 18, 2009 meeting.

DOB has requested the Authority price and close this transaction in July. Mr. Bryan stated that Virginia Wong from Nixon Peabody, the Authority’s bond counsel on this transaction, is available if the Board has any questions.

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

RESOLUTION NO. 5752

APPROVING THE FORM OF AND ADOPTING THE THIRTEENTH SUPPLEMENTAL BOND RESOLUTION AUTHORIZING THE ISSUANCE OF SECOND GENERAL HIGHWAY AND BRIDGE TRUST FUND BONDS, SERIES 2009B, APPROVING THE FORM OF AND AUTHORIZING THE PREPARATION, EXECUTION AND DELIVERY OF THE PRELIMINARY OFFICIAL STATEMENT, AUTHORIZING THE EXECUTION AND DISTRIBUTION OF THE FINAL OFFICIAL STATEMENT, APPROVING THE FORM OF THE BOND PURCHASE AGREEMENT FOR THE SERIES 2009B 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 2009B BONDS

RESOLVED, that Chapter 56 of the Laws of 1993 (“Chapter 56”), as amended, authorizes the Authority, solely



Item 7 by Mr. Bryan and Ms. O’Conor (Appendix G)
Approving and Adopting the Thirteenth Supplemental Bond Resolution Authorizing
the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B
(Continued)

upon the 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 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 Sections 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



Item 7 by Mr. Bryan and Ms. O’Conor (Appendix G)
Approving and Adopting the Thirteenth Supplemental Bond Resolution Authorizing
the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B
(Continued)

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 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 Thirteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B (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 2009B 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



Item 7 by Mr. Bryan and Ms. O’Conor (Appendix G)
Approving and Adopting the Thirteenth Supplemental Bond Resolution Authorizing
the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B
(Continued)

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 2009B (the “Series 2009B 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 \$50,000,000; (provided the foregoing conditions are satisfied) and (ii) finance the costs of various Projects and pay certain costs of issuance of the Series 2009B Bonds in an amount not to exceed \$300,000,000, and be it further

RESOLVED, that any refunding bonds authorized hereby may be issued simultaneously with or subsequent to the issuance of Series 2009B Bonds that are issued to finance new projects, but not later than December 31, 2009; 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 2009B 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



Item 7 by Mr. Bryan and Ms. O’Conor (Appendix G)
Approving and Adopting the Thirteenth Supplemental Bond Resolution Authorizing
the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B
(Continued)

RESOLVED, that in connection with the sale of the Series 2009B 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 2009B 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, 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 2009B 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 2009B 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



Item 7 by Mr. Bryan and Ms. O’Conor (Appendix G)
Approving and Adopting the Thirteenth Supplemental Bond Resolution Authorizing
the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B
(Continued)

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 2009B 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 2009B Bonds an executed copy or copies of such 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



Item 7 by Mr. Bryan and Ms. O’Conor (Appendix G)
Approving and Adopting the Thirteenth Supplemental Bond Resolution Authorizing
the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2009B
(Continued)

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 8 by Mr. Waite (Appendix H)
Report on the Capital Program

Mr. Waite reported on the monthly reports for March and April 2009 and stated that the March report also includes the quarterly report to the Board on contracts that have been awarded and agreements that have been executed with consultants. He reported that in general there have been some excellent monthly reports in that the majority of bids are coming in under the Engineer's estimates and the number of bidders is healthy which is great to see and a big change from last year. The Authority had an 11 percent savings in March and April was similar with 10 percent. On a cautionary note DOT is hitting the streets hard now with projects of a similar nature to the Authority's due to stimulus funds but it's a little early to make the call on whether the Authority is going to see prices go up and the number of bidders drop. He is hopeful that won't be the case but that remains to be seen.

Mr. Howard stated that in the discussion of the Castleton Bridge redecking it was noted that unit prices were too low for the class of work that was being undertaken and there was a reference that seemed to indicate that staff would be updating additional projects based on what they were finding with the Castleton Bridge. Mr. Waite responded that staff reviews estimates monthly and they typically don't change a lot. The Castleton Bridge estimate was disappointing and he believes the project manager was under a false impression that there was a budget and his estimate had to somehow meet the budget no matter what happened to the work and at the last minute some work was added to the job. Staff realized the deck had been milled previously and they couldn't just put a sheet membrane on a rough deck they'd have to put a shim down first. So the project manager squeezed the shim in without really changing the price. Staff is also repairing the railing on the Kaaterskill Creek Bridge, which got hit by a truck last year and it knocked a lot of the fascia off and the railing on that job got shoe-horned in too. Mr. Waite advised the project manager that it would have been easier to get the additional money before the project was let rather than after so that is why it came in 21 percent over the estimate. The Castleton and the Kaaterskill are 150 to 200 feet above the ground and access is tricky. Mr. Howard stated that there are not a number of bridges like that so this discrepancy is not symptomatic. Mr. Waite responded that it's not symptomatic of construction in general and he believes access is the issue in this case. Mr. Howard asked for clarification regarding the current letting date versus what is already on the street. Mr. Waite responded that four weeks and a day before the letting is typically when the advertisement is placed.



Item 8 by Mr. Waite (Appendix H)
Report on the Capital Program (Continued)

Mr. Sall inquired about the projects being deferred, specifically Bartow Avenue in the Bronx on I-95. He stated that it was his understanding that the Authority maintained that road from New Rochelle at the Bronx border to Connecticut. Mr. Waite clarified that milepost zero on the New England portion of the Thruway is at the end of the Bruckner, which is three and half miles into the Bronx. The Authority is responsible for the management of that portion of the highway and the capital repairs. In fact, staff just finished up seven miles of reconstruction of the pavement, three and a half miles of which was in the Bronx. Bartow Avenue is in New York City proper, right in front of Co-Op City but the Authority is a party to the improvement along with the City of New York and NYSDOT.

Ms. Luh stated that she has enjoyed hearing from some of the minority firms that Authority contracts are ones they can bid on and that's not always the case with other organizations. Mr. Waite thanked Ms. Luh and stated that staff works hard to make sure that is the case.

Mr. Plunkett inquired if there is any consideration for moving any of the deferred projects back into this year's program because of the favorable environment regarding the number of bidders and the lower bids that the Authority is receiving. Mr. Waite responded that if the deferral is because the project is going to take longer than staff thought to get right-of-way or something like that, then the good bidding conditions won't help. Mr. Plunkett clarified that he was referring to projects that were deferred from a financial perspective. Mr. Waite responded that the Executive Committee met on the Capital Program and decided that it is still too early to make the final call on how prices are going to go but there are some surplus funds set aside, basically due to inflation being tamer now than it was a year ago. Staff is on the cusp of making a decision regarding what can be brought forward. In addition, there are eight projects that were sped up and made ready for the stimulus but if that funding doesn't come through they are still ready to go. Mr. Bryan added that staff decided to wait until summer to see what's going on with the stimulus before other funds are freed up, but they have been having conversations regarding the fact that it is time to free up some of the inflation reserve.

Mr. Plunkett inquired as to what the Authority's potential is for receiving stimulus funds. Mr. Fleischer responded that the Authority remains on the sidelines for the moment but is trying to get in the game. The Authority continues to have projects that are eligible and staff continues to seek funds in the MPO process and the



Item 8 by Mr. Waite (Appendix H)
Report on the Capital Program (Continued)

reauthorization process. The next Federal Transportation Bill is coming out so many of those projects, if they don't get stimulus money, will be resubmitted to the Congressional delegation to see if the Authority can get earmark funding.

Mr. Howard stated that he would be cautious as far as taking any of the inflationary savings until after this flood of stimulus projects hits the streets in the next two months. Mr. Bryan responded that staff is thinking of waiting to make any decisions until August and then bringing it to the Board. Mr. Howard concurred, stating that the first round of stimulus projects will all be let by then and by August we can make an intelligent judgment, but the next couple months may be wild cards.

On the motion of Mr. Howard, seconded by Ms. Luh, without any objections, the Board accepted the Reports (March and April 2009) on the Capital Program.

Item 9 by Mr. Waite (Appendix I)
Authorizing Negotiation and Execution of Engineering Term Agreement D213849 with Hatch Mott McDonald NY, Inc. for Construction Inspection Support Services for the Buffalo Division

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

RESOLUTION NO. 5753

**AUTHORIZING NEGOTIATION AND EXECUTION OF
ENGINEERING TERM AGREEMENT D213849 WITH
HATCH MOTT MCDONALD NY, INC. FOR
CONSTRUCTION INSPECTION SUPPORT SERVICES
FOR BUFFALO DIVISION**

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering term agreement D213849 with Hatch Mott McDonald NY, Inc., 438 Main Street, Suite 700, Buffalo, New York, 14202, for construction inspection support services for Buffalo Division, provided that the Maximum Amount Payable does not exceed \$1,000,000 which is currently provided through



Item 9 by Mr. Waite (Appendix I)

Authorizing Negotiation and Execution of Engineering Term Agreement D213849 with Hatch Mott McDonald NY, Inc. for Construction Inspection Support Services for the Buffalo Division (Continued)

the 2009 Contracts Program (Item HS421.1), 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 2009 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 the information relating to this agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities, such information to include the exact Maximum Amount Payable and date of execution of the agreement, and be it further

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

Item 10 by Mr. Waite (Appendix J)

Authorizing Negotiation and Execution of Engineering Agreement D213865 with Fisher Associates, P.E., L.S., P.C. for Construction Inspection Services Relative to TAB 09-17, Mill and Inlay from M.P. 362.5 to M.P. 378.2 in the Buffalo Division

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

RESOLUTION NO. 5754

AUTHORIZING NEGOTIATION AND EXECUTION OF ENGINEERING AGREEMENT D213865 WITH FISHER ASSOCIATES, P.E., L.S., P.C. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAB 09-17,



Item 10 by Mr. Waite (Appendix J)

Authorizing Negotiation and Execution of Engineering Agreement D213865 with Fisher Associates, P.E., L.S., P.C. for Construction Inspection Services Relative to TAB 09-17, Mill and Inlay from M.P. 362.5 to M.P. 378.2 in the Buffalo Division (Continued)

MILL AND INLAY FROM M.P. 362.5 TO M.P. 378.2 IN THE BUFFALO DIVISION

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering agreement D213865 with Fisher Associates, P.E., L.S., P.C., 120 West Tupper Street, Buffalo, New York 14201 for construction inspection services relative to TAB 09-17, Mill and Inlay from M.P. 362.5 to M.P. 378.2 in the Buffalo Division, provided that the Maximum Amount Payable does not exceed \$1,400,000 (as noted in Item H410.1 of the 2009 Contracts Program), 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 2009 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 the information relating to this agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities, such information to include the exact Maximum Amount Payable and date of execution of the agreement, and be it further

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



Item 11 by Mr. Waite (Appendix K)

Authorizing Negotiation and Execution of Engineering Agreement D213878 with Tectonic Engineering & Surveying Consultants, P.C. for Construction Inspection Services Relative to TANY 09-37B, Mill and Inlay of Eight Bridges from M.P. 23.09 to M.P. 29.54 in the New York Division

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

RESOLUTION NO. 5755

AUTHORIZING NEGOTIATION AND EXECUTION OF ENGINEERING AGREEMENT D213878 WITH TECTONIC ENGINEERING & SURVEYING CONSULTANTS, P.C. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TANY 09-37B, MILL AND INLAY OF EIGHT BRIDGES FROM M.P. 23.09 TO M.P. 29.54 IN THE NEW YORK DIVISION

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering agreement D213878 with Tectonic Engineering & Surveying Consultants, P.C., 70 Pleasant Hill Road, Mountainville, New York 10953 for construction inspection services relative to TANY 09-37B, Mill and Inlay of Eight Bridges from M.P. 23.09 to M.P. 29.54 in the New York Division, provided that the Maximum Amount Payable does not exceed \$380,000 (as noted in Item B948.1 of the 2009 Contracts Program), 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 2009 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further



Item 11 by Mr. Waite (Appendix K)

Authorizing Negotiation and Execution of Engineering Agreement D213878 with Tectonic Engineering & Surveying Consultants, P.C. for Construction Inspection Services Relative to TANY 09-37B, Mill and Inlay of Eight Bridges from M.P. 23.09 to M.P. 29.54 in the New York Division (Continued)

RESOLVED, that the information relating to this agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities, such information to include the exact Maximum Amount Payable and date of execution of the agreement, and be it further

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

Item 12 by Mr. Waite (Appendix L)

Authorizing Negotiation and Execution of Engineering Term Agreement D213841 with Watts Architecture & Engineering, P.C. for Hydrology and Hydraulic Engineering Services Statewide

Mr. Sall stated that the Authority is letting out millions of dollars worth of engineering contracts and he believes that hiring more engineers and doing the work in-house could save the Authority a lot of money. He added that he acknowledges for very specialized jobs the Authority would still need to seek outside firms, but for some of this work, if it's being done all the time, it makes sense economically to have more engineers on staff. Mr. Waite concurred and stated that Mr. Sall's point is well taken. He added that the mill and fill job on the eight bridges in Rockland County, discussed in the previous Agenda Item, seems like a simple job other than the fact there's a lot of traffic in that area and all the work is being done at night. On that job the Authority has only asked for three personnel from the consultant to supplement Authority staff working during the day. He discussed this with Division staff and they did not have the manpower to staff that job. On this Item with regard to hydrology and hydraulics, it is specialized in that the Authority does not have that talent on staff. Mr. Sall requested that staff look into that due to the volume of work being done by the Authority it might make sense to get more engineers. Chairman Buono stated that Mr. Sall's point is one of the issues that VOLPE will be discussing with the Board soon.

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



Item 12 by Mr. Waite (Appendix L)

Authorizing Negotiation and Execution of Engineering Term Agreement D213841 with Watts Architecture & Engineering, P.C. for Hydrology and Hydraulic Engineering Services Statewide (Continued)

RESOLUTION NO. 5756

**AUTHORIZING NEGOTIATION AND EXECUTION OF
ENGINEERING TERM AGREEMENT D213841 WITH
WATTS ARCHITECTURE & ENGINEERING, P.C. FOR
HYDROLOGY AND HYDRAULIC ENGINEERING
SERVICES STATEWIDE**

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering term agreement D213841 with Watts Architecture & Engineering, P.C., 3826 Main Street, Buffalo, New York, 14226, for hydrology and hydraulic engineering services statewide, provided that the Maximum Amount Payable does not exceed \$1,000,000 which is currently provided through the 2009 Contracts Program (Item HS600.1), 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 2009 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 the information relating to this agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities, such information to include the exact Maximum Amount Payable and date of execution of the agreement, and be it further

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



Item 13 by Mr. Waite (Appendix M)
Authorizing Negotiation and Execution of Engineering Term Agreement D213851
with Bergmann Associates, Inc. (d/b/a Bergmann Associates Architects & Surveyors)
for Design Support Services for Various Grand Island Bridges Rehabilitation Projects
in the Buffalo Division

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

RESOLUTION NO. 5757

**AUTHORIZING NEGOTIATION AND EXECUTION OF
ENGINEERING TERM AGREEMENT D213851 WITH
BERGMANN ASSOCIATES, INC. (D/B/A BERGMANN
ASSOCIATES ARCHITECTS & SURVEYORS) FOR
DESIGN SUPPORT SERVICES FOR VARIOUS GRAND
ISLAND BRIDGES REHABILITATION PROJECTS IN
THE BUFFALO DIVISION**

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering term agreement D213851 with Bergmann Associates, Inc. (d/b/a Bergmann Associates Architects & Surveyors), 28 East Main Street, 200 First Federal Plaza, Rochester, New York, 14614, for design support services for various Grand Island Bridges rehabilitation projects in the Buffalo Division, provided that the Maximum Amount Payable does not exceed \$3,500,000 which is currently provided through the 2009 Contracts Program (Items B326.2 and B944.1), 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 2009 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further



Item 13 by Mr. Waite (Appendix M)
Authorizing Negotiation and Execution of Engineering Term Agreement D213851
with Bergmann Associates, Inc. (d/b/a Bergmann Associates Architects & Surveyors)
for Design Support Services for Various Grand Island Bridges Rehabilitation Projects
in the Buffalo Division (Continued)

RESOLVED, that the information relating to this agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities, such information to include the exact Maximum Amount Payable and date of execution of the agreement, and be it further

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

Item 14 by Mr. Waite (Appendix N)
Authorizing an Amendment to the 2009 Contracts Program for H1116.1, Highway
Resurfacing from M.P. 427.7 to M.P. 430.6 and Deck Repairs to Mainline Bridge over
the Norfolk Southern Railroad at M.P. 430.05 in the Buffalo Division

Mr. Waite stated that based upon a recent field review by Headquarters and Division staff, it was determined that the condition of this highway section has deteriorated faster than expected and needs to be resurfaced prior to the rehabilitation project that is currently scheduled for a 2013 letting.

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

RESOLUTION NO. 5758

**AUTHORIZING AN AMENDMENT TO THE 2009
CONTRACTS PROGRAM FOR H1116.1, HIGHWAY
RESURFACING FROM M.P. 427.7 TO M.P. 430.6 AND
DECK REPAIRS TO THE MAINLINE BRIDGE OVER
THE NORFOLK SOUTHERN RAILROAD AT M.P.
430.05 IN THE BUFFALO DIVISION**

RESOLVED, that the 2009 Contracts Program be amended in order to let H1116.1, Highway Resurfacing from M.P. 427.7 to M.P. 430.6 and Deck Repairs to the Mainline Bridge over the Norfolk Southern Railroad at M.P. 430.05 in the Buffalo Division (total construction and construction



Item 14 by Mr. Waite (Appendix N)

Authorizing an Amendment to the 2009 Contracts Program for H1116.1, Highway Resurfacing from M.P. 427.7 to M.P. 430.6 and Deck Repairs to Mainline Bridge over the Norfolk Southern Railroad at M.P. 430.05 in the Buffalo Division (Continued)

inspection cost of \$4,290,000), in 2009, be, and the same hereby is, approved, and be it further

RESOLVED, that the 2009 Contracts Program be amended to account for the additional \$4,290,000 in Thruway funds, and that a sum of \$4,290,000 in 2009 Thruway cash flow be, and the same hereby is, allocated towards H1116.1 from bid savings and other adjustments made to the 2009 Contracts Program, 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 this item and other Board authorizations and suspend or terminate the contract in the best interests of the Authority, and be it further

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

Item 15 by Mr. Waite (Appendix O)

Authorizing Additional Funding for the Award of TABS 09-18B (D213853), Castleton Bridge Deck Rehabilitation in the Albany Division

Mr. Waite reported that the low bid was received from Harrison & Burrowes Bridge Constructors Inc. in the amount of \$3,995,000. This sum exceeds the Engineer's Estimate by \$694,281.25 or approximately 21 percent. The additional funding needed will come from bid savings.

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



Item 15 by Mr. Waite (Appendix O)

Authorizing Additional Funding for the Award of TABS 09-18B (D213853), Castleton Bridge Deck Rehabilitation in the Albany Division (Continued)

RESOLUTION NO. 5759

**AUTHORIZING ADDITIONAL FUNDING FOR THE
AWARD OF TABS 09-18B (D213853), CASTLETON
BRIDGE DECK REHABILITATION IN THE ALBANY
DIVISION**

RESOLVED, that additional funding for the award of TABS 09-18B, Castleton Bridge Deck Rehabilitation in the Albany Division, to Harrison & Burrowes Bridge Constructors Inc. for their low bid of \$3,995,000 be, and the same hereby is authorized, and be it further

RESOLVED, that an additional sum of \$675,000 be, and the same hereby is, allocated toward contract TABS 09-18B from bid savings and other adjustments made to the 2009 Contracts Program, 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 this item and other Board authorizations and suspend or terminate the contract in the best interests of the Authority, and be it further

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



Item 16 by Mr. Waite (Appendix P)

Authorizing the Execution of a Stipulation Agreement Issued by the New York State Department of Environmental Conservation for the Remediation of Open Spills at Junius Ponds Service Area

Mr. Sall stated that he assumes the Authority was not the cause of the pollution but rather an operator at the service area caused the spill that the Authority is now paying to have cleaned up. Mr. Waite concurred. Mr. Sall inquired if there is going to be any indemnification with respect to the operator. Mr. Waite responded that there would be and that negotiations are underway. The prior operators are primarily ExxonMobil and Sunoco. One of the firms is doing their own remediation and sending the Authority the bill. For the remaining sites the Authority is doing remediation in the first instance and looking to recover costs from the previous operator. The Authority is presently negotiating as to who pays how much. Ms. O'Connor added that the Authority has not yet recovered any of the costs but discussions are taking place with the Attorney General's Office (AG) in terms of proceeding against ExxonMobil and staff is trying to negotiate with Sunoco to come to an agreement on how the Authority will recoup its costs. Mr. Sall inquired if staff thought there was going to be any ultimate expenditure from the Authority or if we will get back everything we've spent. Ms. O'Connor responded that it is too soon to tell, some of these remediations started under terms of the prior agreements and the Authority did have a share because it was impossible going back 50 years to try and ascertain who was responsible throughout that whole period of time. Now however, as there have been some new spills, the contracts are clear moving forward that the operator is responsible for 100 percent of new spills. It's a matter of trying to figure out what we're dealing with at some of these sites. ExxonMobil pulled out before the Authority could come to any agreement with them. Staff brought about four different agreements before the Board regarding ExxonMobil but they backed out each time; so staff have been talking to the AG's office about those sites from a litigation perspective. The AG has advised that the Authority cannot go after ExxonMobil until it has more definitive numbers as to what the cost of the cleanup is going to be.

Mr. Sall inquired if the Authority now does testing when an operator leaves. Mr. Waite responded affirmatively. The current contracts are fairly new, only a year or two old, but before the previous contracts expired Don Bell's staff did a lot of testing to try to pin these spills to the right party. This mitigation will go years into the future and there will be more to come. The Authority has 28 service areas and we haven't gotten into them all yet and there are also spills at Authority maintenance facilities where the remediation costs will be 100 percent on the Authority because we are the only operator there. Mr. Sall asked if the Authority has been proactive with respect to replacing all the tanks. Mr. Waite responded affirmatively, adding that's



Item 16 by Mr. Waite (Appendix P)

Authorizing the Execution of a Stipulation Agreement Issued by the New York State Department of Environmental Conservation for the Remediation of Open Spills at Junius Ponds Service Area (Continued)

where a lot of these issues have come to light. When the old tanks are being removed staff gets a good idea of the extent of the spills. Often the spills travel through the ground creating more work. Mr. Waite questioned his staff to determine if they should go out and try to assess the total cost of a remediation program but in a lot of instances by the time the work begins there's more to do than originally budgeted for. Mr. Sall stated that if the Authority waits to get started on the work the problem only gets worse. Mr. Waite concurred but stated that there is a lot of work to do and not enough money. He is uncertain that the Authority can attack all 28 service areas at the same time. The current operators are replacing equipment, putting in double-wall fiberglass tanks, upgrading the piping, the safety valves and all the equipment that goes with it to prevent leaks and spills. They are also building C Stores and renovating canopies which requires digging and is turning up a lot of issues that the Authority did not anticipate.

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

RESOLUTION NO. 5760

**AUTHORIZING THE EXECUTION OF A STIPULATION
AGREEMENT ISSUED BY THE NEW YORK STATE
DEPARTMENT OF ENVIRONMENTAL
CONSERVATION FOR THE REMEDIATION OF OPEN
SPILLS AT THE JUNIUS PONDS SERVICE AREA**

RESOLVED, the Executive Director or his designee is authorized to execute the stipulation agreement issued by the New York State Department of Environmental Conservation for the remediation of open spills at the Junius Ponds Service Area, and be it further

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



Item 17 by Mr. Waite (Appendix Q)

Authorizing the Execution of a Stipulation Agreement Issued by the New York State Department of Environmental Conservation and an Amendment to the 2009 Contracts Program for the Remediation of an Open Spill at the Ontario Service Area

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

RESOLUTION NO. 5761

AUTHORIZING THE EXECUTION OF A STIPULATION AGREEMENT ISSUED BY THE NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION AND AN AMENDMENT TO THE 2009 CONTRACTS PROGRAM FOR THE REMEDIATION OF AN OPEN SPILL AT THE ONTARIO SERVICE AREA

RESOLVED, the Executive Director or his designee is authorized to execute the stipulation agreement issued by the New York State Department of Environmental Conservation for the remediation of an open spill at the Ontario Service Area, and be it further

RESOLVED, that the 2009 Contracts Program be, and the same hereby is, amended in order to progress the Ontario Service Area remediation project for a letting in 2010, 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 this item and other Board authorizations and suspend or terminate the contract in the best interests of the Authority, and be it further

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



Item 18 by Mr. Bryan (Appendix R)

Confirming and Extending Authorization Granted Under Resolution No. 5384 Relative to the Acceptance of Real Property Reference No. 548-A From Tennessee Gas Pipeline Company; and the Conveyance of Real Property Reference No. 548-B to Same

Mr. Bryan reported that this easement exchange is part of a multi-transactional effort related to the relocation of a gas pipeline that is located in the right of way of the Cross Westchester Expressway. Unfortunately, this easement exchange was been delayed due to problems that arose with another easement exchange that is part of the overall multi-transactional effort. Now that Tennessee Gas and the Authority have come to an agreement on this other exchange, staff is seeking to advance the subject exchange. Since the 1-year authorization to complete this particular exchange has expired, staff is asking the Board to extend the authorization to complete this transaction until May 20, 2010.

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

RESOLUTION NO. 5762

CONFIRMING AND EXTENDING AUTHORIZATION GRANTED UNDER RESOLUTION NO. 5384 RELATIVE TO THE ACCEPTANCE OF REAL PROPERTY REFERENCE NO. 548-A BY THE AUTHORITY FROM TENNESSEE GAS PIPELINE COMPANY; AND THE CONVEYANCE OF REAL PROPERTY REFERENCE NO. 548-B FROM THE AUTHORITY TO TENNESSEE GAS PIPELINE COMPANY

RESOLVED, that the Authority Board hereby confirms the authorization heretofore granted under Resolution No. 5384, and extends such authorization to and through May 20, 2010, and be it further

RESOLVED, that the Executive Director, the Chief Engineer, the Chief Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all steps necessary to implement this Board action, provided that if any adverse comments are received in response to the explanatory statement, the transactions that are the subject of this Board action shall be resubmitted to the Board for



Item 18 by Mr. Bryan (Appendix R)
Confirming and Extending Authorization Granted Under Resolution No. 5384
Relative to the Acceptance of Real Property Reference No. 548-A From Tennessee
Gas Pipeline Company; and the Conveyance of Real Property Reference No. 548-B to
Same (Continued)

further consideration, and be it further

RESOLVED, that the Authority's Contracting Officer determined that this Board action may be implemented by negotiation without public advertising pursuant to Public Authorities Law (hereinafter, "PAL") Article 9, Title 5-A, Section 2897, subdivision (6) (c) (ii) and Thruway Real Property Management Policy (hereinafter, "Policy") section IV. G., and be it further

RESOLVED, that the Authority's Contracting Officer has determined that this Board action complies with PAL Article 9, Title 5-A, the Policy, and all other relevant provisions of law as they relate to real property, and be it further

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

Adjournment

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

Jill B. Warner
Secretary

