



## **MINUTES**

### **NEW YORK STATE THRUWAY AUTHORITY**

#### **BOARD MEETING NO.701**

**DECEMBER 16, 2013**

Minutes of a meeting of the New York State Thruway Authority, held in the Board Room of Empire State Development, 633 3<sup>rd</sup> Avenue, 37<sup>th</sup> Floor, New York, New York; as well as via video conference from the New York State Thruway Authority's Board Room, 200 Southern Boulevard, Albany, New York, and the Department of Civil and Environmental Engineering, 4030 Jonsson Engineering Center, Rensselaer Polytechnic Institute, 110 Eighth Street, Troy, NY

The meetings of the New York State Thruway Authority and Canal Corporation Boards opened in joint session for the consideration of various matters. These minutes reflect only those items considered by the New York State Thruway Authority Board. The meeting began at 4:24 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  
E. Virgil Conway, Board Member  
Jose Holguin-Veras, Ph.D., via video conference

Constituting a majority 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, via video conference  
Jerry Yomoah, Board Administrator  
Jonathan Ehrlich, Special Assistant to the Chairman  
Scott Hollis, Information Technology Specialist III  
Michael Shamma, Acting Chief Engineer  
Ted Nadratowski, Interim Director, Maintenance and Operations  
Dan Weiller, Director of Media Relations & Communications

Also in attendance:

Jeff Parker, Ernst and Young  
Doug Zimmerman  
Murray Bodin, Member of the Public

Chairman Milstein called the meeting of the Thruway Authority and Canal Corporation Boards to order. (01:25:08)

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

**Item 1 by Mr. Yomoah (Appendix A)**  
**Approval of Minutes of Meeting No. 700 (01:25:08)**

At the recommendation of Ms. Luh, seconded by Mr. Sall, without any objections, the Board approved the minutes of Meeting No. 700 held on November 7, 2013, which were made available to the Board Members as part of the Agenda.

**Item 2 by Mr Bryan (Appendix B)**  
**Financial Report for October 2013 (01:25:08)**

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

On the motion of Mr. Conway, seconded by Ms. Luh, without any objections, the Board accepted the Financial Reports for October 2013.

**Item 3 by Mr. Bryan (Appendix C)**  
**Approval of the Authority's Investment Transactions for the Third Quarter Ending September 30, 2013 (01:25:08)**

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

On the motion of Mr. Conway, seconded by Ms. Luh, without any objections, the Board approved the Authority's Investment Transactions for the Third Quarter Ending September 30, 2013.

**Item 4 by Mr. Bryan (Appendix D)**  
**Review and Approve Revisions to the 2013 Financial Plan and the 2014 Proposed Budget for the New York State Thruway Authority and New York State Canal Corporation (01:25:08)**

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

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

**RESOLUTION NO. 5979**  
**APPROVAL OF REVISIONS TO THE 2013**  
**FINANCIAL PLAN AND THE 2014 PROPOSED**  
**BUDGET FOR THE NEW YORK STATE**  
**THRUWAY AUTHORITY AND NEW YORK**  
**STATE CANAL CORPORATION**

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**RESOLVED**, that the Report on the 2013 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 2013, 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 2014, 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 5 by Mr. Shamma (Appendix E)**  
**Review and Approve the 2014 Thruway and Canal Contracts Program**  
**(01:25:08)**

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

At the recommendation of Chairman Milstein, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO. 5980**  
**APPROVING THE 2014 THRUWAY AND CANAL**  
**CONTRACTS PROGRAM**

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**RESOLVED**, that the 2014 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 or his designee 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 2014 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 2014 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 2014 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 2014 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 2014 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 2014 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 2014 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 2014 Budgets which are otherwise not required for expenditure during 2014 to the proper fund in accordance with acceptable budgeting and accounting procedures;

B. to monitor total cash expenditures for the 2014 Contracts Programs to insure that they do not exceed \$1,376,252,187 for the Thruway Authority and \$77,052,195 for the Canal Corporation during the 2014 Fiscal Year;

C. to return bid checks submitted for such contracts to unsuccessful bidders, and to make necessary adjustments in the respective 2014 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 2014 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 6 by Mr. Bryan (Appendix F)**  
**Authorizing the Modification and Consolidation of the Thruway Authority's and Canal Corporation's Procurement Contracts Policies (25-5-01)**  
**(01:25:08)**

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

At the recommendation of Chairman Milstein, seconded by Mr. Conway, without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO. 5981**  
**AUTHORIZING THE MODIFICATION AND**  
**CONSOLIDATION OF THE THRUWAY**  
**AUTHORITY'S AN CANAL CORPORATION'S**  
**PROCUREMENT CONTRACTS POLICIES (25-5-**  
**01)**

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**RESOLVED**, that the Thruway Authority and Canal Corporation Procurement Contracts Policies (25-5-01 and 25-5-01C) attached hereto as Exhibits B and C be, and the same hereby are, rescinded, and be it further

**RESOLVED**, that the combined Procurement Contracts Policy (25-5-01) for the Thruway Authority and Canal Corporation attached hereto as Exhibit A be, and the same hereby is, approved, and be it further

**RESOLVED**, that the Executive Director be, and he hereby is, authorized to, in consultation with the Chief Financial Officer and the General Counsel, develop or modify operational and/or administrative procedures as necessary to implement the revised Policy, and be it further

**RESOLVED**, that this Resolution shall take effect immediately, and be it further

**RESOLVED**, that these resolutions be incorporated in the minutes of these meetings.

**Item 7 by Mr. Madison and (Appendix G )**  
**Report on Procurement Contracts and Other Agreements up to \$150,000**  
**Executed by the Executive Director during the Period July 1, 2013 through**  
**September 30, 2013 (01:25:25)**

On the motion of Chairman Milstein, seconded by Mr. Conway, without any objections, the Board accepted the report on Procurement Contracts and other Agreements up to \$150,000 executed by the Executive Director during the period July 1, 2013 through September 30, 2013.

**Item 8 by Mr. Shamma (Appendix H)**  
**Report on the 2013 Capital Program (01:28:03)**

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 report on the Thruway Authority and Canal Corporation 2013 Capital Program.

**Item 9 by Mr. Barr (Appendix I)**  
**Approving the Selection of Professional Health Services, Inc. to Provide Occupational Medical Services for Authority and Corporation Employees, Authorizing the Executive Director to Execute a Contract with Professional Health Services, Inc. and Appropriation of Funds for the Contract (01:35:11)**

Extensive discussion of this contract was undertaken by members of the Board. The details of the presentation by Mr. Barr 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 Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO. 5983**  
**APPROVING THE SELECTION OF**  
**PROFESSIONAL HEATH SERVICES INC. TO**  
**PROVIDE OCCUPATIONAL MEDICAL SERVICES**  
**FOR AUTHORITY AND CANAL CORPORATION**  
**EMPLOYEES, AUTHORIZING THE EXECUTIVE**  
**DIRECTOR TO EXECUTE A CONTRACT WITH**  
**PROFESSIONAL HEALTH SERVICES INC. AND**

**APPROPRIATION OF FUNDS FOR THE CONTRACT**

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**RESOLVED**, that the Executive Director be, and hereby is, authorized to execute an agreement with Professional Health Services, Inc. for services relative to providing OSHA-mandated occupational medical services for both Thruway Authority and Canal Corporation employees, and be it further

**RESOLVED**, that the agreement shall for a term of two years with the option to renew for three additional one-year terms and that the maximum cost of these services is anticipated to be \$164,400 each year for 2014 and 2015, for a maximum amount payable for the initial two-year term of \$328,800, and be it further

**RESOLVED**, that the maximum amount payable for the five-year term shall be \$822,000 should the Authority exercise its option to renew for each of three optional one-year terms, 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, to manage and administer the contract, amend 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 Director of Thruway Finance be, and hereby is, authorized to charge expenditures for services rendered under such agreement

to the appropriate funds provided therefore, subject to reallocation and adjustment as determined by final audit of charges, and be it further

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

**Item 10 by Mr. Nadratowski (Appendix J)**  
**Authorizing the Executive Director to Execute a Third Amendment to Agreement C100897 with NCO Financial Systems, Inc. for E-ZPass Collection Services (01:36:24)**

Extensive discussion of this agreement was undertaken by members of the Board. The details of the presentation by Mr. Nadratowski 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 Mr. Conway, seconded by Ms. Luh without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO. 5984**  
**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A THIRD AMENDMENT TO AGREEMENT WITH NCO FINANCIAL SYSTEMS, INC.**

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**RESOLVED**, that the Executive Director be, and he hereby is, authorized to execute a Third Amendment to Agreement (C100897) with NCO Financial Systems, Inc. to provide E-ZPass collection services ("Agreement"), and be it further

**RESOLVED**, that such Third Amendment shall increase the monetary cap by \$155,000 (to \$1,500,000), 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 Agreement 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 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 11 by Mr. Nadratowski (Appendix K)**  
**Authorization of a Multi-Year Agreement Between the New York State Thruway Authority and TRANSCOM, Inc. for the Years 2014-2018**  
**(01:36:24)**

Extensive discussion of this agreement was undertaken by members of the Board. The details of the presentation by Mr. Nadratowski 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 Mr. Conway, seconded by Ms. Luh, without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO. 5985**  
**AUTHORIZATION OF A MULTI-YEAR**  
**AGREEMENT BETWEEN THE NEW YORK**  
**STATE THRUWAY AUTHORITY AND**  
**TRANSCOM, INC., FOR THE YEARS 2014-2018**

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**RESOLVED**, that the Executive Director be, and hereby is, authorized to execute a multi-year agreement for membership in TRANSCOM, Inc. for the years 2014-2018, and be it further

**RESOLVED**, that the Executive Director be, and he hereby is, authorized to approve and execute such future ministerial amendments and additions to the TRANSCOM Multi-Year Agreement that may be approved by the TRANSCOM Board of Trustees and which the Executive Director deems to be in the best interests of the Thruway Authority, and be it further

**RESOLVED**, that the Executive Director be, and hereby is, authorized to expend, in consultation with the Director of Finance, an amount not to exceed \$700,000 for the five year term 2014-2018, and be it further

**RESOLVED**, that the Board will annually review its continued membership and funding for TRANSCOM as part of the Budget approval process, and be it further

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

**Item 12 by Mr. Nadratowski (Appendix L)**  
**Authorizing the Executive Director to Execute an Agreement with Kapsch**  
**TrafficCom IVHS Inc. (01:36:24)**

Extensive discussion of this agreement was undertaken by members of the Board. The details of the presentation by Mr. Nadratowski 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 Mr. Conway, seconded by Ms. Luh, without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO.5986**  
**AUTHORIZING THE EXECUTIVE DIRECTOR TO**  
**EXECUTE AN AGREEMENT WITH KAPSCH**  
**TRAFFICCOM IVHS INC.**

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**RESOLVED**, that the Executive Director be, and he hereby is, authorized to execute an Agreement (C010241) with Kapsch TrafficCom IVHS Inc., to develop, install and provide technical support of the All-Electronic Toll System ("Agreement"), and be it further

**RESOLVED**, that such Agreement shall be for a term of ten years, and the monetary cap shall not exceed \$29,000,000 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 Agreement 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 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 13 by Mr. Shamma (Appendix M)**  
**Authorizing Execution of Three Term Agreements (D214278, D214282 and D214283) with Three Firms (1:50:12)**

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. Luh, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO.5987**  
**AUTHORIZING THE EXECUTION OF THREE**  
**TERM AGREEMENTS (D214278, D214282 AND**  
**D214283) WITH THREE FIRMS**

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**RESOLVED**, that the Chief Engineer be, and he hereby is, authorized to execute three term agreements (D214278, D214282 and D214283) with the three firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete the projects to be inspected through these agreements, with the Maximum Amount Payable of each agreement 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 2014 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 14 by Mr. Shamma (Appendix N)**  
**Authorizing the Execution of Supplemental Agreement No. 1 to Engineering Agreements D214072 and D214073 (01:52:02)**

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 Mr. Conway, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO. 5988**  
**AUTHORIZING THE EXECUTION OF**  
**SUPPLEMENTAL AGREEMENT NO. 1 TO**  
**ENGINEERING AGREEMENTS D214072 AND**  
**D214073**

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**RESOLVED**, that the Chief Engineer be, and he hereby is, authorized to execute Supplemental Agreement No. 1 to D214072 with WSA Group PE-PC, 11 British American Boulevard, Suite 200, Latham, New York 12110, for an additional sum of \$3,900,000 (Item BS912.1 of the 2014 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 Agreement D214072 be \$7,400,000, and be it further

**RESOLVED**, that the Chief Engineer be, and he hereby is, authorized to execute Supplemental Agreement No. 1 to D214073 with CHA Consulting, Inc., III Winners Circle, Albany, New York 12205, for an additional sum of \$2,350,000 (Item BS912.2 of the 2014 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 Agreement D214073 be \$4,600,000, 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 Agreements, manage and administer the Supplemental Agreements, amend the provisions of the Supplemental Agreements consistent with the terms of this Item and in accordance with the 2014 Contracts Program Resolution and other Board authorizations, and suspend or terminate the Supplemental Agreements 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 O)**  
**Authorizing Execution of Five Engineering Agreements (D214215, D214239, D214244, D214250 and D214250) with Five Firms for Construction Inspection Services Relative to TAB 13-14B, TAB 13-41B, TANY 13-51, TAS 13-48 and H1025.1 (01:54:29)**

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 Mr. Conway, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

**RESOLUTION NO.5989**  
**AUTHORIZING THE EXECUTION OF FIVE**  
**ENGINEERING AGREEMENTS (D214215,**  
**D214239, D214244, D213245 AND D214250)**  
**WITH FIVE FIRMS FOR CONSTRUCTION**  
**INSPECTION SERVICES RELATIVE TO TAB 13-**  
**14B, TAB 13-41B, TANY 13-51, TAS 13-48 AND**  
**H1025.1**

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**RESOLVED**, that the Chief Engineer be, and he hereby is, authorized to negotiate and execute engineering agreements (D214215, D214239, D214244, D213245 and D214250) for construction inspection services with the five (5) 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 agreement not to exceed the amount shown in the attached Exhibit A, and be it further

**RESOLVED**, that an additional \$90,000 be allocated to D214244 through adjustments made to the 2014 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 agreements, manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this Item and in accordance with the 2014 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.

### **PUBLIC COMMENT PERIOD**

There was one public speaker who did not address items specific to the Authority agenda. Please refer to the video recording of the meeting for the content of the speaker's statements.

### **Mr. Murray Bodin, Member of the Public (2:05:18)**

### **EXECUTIVE SESSION AND ADJOURNMENT (2:09:40)**

Chairman Milstein requested a motion to adjourn to Executive Session to discuss personnel matters.

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

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Jerry B. Yomoah  
Board Administrator

*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.*