



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 694

August 2, 2012

Minutes of a meeting of the New York State Thruway Authority, at the MTA Headquarters, 347 Madison Avenue 7th Floor, New York, New York; the New York Power Authority, 123 Main St #1600, White Plains, NY; the New York State Thruway Authority's Buffalo Division Office, 455 Cayuga Road, Suite 800, Cheektowaga, NY; the Syracuse Division Office, 290 Elwood Davis Road, Suite 250, 2nd Floor, Liverpool, NY; and the New York State Thruway Authority Boardroom, R. Burdell Bixby Administrative Building, 200 Southern Boulevard, Albany, New York.

The meeting began at 2:00 p.m.

There were present:

Chairman Howard P. Milstein

Donna J. Luh, Vice Chairperson, via video conference

J. Donald Rice, Jr., Board Member, via video conference

Brandon R. Sall, Board Member, via video conference

Richard N. Simberg, Board Member, via video conference

Jose-Holguin-Veras, Ph.D., Board Member, via video conference
E. Virgil Conway, Board Member, via teleconference

Constituting all of the members of the Thruway Authority Board.

In addition, there were present the following staff personnel:

Thomas J. Madison, Jr., Executive Director
John Bryan, Chief Financial Officer and Treasurer
William Estes, General Counsel
Ted Nadratowski, Interim Tappan Zee Project Director
Jill B. Warner, Board Administrator and Secretary
Jonathan Ehrlich, Special Assistant to the Chairman
Shane Mahar, Special Assistant to Thomas J. Madison
Scott Hollis, Information Technology Specialist III
Major Meyers, Troop T
Kathleen Lefave, Special Assistant to Thomas J. Ryan, via video conference
William Ringwood, Assistant Director, Office of Contract Management, via video conference

Also in attendance:

Richard Newhouse, NYSTA Retiree
Kathleen Reed, NYSTA Retiree, via video conference
Ervel Douse, Expedite Video Conferencing Services
Pat Reale, NYS Division of Budget, via video conference
Jeffrey Parker, President, Jeffrey A. Parker & Associates, Inc.
Robert Brownstein, Independent Consultant, via video conference
Robert Pattison, Executive Director, J. P. Morgan Chase
Kent Hiteshew, Managing Director, J. P. Morgan Chase
Stanley Grayson, Chief Operating Officer, M.R. Beal
Steven Kantor, Managing Director, First Southwest Company
Steven Eaddy, Senior Vice President, Estrada Hinojosa & Company, Inc.
Michael Burke, Partner, Sidley Austin LLP

Chairman Milstein noted that he, Ms. Luh, Mr. Conway, Mr. Rice, Mr. Simberg, Mr. Sall and Dr. Veras had received and reviewed the Agenda submitted for consideration at this meeting and were prepared to act on each of the Items.

Chairman Milstein called the meeting of the Thruway Authority Board to order.
(18:27)

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

Item 1 by Ms. Warner (Appendix A)
Approval of Minutes of Meeting No. 693 (18:31)

On the motion of Chairman Milstein, seconded by Mr. Sall, without any objections, the Board approved the minutes of Meeting No. 693 held on July 17, 2012, which were made available to the Board Members as part of the Agenda.

Item 2 by Mr. Bryan (Appendix B)
Review and Approve the Financial Reports for April, May and June 2012
(18:38)

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

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board accepted the Financial Reports for the months of April, May and June 2012.

Item 3 by Mr. Estes & Mr. Bryan (Appendix C)
Approving and Adopting the Eleventh Supplemental Bond Resolution
Authorizing the Issuance of State Personal Income Tax Revenue Bonds
(Transportation) Series 2012A, Approving the Forms of Certain Related
Documents and Authorizing the Execution of Any Other Documents
Thereeto (18:47)

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

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5930

**APPROVING AND ADOPTING THE ELEVENTH
SUPPLEMENTAL BOND RESOLUTION
AUTHORIZING THE ISSUANCE OF STATE
PERSONAL INCOME TAX REVENUE BONDS
(TRANSPORTATION) SERIES 2012A, APPROVING
THE FORMS OF CERTAIN RELATED DOCUMENTS
AND AUTHORIZING THE EXECUTION OF ANY
OTHER DOCUMENTS THERETO**

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 Division of the Budget of the State of New York ("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 Budget 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, and as amended and restated on July 1, 2009 and as further amended and restated as of December 1, 2010, 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. 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 2012A Bonds will be so added to such master list, 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 "Bond 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 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 Bond 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 Bond 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 upon the request of the Director of the Budget, the Authority intends to issue in one or more series or sub-series up to \$760,000,000 of State Personal Income Tax Bonds (Transportation) Series 2012A (the "Series 2012A 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 2012A 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 \$560,000,000 and, if the

foregoing conditions are satisfied, to refund Prior Bonds in an aggregate principal amount not to exceed \$200,000,000, and be it further

RESOLVED, that the refunding bonds authorized hereby may be issued simultaneously with or subsequent to the issuance of Series 2012A Bonds that are issued to finance the costs of Authorized Purposes, but not later than December 31, 2012, and be it further

RESOLVED, that there has been prepared and submitted to the Board a form of the Eleventh Supplemental Bond Resolution Authorizing an Aggregate Principal Amount Not To Exceed \$760,000,000 of State Personal Income Tax Revenue Bonds (Transportation), Series 2012A (the "Eleventh Supplemental Resolution") and amending and supplementing the Bond Resolution relating to the selection of bonds to be redeemed in partial redemption, and be it further

RESOLVED, that the Authority intends to sell, solely upon the request of the Director of the Budget, pursuant to the Bond Resolution and the Eleventh Supplemental Resolution in one or more series or sub-series its State Personal Income Tax Revenue Bonds (Transportation) Series 2012A to the Underwriters (as named in the form of the Bond Purchase Agreement set before the Board, "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 Eleventh 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

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 2012A Bonds, the Board approves the form of Preliminary Official Statement for the Series 2012A 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 2012A 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 2012A 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, promulgated by the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended, 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 of the Authority to execute and deliver, on behalf of the Authority, one or more final Official Statements relating to the Series 2012A 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 2012A Bonds issued to finance Authorized Purposes and the refunding of prior 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 Eleventh 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 2012A 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 Eleventh

Supplemental Resolution and authorizes an Authorized Officer of the Authority to execute and deliver one or more of such Bond Purchase Agreements and approve and execute such changes to any such Bond Purchase Agreements as may be deemed necessary or convenient to effectuate the purposes thereof, 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 Eleventh 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 Series 2012A Bonds 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

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

Item 4 by Mr. Estes (Appendix D)
Authorizing an Amendment to increase the Maximum Amount Payable to an Agreement for Outside Environmental Counsel for the Tappan Zee Hudson River Crossing (TZHRC) with Sive, Paget & Riesel, P.C.

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

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5931
AUTHORIZING AN AMENDMENT TO INCREASE THE MAXIMUM AMOUNT PAYABLE TO AN AGREEMENT FOR OUTSIDE ENVIRONMENTAL COUNSEL FOR THE TAPPAN ZEE HUDSON RIVER CROSSING (TZHRC) WITH SIVE, PAGET & RIESEL, P.C. (C100423)

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute an amendment to the agreement with Sive, Paget & Riesel, P.C. (SP&R) (C100423) for ongoing legal services for the Tappan Zee Bridge Environmental Review process and potential challenges thereto, to increase the maximum amount payable under such agreement by \$750,000, from the current monetary cap of \$3,000,000 to a new monetary cap of \$3,750,000, and be it further

RESOLVED, that the funding needed for this Amendment is available through bid savings and other adjustments made to the 2012 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 SP&R Agreement, manage and administer the SP&R Agreement, amend the provisions of the Agreements consistent with the

terms of this Item and other Board authorizations and suspend or terminate the Agreement in the best interest of the Authority, and be it further

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

PUBLIC COMMENT PERIOD

There were two public speakers who did not address items specific to the Authority agenda. Refer to the video recording of the meeting for the content of the speaker's statements.

Richard Newhouse, NYSTA Retiree (19:50)

Kathleen Reed, NYSTA Retiree, via video conference (22:21)

EXECUTIVE SESSION AND ADJOURNMENT (28:08)

Chairman Milstein requested a motion to adjourn to Executive Session to discuss the ongoing procurement process for a design-build team for the Tappan Zee Bridge Crossing Project. Legal counsel will offer opinions.

There being no further business to come before the Board, without any objections, on the motion of Ms. Luh, seconded by Chairman Milstein, the meeting was adjourned and the Board moved into Executive Session.

Jill B. Warner
Secretary

Note: Webcasts, which include dialogue of Authority/Corporation Board Meetings, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of four months.