



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 695

December 17, 2012

Minutes of a meeting of the New York State Thruway Authority, held at the CUNY Graduate Center, 365 Fifth Avenue, New York, New York 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

J. Donald Rice, Jr., Board Member

Brandon R. Sall, Board Member

Richard N. Simberg, Board Member

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

E. Virgil Conway, Board Member

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

Thomas J. Ryan, Chief of Staff

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

Karen Wilson, Information Technology Specialist III

Captain Weber, Troop T

Sergeant Tryon, Troop T, via video conference

Kathleen Lefave, Special Assistant to Thomas J. Ryan, via video conference

William Ringwood, Assistant Director, Office of Contract Management

Harry Lennon, Acting Director of Audit & Management Services

Tanya Morris, Administrative Assistant to Thomas J. Madison

Michele Errico, Community Relations Specialist, NY Division

Michael Shamma, Acting Chief Engineer

Brian Stratton, Director, Canal Corporation

Daniel Weiller, Director, Office of Public Affairs

Todd Gold, Inter-Governmental Relations, via video conference

Also in attendance:

Ervel Douse, Expedite Video Conferencing Services

Jeffrey Parker, Senior Managing Director, Ernst & Young

Robert Brownstein, Vice President, AECOM

Robert Pattison, Executive Director, J. P. Morgan Chase

Stanley Kramer, Partner, Hawkins Delafield & Wood LLP

Matthew Hobby, Senior Manager, Ernst & Young

Michael Anderson, NYS Department of Transportation

David J. Spara, Director, Toski & Co.

Tom Zambito, Reporter, Newsday
Andrea Riquier, Reporter, Debtwire Municipals
Maria Corrado, NYS Department of Transportation
Jim Smith, Reporter, WCBS 880
Theresa Juva-Brown, Reporter, Journal News/LoHud.com
Dave Paget, Principal, Sive, Paget & Risel, P.C.
Steven Polan, Partner, Manatt Phelps & Phillips, LLP
Mark Roche, Americas Highways Business Leader, ARUP
Martha Gross, Senior Consultant – Transaction Advice, ARUP
Richard Anderson, President, New York Building Congress
Tom Minnick, Director, The Business Council
David Wilson, Reporter, Journal News
Veronica Vanterpool, Executive Director, Tri-State Transportation Campaign
Vincent Pellecchia, General Counsel, Tri-State Transportation Campaign
Ronald Peek, Consultant, Dack Consulting Solutions, Inc.
Alex Saunders, public
Murray Bodin, public

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 and Canal Corporation Boards to order. (57:36)

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. 694 (57:55)

On the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board approved the minutes of Meeting No. 694 held on August 2 2012, which were made available to the Board Members as part of the Agenda.

Item 2 by Mr. Bryan (Appendix B)
Financial Reports for July, August, September and October 2012 (57:55)

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

On the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board accepted the Financial Reports for the months of July, August, September and October 2012.

Item 3 by Mr. Bryan (Appendix C)
Investment Transactions – Second and Third Quarters 2012 (57:55)

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

On the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board accepted the Investment Transactions for the Second and Third Quarters of 2012.

Item 4 by Mr. Bryan (Appendix D)
Designation of Underwriting Firms to the Authority's Senior Manager and Co-Manager Underwriting Pools and Authorizing the Executive Director to Enter into Contracts with the Designated Firms for Underwriting Services (57:55)

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

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

RESOLUTION NO. 5932
**AUTHORIZING THE DESIGNATION OF
UNDERWRITING FIRMS TO THE AUTHORITY'S
SENIOR MANAGER AND CO-MANAGER
UNDERWRITING POOLS AND AUTHORIZING THE
EXECUTIVE DIRECTOR TO ENTER INTO
CONTRACTS WITH THE DESIGNATED FIRMS FOR
UNDERWRITING SERVICES**

RESOLVED, that the Board authorizes the designation of Barclays Capital Inc.; Citigroup Global Markets Inc.; Goldman, Sachs & Co.; Jefferies & Co., Inc.; JP Morgan Securities LLC; Merrill Lynch, Pierce, Fenner & Smith Incorporated; Morgan Keegan & Company, Inc.; Morgan Stanley & Co., LLC; RBC Capital Markets, LLC; Samuel A Ramirez & Co., Inc.; Siebert Brandford Shank & Co., LLC and Wells Fargo Bank, NA to a Senior Manager pool, from which firms will be selected to serve as senior managers and co-senior managers to the Authority when issuing bonds, and be it further

RESOLVED, that by virtue of designation to the Senior Manager pool, said firms may also be selected to serve as co-managers to the Authority when issuing bonds, and be it further

RESOLVED, that the Board authorizes the designation of M.R. Beal & Company; BMO Capital Markets GKST, Inc.; Castle Oak Securities, LP; Fidelity Capital Markets; Janney Montgomery Scott LLC; Loop Capital Markets; Roosevelt & Cross, Incorporated; Southwest Securities, Inc.; Stifel, Nicolaus & Company, Incorporated and TD Securities (USA) LLC to the Co-Manager pool, from which firms will be selected to serve as co-managers to the Authority when issuing bonds, and be it further

RESOLVED, that the Executive Director is authorized to enter into contracts with each firm designated to the Senior Manager and Co-Manager pools for underwriting services for a term of two (2) years with two (2) six (6) month renewal options, commencing January 1, 2013, and be it further

RESOLVED, that the Executive Director is authorized to designate, in accordance with this resolution, from the aforementioned approved firms, the Senior Managers, Co-Senior Managers and Co-Managers to perform the necessary banking services for the bond sales occurring between January 1, 2013 and December 31, 2014 or longer if the underwriting services contracts are extended, and be it further

RESOLVED, that contingent upon the completion of vendor responsibility reviews and positive results, the Executive Director is authorized to designate, in accordance with this resolution, from the aforementioned approved firms, the Senior Managers, Co-Senior Managers and Co-Managers to perform the necessary banking services for the bond sales occurring between January 1, 2013 and December 31, 2014 or longer if the underwriting services contracts are extended, 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 full in the minutes of this meeting

Item 5 by Mr. Bryan (Appendix E)
Revisions to the 2012 Financial Plan and the 2013 Proposed Budget for the New York State Thruway Authority and the New York State Canal Corporation (57:55)

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

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

RESOLUTION NO. 5933
APPROVAL OF REVISIONS TO THE 2012 FINANCIAL PLAN AND THE 2013 PROPOSED BUDGET FOR THE NEW YORK STATE THRUWAY AUTHORITY AND NEW YORK STATE CANAL CORPORATION

RESOLVED, that the Report on the 2012 Financial Plan as presented in this item be, and the same hereby is, accepted by the Board, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to make any and all adjustments to the appropriate funds consistent with this revised Financial Plan for 2012, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to make any other adjustments based on actual results that are consistent with this projected plan, and report such actions to the Board, and be it further

RESOLVED, that the Authority's proposed Budget for the fiscal year 2013, submitted by the Executive Director and the Chief Financial Officer, be, and the same hereby is, approved and funded in accordance with the attached Exhibit II, and be it further

RESOLVED, that the Executive Director or his designee be, and he hereby is, authorized to make such expenditures as set forth in this Budget, subject to compliance with Authority policies and procedures, and to make such internal adjustments and transfers within the Authority Budget as are necessary and proper, and to make any other adjustment with the concurrence of the Board, and be it further

RESOLVED, that a copy of the Budget approved herein, when printed in final form, be attached to these minutes and made a part thereof, and be submitted to the New York State entities in accordance with Section 2801 of the Public Authorities Law, and be it further

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

Item 6 by Mr. Shamma (Appendix F)
Approving the 2013 Thruway and Canal Contracts Program (57:55)

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

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

RESOLUTION NO. 5934
APPROVING THE 2013 THRUWAY AND CANAL
CONTRACTS PROGRAMS

RESOLVED, that the 2013 Thruway and Canal Contracts Programs for Highway, Bridge, Intelligent Transportation Systems, Architectural, Canals and related facility projects, full copies of which have been provided to the Boards for review, be, and the same hereby are, approved, and be it further

RESOLVED, that the Chief Engineer be, and hereby is, authorized:

A. to prepare and approve Official Proposals, Plans and Specifications, Engineer's/Architect's Estimates of Cost and Contract Documents for such projects as are tabulated in the 2013 Thruway and Canal Contracts Programs;

B. to hold the respective Engineer's/ Architect's Estimates of Cost for such contracts confidential until after contracts have been awarded;

C. to advertise for receipt of bids for those projects which are tabulated in the 2013 Thruway and Canal Contracts Programs: (1) when the final Engineer's/Architect's Estimate of Cost is equal to or less than the project's budget allocations, and (2) when the final Engineer's/Architect's Estimate of Cost does not exceed the project's budget allocation by more than \$75,000 for projects with budget allocations of up to and including \$500,000 or by more than 15 percent for projects with budget allocations that exceed \$500,000 provided confirmation is received from the Department of Finance and Accounts that sufficient funds are available in the 2013 Thruway and Canal Contracts Programs for the final Engineer's/Architect's Estimate of Cost, or (3) when the final Engineer's/Architect's Estimate of Cost exceeds the project's budget allocation beyond the limits in (2), provided that he receives prior approval of the Executive Director and confirmation from the Department of Finance and Accounts that sufficient funds are available in the 2013 Thruway and Canal Contracts Programs for the final Engineer's/Architect's Estimate of Cost;

D. to award any such contract to the lowest

responsible bidder when it is deemed to be an acceptable bid, and:

1. the low bid is equal to or less than the Engineer's/Architect's Estimate of Cost; or

2. the low bid exceeds the Engineer's/Architect's Estimate of Cost by no more than \$75,000 on contracts up to and including \$500,000, or by no more than 15 percent on contracts over \$500,000 and confirmation is received from the Department of Finance and Accounts that, by virtue of bid savings and/or deferrals, sufficient funds are available for the additional difference between the Engineer's/Architect's Estimate of Cost amount and the low bid; or

3. the low bid exceeds the Engineer's/Architect's Estimate of Cost by no more than \$100,000 on contracts up to and including \$500,000, or by no more than 20 percent on contracts over \$500,000, provided that he receives prior approval of the Executive Director and confirmation from the Department of Finance and Accounts that, by virtue of bid savings and/or deferrals, sufficient funds are available for the additional difference between the Engineer's/Architect's Estimate of Cost amount and the low bid; or

4. the low bid exceeds the limits of (1), (2) or (3) provided he obtains Board authorization for the necessary additional funds;

E. to reject bids for any such contract which are determined to be not in accordance with bid documents and specifications thereof, or not in the Authority's or Corporation's best interests, or which are submitted by bidders determined to be not responsible. In these cases and where no bids are received, he may again advertise for

receipt of bids pursuant to paragraph C;

F. to, utilizing the procedure set forth in Executive Instruction 2011-4, Procedure for Declared Emergency Work, prepare and approve Official Proposals, Plans and Specifications, Engineer's/Architect's Estimates of Cost and Contract Documents, including amendments and order-on- contracts, award (pursuant to paragraph D) and reject bids (pursuant to paragraph E) for such work being progressed to address a declared emergency, provided that the total of the Engineer's/Architect's Estimate of Cost for any such contract, amendment or order-on-contract does not exceed \$2,000,000; the Board will receive contemporaneous notifications of those actions taken for emergency work;

G. to approve contingent or extra work on construction contracts, when necessary, provided the additional cost shall not exceed the bid price by more than \$150,000 for contracts bid up to and including \$1,000,000, or 15 percent for contracts bid in excess of \$1,000,000, and to approve additional extra work beyond that authorized above with the prior approval of the Executive Director, provided the final cost of the respective contract shall not exceed the total bid price by more than \$200,000 for contracts bid up to and including \$1,000,000, or 20 percent for contracts bid in excess of \$1,000,000; and to adjust and determine disputed contract claims in accordance with contract documents;

H. to enter into, extend, and modify project specific agreements or multi-project agreements with localities, utility companies, railroads, and/or others as may be necessary in order to facilitate the administration, award, progress and completion of such contracts;

I. to acquire and grant such property interests

(fee title, easements, etc.) in accordance with the provisions of the Authority's and Corporation's Real Property Management Policies, as may be necessary for implementation of the 2013 Thruway and Canal Contracts Programs, provided that the total amount of acquisitions or the amount of grants for any one project shall not exceed \$150,000 without Board authorization;

J. to execute engineering agreements approved by the Board, or where otherwise authorized by the Executive Director, including amendments thereto, for services relating to projects included in the 2013 Thruway and Canal Contracts Programs;

K. to execute a supplemental agreement for expenditure of additional funds in furtherance of a Board approved engineering agreement, including any Board approved supplemental agreement, provided that the amount of such additional funds does not exceed \$150,000 in the case of agreements up to and including \$3,000,000, or 5 percent of a Board approved agreement including a Board approved supplemental agreement, in the case of agreements over \$3,000,000;

L. to execute, with the prior approval of the Executive Director, a supplemental agreement for the expenditure of additional funds in furtherance of a Board approved engineering agreement, including any Board approved supplemental agreement, provided that the amount of such additional funds does not exceed 25 percent of such Board approved agreement including a Board approved supplemental agreement and any additional funds authorized in paragraph K; and provided further, when such supplemental agreement includes additional new design or construction inspection tasks, such approval must be based

upon a determination that the assignment of the additional tasks is in the best interests of the Authority or Corporation: when considering the proximity of the additional tasks to the ongoing tasks, or to expedite the additional tasks through such assignment, or that significant savings to the Authority or Corporation will result through the assignment of the additional tasks;

M. to exercise all powers reserved to the Authority and Corporation under the provisions of any contracts or agreements executed pursuant to these items, manage and administer any such contracts or agreements, amend the provisions of any such contracts or agreements consistent with the terms of this item and in accordance with other applicable Board authorizations, and suspend or terminate any such contracts or agreements in the best interests of the Authority or Corporation, and be it further

RESOLVED, that any powers granted to the Executive Director by the Board to approve expenditures or to increase expenditures for contracts and agreements shall be in addition to those powers granted under these resolutions and any action taken pursuant thereto shall be deemed to be authorized under this resolution, and be it further

RESOLVED, that in accordance with the other powers delegated herein, the Chief Engineer shall be, and hereby is, authorized to make all necessary decisions pursuant to the State Environmental Quality Review Act (SEQRA) with relation to the 2013 Thruway and Canal Contracts Programs, and be it further

RESOLVED, that quarterly reports shall be submitted to the Board by the Chief Engineer on: all awarded construction contracts; approved additional funds for construction contracts over and above the contingency

funds; and all engineering agreements and supplemental engineering agreements, approved pursuant to the provisions of these resolutions, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized:

A. upon award of such contracts to return such funds budgeted for such projects in the respective 2013 Budgets which are otherwise not required for expenditure during 2013 to the proper fund in accordance with acceptable budgeting and accounting procedures;

B. to monitor total cash expenditures for the 2013 Contracts Programs to insure that they do not exceed \$286,850,439 for the Thruway Authority and \$49,988,978 for the Canal Corporation during the 2013 Fiscal Year;

C. to return bid checks submitted for such contracts to unsuccessful bidders, and to make necessary adjustments in the respective 2013 approved Budgets as required by implementation of any part of this Resolution, and be it further

RESOLVED, that the provisions of this resolution shall be deemed to supersede all other inconsistent Authority and Corporation policies and procedures to the extent necessary to implement the approved 2013 Thruway and Canal Contracts Programs and for no other purposes, and be it further

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

Item 7 by Chairman Milstein (Appendix G)
Authorizing the Executive Director to Execute a Design-Build Contract for the Tappan Zee Hudson River Crossing Project (Contract D214134/TANY 12-18B) with Tappan Zee Constructors, LLC and Making Certain Findings and Authorizing Certain Other Actions Relating to the Project (57:55)

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

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

RESOLUTION NO. 5935

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A DESIGN-BUILD CONTRACT FOR THE TAPPAN ZEE HUDSON RIVER CROSSING PROJECT (CONTRACT D214134/TANY 12-18B) WITH TAPPAN ZEE CONSTRUCTORS, LLC AND MAKING CERTAIN FINDINGS AND AUTHORIZING CERTAIN OTHER ACTIONS RELATING TO THE PROJECT

RESOLVED, upon consideration of the requirements of the Authority's Request For Proposals for the Tappan Zee Hudson River Crossing Project (Contract D214134/TANY 12-18B) ("Project") and the actions and recommendations of the Selection Committee and the Selection Executives, including without limitation their determination that the proposal of Tappan Zee Constructors, LLC represents the best value proposal to the Authority based on the evaluation criteria set forth in the Instructions to Proposers, the Board concurs in the findings of the Selection Committee and the Selection Executives that the proposal of Tappan Zee Constructors, LLC represents the best value proposal for the Project, and be it further

RESOLVED, that the Executive Director be, and hereby is, authorized to execute a design-build contract ("Contract") with Tappan Zee Constructors, LLC on behalf of

the Authority substantially in the form and consistent with the terms and conditions set forth in the RFP for the Project as modified by addenda issued by the Authority and the limited negotiation process as described to the Board, and be it further

RESOLVED, that the Executive Director, or his designee, be, and hereby is, authorized to exercise all powers reserved to the Authority under the provisions of the Contract, manage and administer the Contract within the Project budget as approved from time to time by the Board, 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 the Chair and Executive Director, or each of their designees, be, and hereby are, authorized to approve when necessary the exercise of Options or contingent or extra work for the Project described in the Contract provided that if the aggregate of all such Options, contingent and extra work items exceed \$50 million the written consent of a majority of the members of the Major Projects Committee shall be required or if the aggregate of all such Options, contingent and extra work exceed \$100 million the written consent of a majority of the members of the Board shall be required; and further provided that the Chair and the Executive Director may exceed such limits of authority set forth herein if they reasonably determine that the projected delay in receiving consent of the Major Projects Committee or the Board would expose the Authority to any material increase in liabilities (subject to notice of such circumstance and award of extra or contingent work being given to the Major Project Committee and the Board, as

applicable, as soon as reasonably practicable) ; and further provided if an Option set forth in Section 5.6 of Appendix 1 to Part 1 (Agreement) is proposed to be exercised in an amount exceeding \$25 million such Option exercise shall be subject to the written consent of a majority of the members of the Board; to adjust and determine disputed Contract claims in accordance with Contract documents; and to delegate to the Chief Engineer and other Project personnel such approval authorities consistent with this resolution as the Executive Director shall deem appropriate and prudent, and be it further

RESOLVED, that the Chair and the Executive Director, or each of their designees, be, and hereby are, authorized to enter into, extend, and modify project specific agreements or multi-project agreements with localities, utility companies, railroads, and/or others as may be necessary in order to facilitate the administration, progress and completion of the Project, and be it further

RESOLVED that the Executive Director, or his designee, be, and hereby is, authorized to acquire and grant such property interests (fee title, easements, etc.), in accordance with the provisions of the Authority's Real Property Management Policy, as may be necessary for the administration, progress and completion of the Project; provided that the aggregate amount of acquisitions or amount of grants for the Project do not exceed \$5 million, and be it further

RESOLVED, that the Board adopts the Joint NEPA Record of Decision and SEQRA Findings Statement issued on September 25, 2012 and is made a part hereof, and be it further

RESOLVED, that, on the basis of the project re-evaluation statement, attached hereto as Exhibit C, the Board affirms that the Joint NEPA Record of Decision and SEQRA Findings Statement previously issued on September 25, 2012 and the FEIS previously issued on August 3, 2012 remain valid and are adopted and made a part hereof, and be it further

RESOLVED, that in accordance with the other powers delegated herein, the Chief Engineer shall be, and hereby is, authorized to make all necessary decisions pursuant to the State Environmental Quality Review Act ("SEQRA") and the National Environmental Policy Act ("NEPA") with relation to the Project, and be it further

RESOLVED, that quarterly reports shall be submitted to the Board by the Chief Engineer on the Project on approved additional funds expended for the Project, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to monitor total expenditures for the Project to insure that they do not exceed the expenditures authorized in this item, and be it further

RESOLVED, that the funding for the Project is still being developed and the Contracts Program funding will be amended when it becomes available, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to make necessary adjustments in approved Budgets as required by implementation of any part of this resolution, and be it further

RESOLVED, that the Executive Director be, and he hereby is, authorized to enter into agreements with other governmental entities to allow for the sharing of resources needed for the Project, and be it further

RESOLVED, that any powers granted to the Executive Director by the Board to approve contracts and agreements, expenditures or increase expenditures for contracts and agreements shall be in addition to those powers granted under this resolution and any action taken pursuant thereto shall be deemed to be authorized under this resolution, and be it further

RESOLVED, that the provisions of this resolution shall be deemed to supersede all other inconsistent Authority policies and procedures to the extent necessary to implement the Project, and be it further

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

Item 8 by Mr. Nadratowski (Appendix H)
Approving Funding for Supplemental Agreements to D213122 and D213124
(57:55)

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

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

RESOLUTION NO. 5936
APPROVING FUNDING FOR SUPPLEMENTAL
AGREEMENTS TO D213122 AND D213124

RESOLVED, that \$2,928,000 in Authority funding be provided for the proposed Supplemental Agreement No. 11 to D213122 with AECOM USA, Inc., 605 Third Street, New York, New York 10158, for Tappan Zee Hudson River Crossing Project, be, and the same hereby is, approved, and be it further

RESOLVED, that \$850,000 in Authority funding be provided for the proposed Supplemental Agreement No. 9 to

D213124 with Ove Arup and Partners, P.C., 77 Water Street, 5th Floor, New York, New York 10040, for the Tappan Zee Hudson River Crossing Project, be, and the same hereby is, approved, and be it further

RESOLVED, that \$3,778,000 in Authority funds is available for D213122 and D213124 from Items BO537.1, BO537.5 and BO538.1 of the 2013 Contracts Program, and be it further

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

Item 9 by Mr. Nadratowski (Appendix I)
Authorizing Execution of the New Tappan Zee Hudson River Crossing Project Owner's Engineer Services Term Agreement D214187 with HNTB New York Engineering and Architecture, P.C. (57:55)

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

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

RESOLUTION NO. 5937
AUTHORIZING EXECUTION OF THE TAPPAN ZEE HUDSON RIVER CROSSING PROJECT OWNER'S ENGINEER SERVICES TERM AGREEMENT D214187 WITH HNTB NEW YORK ENGINEERING AND ARCHITECTURE, P.C.

RESOLVED, that the Chief Engineer be, and hereby is, authorized to execute engineering agreement D214187 with HNTB New York Engineering and Architecture, P.C., 1762 Central Avenue, Albany, New York 12205 for services for the Tappan Zee Hudson River Crossing Project, provided that the Maximum Amount Payable does not exceed \$75,000,000, and such agreement shall be on such other terms and conditions as the Chief Engineer, in consultation

with the General Counsel, determines to be in the best interest of the Authority, and be it further

RESOLVED, that the funding for the Tappan Zee Hudson River Crossing Project is still being developed and the 2013 Contracts Program will be amended when it becomes available, 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 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreement in the best interest 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 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. Bryan (Appendix J)
Approval of Dedication of All Funding Sources for the Tappan Zee Hudson River Crossing Project to One or More Accounts in the Facilities Capital Improvement Fund (57:55)

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

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

RESOLUTION NO. 5938
APPROVAL OF DEDICATION OF ALL FUNDING SOURCES FOR THE TAPPAN ZEE HUDSON RIVER CROSSING PROJECT TO ONE OR MORE ACCOUNTS IN THE FACILITIES CAPITAL IMPROVEMENT FUND

RESOLVED, that the Board desires to assure a proper and transparent accounting of all funds applied by the Authority to the implementation of the Tappan Zee Hudson River Crossing Project (Project), and be it further

RESOLVED, that as part of the planning process required by federal and state law to implement the Project, the Board will be required to approve a financial plan for the Project (as so approved by the Board, the Financial Plan), among other things, calling for the potential allocation of bond proceeds, pay-as-you-go (PAYGO) funds, State and Federal Aid, proceeds of a loan from the federal government Transportation Infrastructure Finance and Innovation Act (TIFIA Loan), and other funds to the Project, and be it further

RESOLVED, that the Authority's General Revenue Bond Resolution (Resolution), adopted August 3, 1992, as amended on January 5, 2007, provides for the required flow, deposit and application of all revenues of the Authority, including all funds to be applied to the design and construction of the Project, and be it further

RESOLVED, that the Resolution establishes a Facilities Capital Improvement Fund (Fund) for the purpose of securing funds to pay Project costs (as defined in the Resolution) which may include the costs of the Project, and be it further

RESOLVED, that the Executive Director and the Chief Financial Officer recommend to the Board that segregation

of all funds necessary to implement the Project in one or more accounts within the Fund will facilitate the accounting for and tracking of the various funding sources to successfully implement the Project, and be it further

RESOLVED, that the Executive Director and the Chief Financial Officer are authorized to (i) establish necessary accounts within the Fund to implement the Project; (ii) direct the flow of all funds to be applied to the Project pursuant to the Financial Plan, to be deposited therein; (iii) provide for disbursements therefrom to Project purposes; and (iv) establish appropriate accounting mechanisms to assure proper and transparent accounting of all such deposits and disbursements for regular reporting to the Board and other appropriate stakeholders and parties, and all of the foregoing in a manner consistent with the Authority Act and the Resolution, and be it further

RESOLVED, that the Executive Director and the Chief Financial Officer be, and hereby are authorized to make any and all adjustments to be appropriate funds and accounts consistent with the Financial Plan, and be it further

RESOLVED, that the deposit into the Fund of monies that do not constitute revenues under the Resolution, including, but not limited to federal or state aid or the proceeds of any TIFIA Loan may and, if so required by the terms of the authorizing documentation for such funds, shall be separately accounted for within the Fund and not be deemed revenues or funds subject to the pledge effected by Section 501 of the Resolution; and further, may pursuant to any further Board resolution authorizing the same, be denominated as Junior Indebtedness or Subordinated Indebtedness, and the proceeds thereof may be treated for all purposes of the Resolution as such, and be it further

RESOLVED, that the Executive Director and the Chief Financial Officer are authorized to account for investment earnings on funds so segregated in the Fund for the Project, and subject to the limitations of the Resolution, cause such investment earnings, once deposited into the Revenue Fund in accordance with Section 510 of the Resolution, to flow through the waterfall of funds under Section 504 thereof, to the Fund for application to the costs of the Project, and be it further

RESOLVED, that the Executive Director and the Chief Financial Officer are 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 Resolution and this resolution and any additional agreements including, but not limited to, consents and any other documents or certificates and to appoint any other agents or appropriate parties, determined by the Executive Director or the Chief Financial 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 11 by Mr. Shamma (Appendix K)
Report on the 2012 Capital Program (58:47)

Extensive discussion of the Capital Program was undertaken by members of the Board. Mr. Shamma's report was distributed to Board Members and a copy is maintained in the Authority's records along with details of the Board Members' discussion included in the video recording of the meeting.

After full discussion, the Board accepted the combined February through November 2012 monthly status reports on the Thruway Authority and Canal Corporation 2012 Capital Program.

Item 12 by Mr. Shamma (Appendix L)
Authorizing the Execution of Four Term Agreements (D214120, D214147, D214155 and D214156) with Four Firms to Provide Various Support Services (1:04:32)

Extensive discussion of this agreement was undertaken by members of the Board. The details of the presentation by Mr. Shamma and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Ms. Luh, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 5939
**AUTHORIZING THE EXECUTION OF FOUR
TERM AGREEMENTS (D214120, D214147,
D214155 and D214156) WITH FOUR FIRMS TO
PROVIDE VARIOUS SUPPORT SERVICES**

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute four term agreements (D214120, D214147, D214155 and D214156) for support services with the four (4) firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete services for the projects through these agreements, with the Maximum Amount Payable of each of

these agreements not to exceed the amount shown in the attached Exhibit A, and such agreements shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interests of the Authority, 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 2013 Contracts Program Resolution and other Board 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 13 by Mr. Shamma (Appendix M)
Authorizing the Execution of Engineering Agreement D214101 with Bergmann Associates, Inc. for Construction Inspection Services Relative to TAB 13-13B (D214091), Deck Rehabilitation and Joint Replacement of the Thruway Bridges Over Harris Hill Road and Transit Road (Route 78) in the Buffalo Division (1:07:07)

Extensive discussion of this agreement was undertaken by members of the Board. The details of the presentation by Mr. Shamma and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

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

RESOLUTION NO. 5940
AUTHORIZING EXECUTION OF ENGINEERING AGREEMENT D214101 WITH BERGMANN ASSOCIATES, INC. FOR CONSTRUCTION INSPECTION SERVICES RELATIVE TO TAB 13-13B (D214091), DECK REHABILITATION AND JOINT REPLACEMENT OF THE THRUWAY BRIDGES OVER HARRIS HILL ROAD AND TRANSIT ROAD (ROUTE 78) IN THE BUFFALO DIVISION

RESOLVED, that the Chief Engineer be, and hereby is, authorized to execute engineering agreement D214101 with Bergmann Associates, Inc., 40 LaRiviere Drive, Suite 150, Buffalo, New York 14202, for construction inspection services relative to TAB 13-13B (D214091), deck rehabilitation and joint replacement of the Thruway Bridges over Harris Hill Road and Transit Road (Route 78) in the Buffalo Division, provided that the Maximum Amount Payable does not exceed \$174,000 (Item B513.1 of the 2013 Contracts Program), and such engineering agreement shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interests of the Authority 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 2013 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 14 by Mr. Shamma (Appendix N)
Authorizing the Execution of Supplemental Agreement No. 1 to Engineering Agreement D214039 with Chas. H. Sells, Inc. for Design Services Relative to the Pavement Rehabilitation of I-95 (New England Thruway) from Pelham Parkway (MP NE0.17, Exit 8C) to Port Chester (MP NE14.1, Exit 22) in the New York Division (1:09:32)

Extensive discussion of this supplemental agreement was undertaken by members of the Board. The details of the presentation by Mr. Shamma and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

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

RESOLUTION NO. 5941
**AUTHORIZING THE EXECUTION OF
SUPPLEMENTAL AGREEMENT NO. 1 TO
ENGINEERING AGREEMENT D214039 WITH
CHAS. H. SELLS, INC. FOR DESIGN SERVICES
RELATIVE TO THE PAVEMENT REHABILITATION
OF I-95 (NEW ENGLAND THRUWAY) FROM
PELHAM PARKWAY (MP NE0.17, EXIT 8C) TO
PORT CHESTER (MP NE14.1, EXIT 22) IN THE NEW
YORK DIVISION**

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute Supplemental Agreement

No. 1 to D214039 with Chas. H. Sells, Inc., 555 Pleasantville Road, P.O. Box 2650, Briarcliff Manor, New York 10510, for an additional sum of \$1,450,000 (Items H853.1 and H1124.1 of the 2013 Contracts Program), and such Supplemental Agreement shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interest of the Authority, and be it further

RESOLVED, that the revised Maximum Amount Payable for this Agreement (D214039) be \$2,950,000 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 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the Supplemental Agreement in the best interest of the Authority, and be it further

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

Item 15 by Mr. Shamma (Appendix N)
Authorizing the Execution of Supplemental Agreement No. 1 to Engineering Agreement D213991 with HNTB New York Engineering and Architecture, P.C. for Design Services Relative to the Rehabilitation of Four Buffalo Division Bridges (1:13:04)

Extensive discussion of this supplemental agreement was undertaken by members of the Board. The details of the presentation by Mr. Shamma and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

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

RESOLUTION NO. 5942
**AUTHORIZING THE EXECUTION OF
SUPPLEMENTAL AGREEMENT NO. 1 TO
ENGINEERING AGREEMENT D213991 WITH HNTB
NEW YORK ENGINEERING AND ARCHITECTURE,
P.C. FOR DESIGN SERVICES RELATIVE TO THE
REHABILITATION OF FOUR BUFFALO DIVISION
BRIDGES**

RESOLVED, that the Chief Engineer be, and hereby is, authorized to execute Supplemental Agreement No. 1 to D213991 with HNTB New York Engineering and Architecture, P.C., 1762 Central Avenue, Albany, New York 12205, for an additional sum of \$700,000 (Items B900.1 and B901.1 of the 2013 Contracts Program), and such Supplemental Agreement shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interest of the Authority, and be it further

RESOLVED, that the revised Maximum Amount Payable for this Agreement (D213991) be \$1,700,000 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 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the Supplemental 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 addressed items specific to the Authority agenda. Refer to the video recording of the meeting for the content of the speaker's statements.

Murray Bodin, public (1:14:49)

Alex Saunders (1:17:07)

OTHER BUSINESS

Chairman Milstein introduced and welcomed Acting Chief Engineer Michael Shamma to the Authority/Corporation. (58:12)

ADJOURNMENT

There being no further business to come before the Board, without any objections, on the motion of Chairman Milstein, with no objections, the meeting was adjourned. (1:24:25)

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.