



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 678

January 20, 2010

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 10:30 a.m.

There were present:

Chairman John L. Buono
E. Virgil Conway, Board Member, via video conference
Donna J. Luh, Board Member
Brandon R. Sall, Board Member, via video conference
Richard N. Simberg, Board Member

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

In addition, there were present the following staff personnel:

Michael R. Fleischer, Executive Director
William Estes, General Counsel
John Bryan, Chief Financial Officer
Jill Warner, Secretary and Board Administrator
Christopher Waite, Chief Engineer
Thomas Pericak, Division Director, Buffalo Division
William Rinaldi, Division Director, Albany Division
Ted Nadratowski, Division Director, New York Division
Richard Garrabrant, Division Director, Syracuse Division
Kevin Allen, Acting Director, Audit and Management Services, via video conference
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
Tony Kirby, Director, Office of Real Property Management
Harry Lennon, Senior Investigator, Audit and Management Services
Joanne Riddett, Director, Information Technology
Daniel Gilbert, Chief of Staff
Dorraine Steele, Director, Office of Fiscal Audit and Budget
Michael Sikule, Director, Office of Investments and Asset Management
Tracie Sandell, Assistant Counsel
Kimberly Chupa, Public Information Specialist
Also in attendance:
John Armstrong, Assistant Television Engineer, NYN
R.W. Groneman, Public
Stanley Kramer, Bond Counsel, Hawkins Delafield & Wood, LLP
John Puig, Managing Director, RBC Capital Markets
Angela Rodell, Senior Vice President, First Southwest Company
Steven Kantor, Managing Director, First Southwest Company

Chairman Buono noted that he, Ms. Luh, Mr. Conway, Mr. Simberg 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.

Other Business

Chairman Buono reported that Kevin Plunkett, is no longer a member of the Board. Mr. Plunkett took a position with Westchester County and has submitted his resignation from the Board to the Governor. Chairman Buono stated that he wanted to take this opportunity to thank Mr. Plunkett for his service and to thank him for his efforts as Chair of the Governance Committee adding that he did an excellent job, and he is sure Mr. Plunkett will do a wonderful job in his new position in Westchester County.



Item 1 Ms. Warner (Appendix A)
Minutes of Meeting No. 677

On the motion of Ms. Luh, seconded by Mr. Simberg, without any objections, the Board approved the minutes of Meeting No. 677 held on November 18, 2009, which were made available to the Board Members as part of the Agenda.

Report by the Audit and Finance Committee Chair

Mr. Conway reported to the Board on the actions taken by the Audit and Finance Committee at Meeting No. 18, held on January 20, 2010. The Committee approved the following Item to be presented for Board consideration today; the 14th supplemental bond resolution authorizing the issuance of \$600 million for new purposes, \$400 million in refunding authorization, \$1 billion in total for future highway bridge trust fund bonds. Mr. Conway stated that the Authority is really just a pass through for the State on this deal. The Audit and Finance Committee also accepted a report submitted to the Office of the State Inspector General. Finally, the Audit and Finance Committee discussed additional routine business and reports.

Item 2 by Mr. Fleischer (Appendix B)
Report to Thruway Authority Board for Personal Service Contracts Up to \$150,000 for the Period October 1, 2009 through December 31, 2009

Mr. Sall inquired as to why the cap is being increased for Hawkins, Delafield & Wood and asked if the Authority is expecting more work from the firm. Mr. Estes responded that the figure was a report for work that has already been completed and that that is the way we used to contract, the Authority no longer contracts in that way. The contract was signed without an initial amount but staff would increase the contract pursuant to the Executive Director's authorization, up to \$150,000, without going back to the Board. Now contracts, in which there is a cap established, are signed upon Board approval.

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



Item 3 by Mr. Bryan (Appendix C)
Financial Reports – October and November 2009

Mr. Bryan reported that in October and November traffic on the Thruway continued to show some improvement. Commercial traffic through 2009 continued to slow but declines were considerably less than staff had seen earlier in the year. On the passenger side, as staff has seen since the summer, passenger traffic continues to improve over last year showing some pretty decent positive growth rates in all but one month since May.

Mr. Bryan summarized traffic through November. For the first 11 months traffic was down approximately 1 percent over the same period in 2008, mirroring, almost exactly, the trend that's been experienced nationwide on U.S. Interstates and at other toll facilities. It is right on track with the estimates that the Authority's independent traffic engineer provided to staff throughout the year.

With respect to revenues, through the end of November, the Authority collected \$564 million in tolls which was \$45 million higher than the level that was collected in the same period of 2008, representing an increase of approximately 8.6 percent. All the revenue sources, including concession and sundry revenues, slightly offset this increase a little bit with revenues from all sources increasing by \$40 million or 7.3 percent over the first nine months of the year. On the expense side, as staff has seen for nearly 3 years now, cost containment continues to produce good results. The Authority's operating expenses for both the Thruway and the Canal combined through November were up by only 2 percent for the same period in 2008. That's a very low growth rate considering some of the things the Authority has been experiencing.

Mr. Bryan stated that he had some very general and preliminary information about the close out for 2009. There are a lot of reconciliations that go on at the end of the year, and staff is working very hard to get that completed. It looks like revenues may be \$2 to \$3 million less than what staff estimated, but when talking about \$600+ million dollars it is pretty close. Staff is also expecting the Authority's operating expenses to come between \$10 and \$12 million below budget, which is all very good news.

However, Mr. Bryan added, he has to temper that good news because the Federal Aid that staff were expecting from the Department of Transportation (DOT) to support Canal operations did not come as promised. It's a little over \$5.5 million dollars. Mr. Bryan has several calls in to DOT to find out when and if the Authority will get it. He has been told that perhaps by March the Authority may get something,



Item 3 by Mr. Bryan (Appendix C)
Financial Reports – October and November 2009 (Continued)

but he is not sure that that's going to be realistic. Staff is hoping that the Authority will get that aid to support the 2010 Canal budget. Mr. Bryan reported that this will be the last payment the Authority will get in Federal Aid for the Canal, for the operating side.

Mr. Fleischer asked Mr. Bryan to “beef up” the Capital Program section of the charts and graphs provided to the Board. Board Members will see that there are a number of pages that staff added. Mr. Bryan spent time with Mr. Waite going through the charts to show the money in, money out concept of what's going on with the Capital Program on a month to month basis. It will show fund balances, so the Board will get a better idea of what's going on on a monthly basis, from a cash flow perspective which will be a nice supplement to Mr. Waite's monthly report. Mr. Waite thanked Mr. Bryan for bringing up the monthly report, which unfortunately he was not able to provide to the Board in time for the January meeting so it's not on the agenda. But he added that he did have the draft monthly report in front of him and obviously any questions the Board might have on how the year ended up, he would be able to provide that information at this time.

Mr. Sall stated that with respect to the operating expenses, he saw that staff has been pretty good with cost containment, but the line item Thruway maintenance, under engineering, is up 14 percent year to date. He asked for an explanation as to why that might be. Mr. Bryan deferred the question to Ms. Steele for an exact answer adding that it would fall under Mr. Bell's department. Ms. Steele responded that she thought it was the snow and ice removal costs that staff experienced earlier last January and February, adding that the price of salt and the usage of salt was much higher, it was an additional \$2.5 to \$3 million due to snow and ice costs.

Mr. Simberg stated that he is a little more pessimistic about the traffic and the revenues coming in in slowing increases because the Authority is coming off 2007 and 2008, when gas was up to \$4 or \$5 and people were just beginning the really tough times of the economy, and when looking at these reports just going from year to year there are big swings. People sometimes get a false sense of security. He does not think the Authority is that secure as far as increases going into the future in terms of traffic. Mr. Bryan agreed. Mr. Simberg also added Commercial truck traffic is still way down because of the economy. Mr. Bryan responded that the Authority is running a couple percent per month above last year, but last year was kind of a “bloody period” for traffic. So the Authority is not back at pre-recession levels yet and is not budgeted assuming that either. Mr. Bryan added that Mr. Simberg raises a



Item 3 by Mr. Bryan (Appendix C)
Financial Reports – October and November 2009 (Continued)

good point about the future because while you do hear some good news being reported, you also get a little bad news every now and then. His concern is that the value of the dollar is still exceptionally low and staff has not seen the world market start to heat up yet, and when India and China's economies start heating up, staff may see gas prices rise up again, and the way that oil is traded on the commodities market has not fundamentally been changed. There are some people talking about a double dip recession. The Authority may experience a double dip in traffic if staff starts seeing gas prices rise to a point that will change peoples travel behavior. Mr. Simberg stated that that was the context of his question that staff might get mislead and start planning for a more rosy future than the Authority will see, adding it's better to hope for the best, plan for the worst. Mr. Bryan agreed and stated that that is how the Authority budgeted and planned for 2010.

Chairman Buono inquired about the \$5.5 million that DOT is not passing through on the Canal and what recourse the Authority has. Mr. Bryan added that the Authority really has no recourse. Federal Aid goes directly to state DOT's and they allocate it. The Authority does not have an agreement with DOT that would trigger something coming to the Authority automatically. In fact, the money that staff has gotten for canal support and for other things, tends to be rather noisy. It tends to ebb and flow from year to year. The Authority was never really committed to a certain level since the agreement expired. Last year there was a certain commitment made to the Authority and then mid-year DOT decided to provide a smaller amount, and then this year DOT said they were going to take it away entirely and staff managed to work with DOT's front office to secure \$5.6 million as a final payment for 2009 unfortunately, due to the Federal aid recissions DOT was not able to make a payment to the Authority by the end of the year. Mr. Bryan has been told that it could be made to the Authority shortly, but as staff had pointed out to him yesterday, the Federal paperwork has yet to be filled out, and that tends to add tail to it, so it could be this summer perhaps, if at all. This is the Transportation Enhancements Program ("TEP") funding and on the Federal level that program has essentially been rescinded. The Feds are now struggling with their own Trust Fund solvency and from what Mr. Bryan understands, there is a big effort to consolidate the myriad of programs on the Federal level into a more simplistic group of programs and the TEP program is one that is likely going to be eliminated, meaning this aid won't be available in the future.

Following discussion regarding the financial condition of the Authority, on the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board



Item 3 by Mr. Bryan (Appendix C)
Financial Reports – October and November 2009 (Continued)

accepted the Financial Report for the months of October and November 2009.

Item 4 by Mr. Bryan (Appendix D)
Rescinding Resolution No. 4579, which Established the New York State Thruway Authority Occupancy and Work Permit Accommodation Policy (TAP-401) as a Board Policy, and Transforming the Rescinded Policy into a Manual of Guidelines

Mr. Bryan reported that this Item is being advanced to the Board today on the recommendation of the Governance Committee. The resolution seeks Board approval to do three principal things. First, to rescind the Thruway's occupancy and work permit policy directives that are embodied in Thruway Administrative Policy No. 401 which staff refers to as TAP-401. Second, transforming TAP-401 into a new customer friendly manual of guidelines that identify and explain the basic and pertinent permitting elements and procedures already established in the Thruway Real Property Management Policy and the Thruway Real Property Management Standard Operating Procedures Manual. Third, giving the contracting officer, currently Mr. Bryan, the authority to make future changes to these new guidelines as deemed necessary.

TAP-401 was originally approved by the Board in October 1995, and outlines requirements for the permitted use of Authority real property. In its current form, TAP-401 is inconsistent with the Authority's Board approved Thruway Real Property Management Policy and the Thruway Real Property Management Standard Operating Procedures Manual which the Board approved subsequent to TAP-401. The Authority essentially has this old Board approved manual out there that is dated and aged and there is some confusion and inconsistencies that exist that trouble staff and potential permittees. So rather than throwing TAP-401 out, staff has transformed it into a user friendly manual so if someone is interested in permitting Authority land, occupying the land, or working on the land, staff can show them an easy manual of how to go through the process, which gets more interesting and complicated as the Authority adapts to requirements under the Public Authority Accountability Act, etc. This revision is for the Thruway only. Staff has already initiated the process to do something similar for the Canal, and hope by the end of this year to be able to bring forth a TAP-401 type user friendly document for Canal permitting, which has the largest share of permits.

Chairman Buono confirmed that this was in fact recommended to be forwarded to the Board by the Governance Committee. Mr. Bryan concurred. Mr.



Item 4 by Mr. Bryan (Appendix D)

Rescinding Resolution No. 4579, which Established the New York State Thruway Authority Occupancy and Work Permit Accommodation Policy (TAP-401) as a Board Policy, and Transforming the Rescinded Policy into a Manual of Guidelines (Continued)

Fleischer confirmed that staff is not getting any greater authority than it had previously, it is just cleaning up the manual. Mr. Bryan concurred.

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

RESOLUTION NO. 5793

RESCINDING RESOLUTION NO. 4579, WHICH ESTABLISHED THE NEW YORK STATE THRUWAY AUTHORITY OCCUPANCY AND WORK PERMIT ACCOMMODATION POLICY (TAP-401) AS A BOARD POLICY, AND TRANSFORMING THE RESCINDED POLICY INTO A MANUAL OF GUIDELINES

RESOLVED, that Resolution No. 4579 which established the New York State Thruway Authority Occupancy and Work Permit Accommodation Policy (TAP-401) dated October 1995 as a Board Policy (Exhibit 1) be, and the same hereby is, rescinded, and be it further

RESOLVED, that the Contracting Officer be, and he hereby is, authorized and directed to transform the substance of the rescinded policy into a new customer-friendly manual of guidelines consistent with the Thruway Authority Real Property Management Policy, Thruway Authority Real Property Management Standard Operating Procedures Manual, and current practices, and be it further

RESOLVED, that the Contracting Officer be, and he hereby is, authorized to issue such guidelines and modify or amend such guidelines from time to time as he deems appropriate, and be it further

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



Item 5 by Mr. Bryan (Appendix E)

Approving and Adopting the Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A, and Amending the Resolution, 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 2010A 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 2010A Bonds

Mr. Bryan reported that this Item is being advanced to the Board today on the recommendation of the Audit and Finance Committee. The resolution seeks the Board's approval to issue a new series of Dedicated Highway and Bridge Trust Fund bonds. The Trust Fund bonds are issued on behalf of the State at the request of the Division of the Budget and are secured by payments made to the Authority from funds held in the State's Dedicated Highway and Bridge Trust Fund which is funded by a wide variety of State taxes and fees dealing with motor vehicle use and fuels. 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 the state fails to pay for any of the necessary debt service. The bond funds generated from this proposed transaction will be used to help finance the State's highway and bridge program. The Governor is proposing a two year, \$7 billion capital program for the State DOT, and these bonds will play an important role in financing the projects in that program. The resolution also authorizes the Authority to issue up to \$600 million in new money bonds and up to an additional \$400 million for a potential refunding, depending on market factors. It's important to note that all or a portion of a series of these bonds may be issued as Build America Bonds which are allowed under the American Recovery and Reinvestment Act of 2009, more commonly known as the stimulus. If the Board has any questions, John Puig from RBC Capital Markets is here, he serves as the Authority's lead underwriter, and Angela Rodell and Steve Cantor are here from the Authority's financial advisory firm First Southwest, and Stan Kramer is also here from Hawkins, Delafield, & Wood, serving as Authority bond counsel.

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

RESOLUTION NO. 5794
APPROVING THE FORM OF AND ADOPTING THE
FOURTEENTH SUPPLEMENTAL BOND RESOLUTION
AUTHORIZING THE ISSUANCE OF SECOND



Item 5 by Mr. Bryan (Appendix E)

Approving and Adopting the Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A (Continued)

GENERAL HIGHWAY AND BRIDGE TRUST FUND BONDS, SERIES 2010A AND AMENDING THE RESOLUTION, 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 2010A 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 2010A BONDS

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



Item 5 by Mr. Bryan (Appendix E)

Approving and Adopting the Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A (Continued)

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 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



Item 5 by Mr. Bryan (Appendix E)

Approving and Adopting the Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A (Continued)

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 Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A (the “Fourteenth Supplemental Resolution”), supplementing the Second General Trust Fund Resolution, to authorize the issuance of such Second General Highway and Bridge Trust Fund Bonds, Series 2010A 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 amending the provisions of each of the First General Trust Fund Resolution and the Second General Trust Fund Resolution relating to the selection of bonds to be redeemed in partial redemption, and authorizing the additional pledge of federal subsidy payments on BAB’s to pay debt service on Trust Fund Bonds, 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 2010A (the “Series 2010A Bonds”) in one or more series or sub-series, all or a portion which (other than refunding bonds) may be designated as Build America Bonds, in order to (i) refund all or a portion of the Outstanding Trust Fund Bonds in an amount not to exceed \$400,000,000; (provided the foregoing conditions are satisfied) and (ii) finance the costs of various Projects and pay certain costs of issuance of the Series 2010A Bonds in an amount not to exceed \$600,000,000, and be it further



Item 5 by Mr. Bryan (Appendix E)

Approving and Adopting the Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A (Continued)

RESOLVED, that any refunding bonds authorized hereby may be issued simultaneously with or subsequent to the issuance of Series 2010A Bonds that are issued to finance new projects, but not later than May 31, 2010; 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 Fourteenth Supplemental Resolution its Series 2010A 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 Fourteenth 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 Fourteenth 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 2010A 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



Item 5 by Mr. Bryan (Appendix E)

Approving and Adopting the Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A (Continued)

the Series 2010A 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 2010A 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 2010A 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 2010A 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 Fourteenth Supplemental Resolution or a Certificate of Determination (as defined in the Second General Trust Fund Resolution) shall be distributed to members of the



Item 5 by Mr. Bryan (Appendix E)

Approving and Adopting the Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A (Continued)

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 2010A 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 Fourteenth 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



Item 5 by Mr. Bryan (Appendix E)

Approving and Adopting the Fourteenth Supplemental Bond Resolution Authorizing the Issuance of Second General Highway and Bridge Trust Fund Bonds, Series 2010A (Continued)

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 Fourteenth 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. Estes (Appendix F)

Authorizing the Executive Director to Negotiate and Execute an Agreement with Holland & Knight, LLP to Provide Special Bond Counsel Services to the Authority for the Issuance of State-Supported Special Obligations

Mr. Estes reported that at the September 16, 2009 Board Meeting, the Board authorized the Executive Director to negotiate and execute agreements with three law firms, and two joint ventures between law firms, to provide special bond counsel services. Those firms were Harris Beach, Hawkins Delafield & Wood, Hiscock & Barclay with the law offices of Joseph Reed, which is a certified MWBE firm, Holland & Knight with Rivera, Driscoll & Carey, which also is a certified MWBE firm and Sidley Austin. These contracts were for five years with a maximum amount payable of \$500,000. In two years, after the five years, a supplemental RFP for special bond counsel services will be issued. Before staff executed a contract with Holland & Knight and Rivera, Driscoll & Carey, Rivera, Driscoll & Carey notified the Authority



Item 6 by Mr. Estes (Appendix F)

Authorizing the Executive Director to Negotiate and Execute an Agreement with Holland & Knight, LLP to Provide Special Bond Counsel Services to the Authority for the Issuance of State-Supported Special Obligations (Continued)

that it would be dissolving as a law firm, however, even without the joint venture, staff has determined that Holland & Knight is still one of the five highest scoring firms to provide special bond counsel services. Therefore, staff recommended that the Board authorize the Executive Director to negotiate and execute an agreement with Holland & Knight to provide special bond counsel services for the issuance of state supported debt.

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

RESOLUTION NO. 5795

AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE AN AGREEMENT WITH HOLLAND & KNIGHT, LLP TO PROVIDE SPECIAL BOND COUNSEL SERVICES TO THE AUTHORITY FOR THE ISSUANCE OF STATE-SUPPORTED SPECIAL OBLIGATIONS

RESOLVED, that the Executive Director be, and hereby is, authorized to negotiate and execute an agreement with Holland & Knight, LLP to provide special bond counsel services for State-supported special obligations on an as-needed and non-exclusive basis, and be it further

RESOLVED, that such agreement shall be for a term of five (5) years commencing January 1, 2010 with a maximum amount payable of \$500,000 and shall be on such other terms and conditions that the Executive Director, in consultation with the General Counsel, determines to be in the best interests of the Authority, and be it further

RESOLVED, that the special bond counsel pool will now contain the law firm of Holland & Knight, LLP, in addition to Harris Beach, PLLC; Hawkins Delafield & Wood, LLP; Hiscock & Barclay/Law Offices of Joseph C. Reid, P.A. and Sidley Austin, LLP who were selected to the



Item 6 by Mr. Estes (Appendix F)

Authorizing the Executive Director to Negotiate and Execute an Agreement with Holland & Knight, LLP to Provide Special Bond Counsel Services to the Authority for the Issuance of State-Supported Special Obligations (Continued)

pool at the September 16, 2009 Board Meeting, 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 these agreements, manage and administer these agreements, amend the provisions of the agreements consistent with the terms of this item and other Board authorizations, and suspend or terminate the agreements 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

Item 7 by Mr. Bell (Appendix G)

Authorizing the Executive Director to Extend a One-Year Extension of the Agreement with Mark IV Industries, Inc. (C100125)

Mr. Bell reported that this Item requests authorization for the Executive Director to execute a one-year extension to the current contract with Mark IV for the purchase of E-Z Pass tags and readers. The inter-agency group's procurement process for the next generation of E-Z Pass equipment is still ongoing. Staff is beginning to test two vendors' equipment to ensure it meets the specifications and the contract requirements. That's expected to be completed in the spring or summer of next year. In order to continue operation of the current E-Z Pass system, the Authority needs the ability to replace tags, purchase new tags for customers and replace lane equipment as required to keep operating efficiency running. Currently the Authority collects nearly 69 percent of the Authority's revenue through the E-Z Pass system. It is critical that the Authority keep this system operating efficiently. All of the other IAG members have either already extended their contracts with Mark IV or are in the process of doing the same thing.

Mr. Simberg inquired as to whether Mark IV has any proprietary patents on this equipment. Mr. Bell responded that Mark IV has numerous patents on different



Item 7 by Mr. Bell (Appendix G)

Authorizing the Executive Director to Extend a One-Year Extension of the Agreement with Mark IV Industries, Inc. (C100125) (Continued)

equipment. Some of their patents expire in March of 2010, while some extend for different elements of their products later.

Mr. Simberg stated that it's wonderful that all these different toll authorities are cooperating as well as they are in trying to go forward and inquired if there is an eye to getting less proprietary in future developments, because in the electronics world everything changes every month, and he thinks the more opportunity there is on this, the better off all the agencies are going to be and he hopes it's pointed in that direction. Mr. Bell responded that part of the review of the proposals includes significant efforts reviewing the patents that each company has or claims to have and one of the Authority's attorneys, Kathy McCartney, is the head of the legal committee for the IAG, and they are spending extensive effort reviewing those issues. Mr. Simberg stated that he was hoping that eventually they will end up with sort of a generic specification with some price competition. Mr. Bell responded that if there was a Federal law that said this is the technology that is going to be used and made it a generic platform, currently the proposers all have some level of patent either on tags, readers, the way the readers interact with the tags, there is no completely generic patent free system out there right now. Mr. Simberg inquired if they can be compatible so you don't have to take just one vendor. Mr. Bell concurred, adding that the RFP required that the current system be operable during any transition period. Not necessarily that it is an absolute plug and play, although that would be the ideal situation obviously, but working within what systems are available on the market today. Mr. Simberg stated that he is glad to see it is progressing.

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

RESOLUTION NO. 5796

**AUTHORIZING THE EXECUTIVE DIRECTOR TO
EXECUTE A ONE-YEAR EXTENSION OF THE
AGREEMENT WITH MARK IV INDUSTRIES, INC.
(C100125)**

**RESOLVED, that the Executive Director be, and he
hereby is, authorized to execute a one-year extension of the
Mark IV Industries, Inc. (Mark IV") Agreement (C100125)**



Item 7 by Mr. Bell (Appendix G)

Authorizing the Executive Director to Extend a One-Year Extension of the Agreement with Mark IV Industries, Inc. (C100125) (Continued)

for the purchase of tags, readers and other equipment integral to the E-ZPass system, and be it further

RESOLVED, that the Authority's Chief Financial Officer be, and hereby is, authorized to charge expenditures for goods and services provided pursuant to such extension to the Operating Budget, 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 extension, manage and administer the extension, amend the provisions of the extension consistent with the terms of this item and other Board authorizations and suspend or terminate the extension 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

Item 8 by Mr. Bell (Appendix H)

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

Mr. Bell reported that this item requests authorization for the Executive Director to enter into a one-year contract extension with the New York State Police for the continuation of Troop T services on Interstate 84 (I-84). The Authority currently maintains I-84 under contract with the New York State Department of Transportation (DOT) with DOT reimbursing the Authority for all costs. The contract the Authority has with the State Police expires at the end of March 2010, and that contract also calls for the State Police to reimburse the Authority for all costs associated with police services on I-84. This authorization would simply extend this contract one year.



Item 8 by Mr. Bell (Appendix H)

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

Ms. Luh congratulated Major Meyers and the State Police on the services they provide. She stated that she always receives many compliments about the good work that the State Police Troops do. Major Meyers thanked Ms. Luh for her remarks.

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

RESOLUTION NO. 5797

**AUTHORIZING THE EXECUTIVE DIRECTOR TO
EXTEND THE 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, 2011 the agreement with the New York State Division of 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 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



Item 9 by Mr. Waite (Appendix I)

Approving Supplemental Agreement No. 1 to D213692 with Clark Patterson Engineers, Surveyor and Architects, P.C. for Biennial Bridge Inspections in New York and Albany Divisions

Mr. Waite reported that the Authority is in the final two years of the multi-year capital program and is really up to speed right now heading into the last two years. This year staff anticipates over \$600 million in lettings. Last year staff did about \$170 million. It's a giant step up in the amount of work that staff is putting out, and it's taken a few years to get the designs cranked out and actually hit the street now. The Board will see a lot of inspection work because staff doesn't assign the inspection firms until the design is done. It's going to be a busy season, and this will be the first Board Meeting where this all comes to fruition.

At Meeting No. 664 back in February 2008, the Board approved an agreement with Clark Patterson, to complete the biennial bridge inspection, sign structure, and high mass lighting structure inspections for the 2008 and 2009 two year Federal cycle, and that agreement had a maximum amount payable of \$3 million. The agreement also had the caveat to extend the agreement if the firm was satisfactory. At this time, staff is requesting approval of Supplemental Agreement No. 1 in the amount of \$3.3 million. The supplemental will provide funding to complete the next round of bridge, sign structure and high mass lighting inspection during 2010 and 2011. The firm did a good job for the Authority, performed well, and will be able to do the next round with fewer hours.

Mr. Sall stated that there is certain language that allows staff to spend up to \$6.6 million on this particular job on that motion, and he can understand that inspecting bridges might require some expertise that might be outside the scope of what staff can do in-house, but with regard to sign inspections and high mass lighting structure inspections he inquired if those require outside expertise. Mr. Waite responded that some of it does, adding that two-thirds of the Authority's bridges are inspected with its own forces. What staff sets aside for consultants are some of the larger bridges. In fact, this supplemental agreement will cover inspections of the Tappan Zee, Schoharie Creek, Castleton, East Chester Creek, and Byron River, some of the major structures on the Authority's system. In addition to that, there are five diving inspections and fathometer surveys which are beyond the scope of what staff can do. The Authority also has quite a few high mass light communication tower inspections. These are new towers that are being erected at Woodbury and Exit 17. So what the Authority can do with its own forces it does, but some of these major structures do require outside expertise.



Item 9 by Mr. Waite (Appendix I)

Approving Supplemental Agreement No. 1 to D213692 with Clark Patterson Engineers, Surveyor and Architects, P.C. for Biennial Bridge Inspections in New York and Albany Divisions(Continued)

Mr. Sall inquired as to what high mass lighting structures are. Mr. Waite responded that high mass lighting structures are generally about 100 feet tall and have a ring of powerful lights at the top. They are located locally at Interchanges 24 and 23 and are subject to rust, cracks, and they have welds that staff doesn't have the equipment to get up that high to look at, so that is why the Authority brings in outside firms.

Mr. Sall then inquired as to sign inspections, asking if that's just inspecting signs to make sure they are secure and have no rust. Mr. Waite replied that these are good size signs that sometimes stretch over 3 or 4 lanes of the Thruway and are in the shape of a truss with many connections that are fatigue prone due to wind loads and tractor trailers riding beneath them and bouncing them up and down. Some of the older ones are aluminum, the newer ones are steel, but they are all prone to fatigue and a lot of traffic control is involved. The Thruway usually provides the traffic control for the consultants to get out on the signs and inspect the welds. Mr. Sall asked why those functions aren't something that can be done in-house, inquiring if that requires expertise that staff doesn't have or if it is more efficient to have outside engineering firms do it. Mr. Waite responded that generally, when inspecting steel or metal structures, there are some tests such as magnetic particle tests and magnetic flux tests. The Authority does have two people in-house with that expertise, but it is well short of what the Authority needs to do the entire 640 mile system, so staff does need outside help for that.

Mr. Sall inquired as to what the likelihood is that staff will spend more than the \$3.3 million on this job. Mr. Waite responded that he thinks it is unlikely, because the scope of work is well defined. It's not like when firms are underground finding things that staff didn't detect. Year to year to year staff knows what's on the program with the bridge inspection. Mr. Sall stated that staff is asking the Board to approve an expenditure not to exceed \$6.3 million on this. Mr. Waite concurred, adding that the alternative would be not to extend this particular consultant's contract and to bring on board another one and it would still cost \$3.3 million. He clarified that the first \$3 million has already been spent on the 2008 and 2009 inspections.



Item 9 by Mr. Waite (Appendix I)

Approving Supplemental Agreement No. 1 to D213692 with Clark Patterson Engineers, Surveyor and Architects, P.C. for Biennial Bridge Inspections in New York and Albany Divisions(Continued)

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

RESOLUTION NO. 5798

APPROVING SUPPLEMENTAL AGREEMENT NO. 1 TO D213692 WITH CLARK PATTERSON ENGINEERS, SURVEYOR AND ARCHITECTS, P.C. FOR BIENNIAL BRIDGE INSPECTIONS IN NEW YORK AND ALBANY DIVISIONS

RESOLVED, that the proposed Supplemental Agreement No. 1 to D213692 with Clark Patterson Engineers, Surveyor and Architects, P.C., 186 North Water Street, Rochester, New York 14604 for the inspection of bridges, sign structures and high mast lighting structures, in New York and Albany Divisions during 2010 and 2011, for an additional sum of \$3,300,000 (sufficient funds are available in Item BS909.1 of the 2010 Contracts Program), be, and the same hereby is, approved, and be it further

RESOLVED, that the revised Maximum Amount Payable for this Agreement (D213692) be \$6,300,000, 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 Supplemental Agreement, manage and administer the Supplemental Agreement, amend the provisions of the Supplemental Agreement consistent with the terms of this Item and in accordance with the 2010 Contracts Program Resolution No. 5790 and other Board authorizations, and suspend or terminate the Supplemental 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 10 by Mr. Waite (Appendix J)

Approving Supplemental Agreement No. 1 to D213693 with DiDonato Associates, P.E., P.C. for Biennial Bridge Inspections in Syracuse and Buffalo Divisions

Mr. Waite reported that this Item is quite similar to Item 9. This is a Supplemental Agreement No. 1 for the firm DiDonato Associates and the difference is that this firm is doing the same type of work as Clark Paterson except in the Syracuse and Buffalo Divisions. Similarly, they have communication towers, 135 more signs than in the last go around, 10 bridges this time, instead of 4, for diving and fathometer inspections. In addition, the Authority had a red flag on the North Grand Island Bridge a few months ago due to a gusset plate. It is inactivated right now, because staff made some temporary repairs, but once there is a red flag of that nature it mandates a special bridge inspection. So the North Grand Island Bridge has unexpectedly been put in DiDonato's contract and they will be re-inspecting the North Grand Island Bridge. Staff is requesting a Supplemental Agreement worth \$2.125 million for the next two year cycle in Syracuse and Buffalo.

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

RESOLUTION NO. 5799

**APPROVING SUPPLEMENTAL AGREEMENT NO. 1 TO
D213693 WITH DIDONATO ASSOCIATES, P.E., P.C.
FOR BIENNIAL BRIDGE INSPECTIONS IN SYRACUSE
AND BUFFALO DIVISIONS**

RESOLVED, that the proposed Supplemental Agreement No. 1 to D213693 with DiDonato Associates, P.E., 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 2010 and 2011, for an additional sum of \$2,125,000 (sufficient funds are available in Item BS909.2 of the 2010 Contracts Program), be, and the same hereby is, approved, and be it further

RESOLVED, that the revised Maximum Amount Payable for this Agreement (D213693) be \$4,175,000, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers



Item 10 by Mr. Waite (Appendix J)

Approving Supplemental Agreement No. 1 to D213693 with DiDonato Associates, P.E., P.C. for Biennial Bridge Inspections in Syracuse and Buffalo Divisions (Continued)

reserved to the Authority under the provisions of the Supplemental Agreement, manage and administer the Supplemental Agreement, amend the provisions of the Supplemental Agreement consistent with the terms of this Item and in accordance with the 2010 Contracts Program Resolution No. 5790 and other Board authorizations, and suspend or terminate the Supplemental 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 11 by Mr. Waite (Appendix K)

Authorizing Negotiation and Execution of Four Term Agreements (D213916, D213930, D213931 and D213932) with Four Firms for Construction Inspection Support Services

Mr. Waite stated that this Item requests authorization to negotiate and execute four term agreements with four firms for construction inspection support across the State. The Authority has four different firms designated in accordance with its policies and procedures. A Maximum Amount Payable for each agreement is not to exceed what staff has budgeted (see Exhibit A). Information on each of these agreements will be shown in the Quarterly Report. These agreements cover Albany, Buffalo and New York Divisions. In Syracuse, the Authority already had sufficient staff on board and consultant services on board, so there was no need for a term agreement there.

Mr. Sall stated that in terms of the engineers for the New York Division there are two for the Item, one based on Long Island and one based in Pleasantville. He inquired as to why staff divides that up in New York as opposed to going to one of the engineers and maybe getting better pricing. Mr. Waite responded that the amount of work in the Division is such that one firm really couldn't staff it to the Authority's satisfaction. Some of these projects are small, some of them are larger. The Authority needs the flexibility to be able to plug in people for a short duration on a small project. So the Board will notice one Maximum Amount Payable is \$1 million and the other one is only half that amount. Two million dollar jobs would be



Item 11 by Mr. Waite (Appendix K)

Authorizing Negotiation and Execution of Four Term Agreements (D213916, D213930, D213931 and D213932) with Four Firms for Construction Inspection Support Services (Continued)

more than the Authority needs and it would have money left over. So staff is just trying to size these to match the Authority's needs. These supplement what Authority staff does in the Divisions too. Mr. Sall asked if the firm based in Long Island handles the inspections in the New York City area, on I-95, or if they are coming up into the Westchester area as well. Mr. Waite responded both. The Authority has used this firm for many years and they've been available wherever the Authority has needed them, but I-95 certainly, they can deal with small jobs on that as well.

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

RESOLUTION NO. 5800

AUTHORIZING NEGOTIATION AND EXECUTION OF FOUR TERM AGREEMENTS (D213916, D213930, D213931 and D213932) WITH FOUR ENGINEERING FIRMS FOR CONSTRUCTION INSPECTION SUPPORT SERVICES

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to negotiate and execute term agreements (D213916, D213930, D213931 and D213932) for construction inspection services with the four (4) engineering firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete the projects to be inspected through this agreement, with the Maximum Amount Payable of each of these agreements not to exceed the amount shown in the attached Exhibit A, 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 agreements, manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this Item and in accordance with the 2010 Contracts Program Resolution No. 5790 and other Board



Item 11 by Mr. Waite (Appendix K)

Authorizing Negotiation and Execution of Four Term Agreements (D213916, D213930, D213931 and D213932) with Four Firms for Construction Inspection Support Services (Continued)

authorizations, and suspend or terminate the agreements in the best interests of the Authority, and be it further

RESOLVED, that information relating to each agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities which will include the date of execution of each 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 Agreement D213869 with Barton & Loguidice, P.C. for Construction Inspection Services Relative to TAS 09-22 (D213861), Highway Resurfacing between Geneva (Exit 42, M.P. 327.5) and Canandaigua (Exit 44, M.P. 347.1) and D213860, Highway Resurfacing between West of Weedsport (Exit 40, M.P. 313.8) and Waterloo (Exit 41, M.P. 320.7) in the Syracuse Division

Mr. Waite stated that this Item requests authorization to negotiate and execute an engineering agreement with Barton & Loguidice, P.C., for construction inspection relative to two highway resurfacing jobs in the western part of New York. The larger job is 20 miles long and was let a month or so ago, and there is a smaller job that staff will be letting in April. The Maximum Amount Payable for the agreement will be approximately \$1.6 million.

Chairman Buono inquired as to what it costs the Authority in this instance for a mile of resurfacing. Mr. Waite responded that it was approximately \$14 million for the 20 mile job, so it's about \$250,000 a mile.

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



Item 12 by Mr. Waite (Appendix L)

Authorizing Negotiation and Execution of Engineering Agreement D213869 with Barton & Loguidice, P.C. for Construction Inspection Services Relative to TAS 09-22 (D213861), Highway Resurfacing between Geneva (Exit 42, M.P. 327.5) and Canandaigua (Exit 44, M.P. 347.1) and D213860, Highway Resurfacing between West of Weedsport (Exit 40, M.P. 313.8) and Waterloo (Exit 41, M.P. 320.7) in the Syracuse Division (Continued)

RESOLUTION NO. 5801

AUTHORIZING NEGOTIATION AND EXECUTION OF ENGINEERING AGREEMENT D213869 WITH BARTON & LOGUIDICE, P.C. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAS 09-22 (D213861), HIGHWAY RESURFACING BETWEEN GENEVA (EXIT 42, M.P. 327.5) AND CANANDAIGUA (EXIT 44, M.P. 347.1) AND D213860, HIGHWAY RESURFACING BETWEEN WEST OF WEEDSPORT (EXIT 40, M.P. 313.8) AND WATERLOO (EXIT 41, M.P. 320.7) IN THE SYRACUSE DIVISION

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering agreement D213869 with Barton & Loguidice, P.C., 290 Elwood Davis Road, Syracuse, New York 13220 for construction inspection services relative to TAS 09-22 (D213861), Highway Resurfacing between Geneva (Exit 42, M.P. 327.5) and Canandaigua (Exit 44, M.P. 347.1) and D213860, Highway Resurfacing between west of Weedsport (Exit 40, M.P. 313.8) and Waterloo (Exit 41, M.P. 320.7) in the Syracuse Division, provided that the Maximum Amount Payable does not exceed \$1,600,000 (Items H2171.1 and H905.1 of the 2010 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 2010 Contracts Program Resolution No. 5790 and other Board



Item 12 by Mr. Waite (Appendix L)

Authorizing Negotiation and Execution of Engineering Agreement D213869 with Barton & Loguidice, P.C. for Construction Inspection Services Relative to TAS 09-22 (D213861), Highway Resurfacing between Geneva (Exit 42, M.P. 327.5) and Canandaigua (Exit 44, M.P. 347.1) and D213860, Highway Resurfacing between West of Weedsport (Exit 40, M.P. 313.8) and Waterloo (Exit 41, M.P. 320.7) in the Syracuse Division (Continued)

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 Agreement D213921 with LiRo Engineers, Inc. for Construction Inspection Services Relative to TAB 09-53B, Rehabilitation of Four Bridges and Pavement Rehabilitation/Resurfacing from M. P. 366.0 to M. P. 367.49 in the Buffalo Division

Mr. Waite stated that this Item requests authorization to negotiate and execute an engineering agreement with LiRo Engineers, Inc., for construction inspection services relative to contract TAB 09-53B, which is for the rehabilitation of four bridges, and a mile of pavement between the bridges, in the Buffalo Division between mileposts 366 and 367. The Authority received 12 letters of interest, seven made it to the short list, and LiRo was the top rated firm. Staff bid this contract in December for \$12.2 million. The cost to inspect is approximately \$1.4 million which is 11 percent of the construction cost and while 11 percent may seem higher than the usual 10 percent or so, complexity due to the four bridges drives the cost up on the inspection.

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



Item 13 by Mr. Waite (Appendix M)
Authorizing Negotiation and Execution of Engineering Agreement D213921 with
LiRo Engineers, Inc. for Construction Inspection Services Relative to TAB 09-53B,
Rehabilitation of Four Bridges and Pavement Rehabilitation/Resurfacing from M. P.
366.0 to M. P. 367.49 in the Buffalo Division (Continued)

RESOLUTION NO. 5802

**AUTHORIZING NEGOTIATION AND EXECUTION OF
ENGINEERING AGREEMENT D213921 WITH LIRO
ENGINEERS, INC. FOR CONSTRUCTION INSPECTION
SERVICES RELATIVE TO TAB 09-53B,
REHABILITATION OF FOUR BRIDGES AND
PAVEMENT REHABILITATION/RESURFACING FROM
M.P. 366.0 TO M.P. 367.49 IN THE BUFFALO DIVISION**

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering agreement D213921 with LiRo Engineers, Inc., 690 Delaware Avenue, Buffalo, New York 14209 for construction inspection services relative to TAB 09-53B, Rehabilitation of Four Bridges and Pavement Rehabilitation/Resurfacing from M.P. 366.0 to M.P. 367.49 in the Buffalo Division, provided that the Maximum Amount Payable does not exceed \$1,400,000 (Items B433.3, B440.1 and B899.1 of the 2010 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 2010 Contracts Program Resolution No. 5790 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



Item 13 by Mr. Waite (Appendix M)

Authorizing Negotiation and Execution of Engineering Agreement D213921 with LiRo Engineers, Inc. for Construction Inspection Services Relative to TAB 09-53B, Rehabilitation of Four Bridges and Pavement Rehabilitation/Resurfacing from M. P. 366.0 to M. P. 367.49 in the Buffalo Division (Continued)

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 Negotiation and Execution of Engineering Agreement D213935 with DiDonato Associates, P.E., P.C. for Construction Inspection Services Relative to TAB 09-55A, Replacement of the New York State Police Zone Headquarters Building in the Buffalo Division

Mr. Waite stated that this Item requests authorization from the Board to negotiate and execute and an engineering agreement with DiDonato Associates, a firm from Buffalo, to inspect contract TAB 09-55A, which is the replacement of the New York State Police Zone Headquarters in the Buffalo Division. On December 16, 2009 staff received bids for this project and the low bidder was Pepe Construction, Inc. with a bid of \$2.99 million for the new Zone building. It's going to take about a year and a half to construct and staff believes it will cost almost \$500,000 to inspect it, which is about 16 percent of the construction value. The cost is a budgeted figure based on what staff believes will be the number of person hours that are required to inspect the work, and the percent is on the high side due to the low bid. The bids came in quite a bit below what staff had estimated. The Authority is getting this built for about half of what staff thought it was going to cost. Mr. Waite stated that the original estimate was \$5.1 million. Thinking back to the inflation staff saw over the past couple of years, in part, the estimate was high due to some skittishness on the part of the architects and engineers, not knowing where prices might go. Looking at the eight bids staff received that were fairly tightly grouped, all eight were underneath the estimate. At first staff thought perhaps the firm was going low or giving up profit but staff met with the contractor, discussed the bid, the schedule and received assurances from him that he had taken into account all of the things staff were looking for. Staff reviewed his finances, his bonding, his ethical status and recommended the award. It is just the nature of the economy. The building industry is one of the hardest hit segments of construction right now, so the Authority got an excellent price.



Item 14 by Mr. Waite (Appendix N)

Authorizing Negotiation and Execution of Engineering Agreement D213935 with DiDonato Associates, P.E., P.C. for Construction Inspection Services Relative to TAB 09-55A, Replacement of the New York State Police Zone Headquarters Building in the Buffalo Division (Continued)

Chairman Buono inquired if the estimate was established internally. Mr. Waite stated that it was.

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

RESOLUTION NO. 5803

AUTHORIZING NEGOTIATION AND EXECUTION OF ENGINEERING AGREEMENT D213935 WITH DIDONATO ASSOCIATES, P.E., P.C. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAB 09-55A, REPLACEMENT OF THE NEW YORK STATE POLICE ZONE HEADQUARTERS BUILDING IN THE BUFFALO DIVISION

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute engineering agreement D213935 with DiDonato Associates, P.E., P.C., 689 Main Street, Buffalo, New York 14203 for construction inspection services relative to TAB 09-55A, Replacement of the New York State Police Zone Headquarters Building in the Buffalo Division, provided that the Maximum Amount Payable does not exceed \$490,000 (as noted in Item A775.1 of the 2010 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 2010 Contracts Program Resolution No. 5790 and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further



Item 14 by Mr. Waite (Appendix N)

Authorizing Negotiation and Execution of Engineering Agreement D213935 with DiDonato Associates, P.E., P.C. for Construction Inspection Services Relative to TAB 09-55A, Replacement of the New York State Police Zone Headquarters Building 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 15 by Mr. Waite (Appendix O)

Authorizing Negotiation and Execution of Term Agreement D213915 with Barton and Loguidice, P.C. for Environmental Services Statewide

Mr. Waite stated that this Item requests the Board's authorization to negotiate and execute a term agreement with Barton & Loguidice, PC, for environmental services across the State and the entire Thruway System. This contract will provide environmental services for a period of up to six years. Assignments will be made on an as-needed basis and may include, but not be limited to, site assessments, cultural research studies, completing wetland delineations and mitigation of design impacts; also, development of storm water pollution prevention plans. It has a Maximum Amount Payable not to exceed \$2 million and sufficient funding is in place within the Contracts Program.

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

RESOLUTION NO. 5804

**AUTHORIZING NEGOTIATION AND EXECUTION OF
TERM AGREEMENT D213915 WITH BARTON &
LOGUIDICE, P.C. FOR ENVIRONMENTAL SERVICES
STATEWIDE**

RESOLVED, that the Chief Engineer be, and hereby is, authorized to negotiate and execute term agreement D213915 with Barton & Loguidice, P.C., 290 Elwood Davis



Item 15 by Mr. Waite (Appendix O)
Authorizing Negotiation and Execution of Term Agreement D213915 with Barton and Loguidice, P.C. for Environmental Services Statewide (Continued)

Road, Syracuse, New York 13220, for environmental services statewide, provided that the Maximum Amount Payable does not exceed \$2,000,000 which is currently provided through the 2010 Contracts Program (Item AS798.1), 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 2010 Contracts Program Resolution No. 5790 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

Other Business

Ms. Luh stated that she is always impressed and staff gives the Board Members a lot of bragging rights between the executive committee and the Division Directors. Staff always has the answers to the questions. She thanked staff for their good work.



Adjournment

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

Jill B. Warner
Secretary

