



MINUTES

NEW YORK STATE THRUWAY AUTHORITY

BOARD MEETING NO. 709

March 26, 2015

Minutes of a meeting of the New York State Thruway Authority, held in the board room at, 200 Southern Boulevard, Albany, New York and by video conference from the Buffalo Division Office, in Cheektowaga, New York.

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 12:20 p.m.

Members Present:

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.

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

Staff Present:

Robert Megna, Acting Executive Director
Jen McCormick, Interim Deputy Executive Director
Gordon Cuffy, General Counsel
Brian Stratton, Director of the NYS Canal Corporation
Maria Lehman, Interim Director of Maintenance and Operations
John Barr, Director of Administrative Services
Harry Lennon, Acting Director of Department of Audit & Management Services
Matt Howard, Treasurer and Chief Financial Officer
Dave Malone, Director of Accounting & Disbursements
Tony Kirby, Director of Real Property Management
Frank Macarilla, Information Tech. Specialist
Cathy Sheridan, Acting Chief Engineer
Douglas Tokarczyk, Acting Buffalo Division Director
Pat Hoehn, Acting Syracuse Division Director
Stephen Grabowski, Acting New York Division Director
Ahmad Ibrahim, Acting Albany Division Director
John Callaghan, Deputy Director of the NYS Canal Corporation
Dan Weiller, Director of Media Relations & Communications
Jerry Yomoah, Board Administrator

Also in attendance:

Brandon Kennedy, SaxBST, LLC
Paul Goetz, SaxBST, LLC
Murray Bodin, Member of the Public

Vice Chair Luh called the meeting of the Thruway Authority and Canal Corporation Boards to order.

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

Item 1 by Vice Chair Luh (Appendix A)
Approval of Minutes of Meeting No. 708

Vice Chair Luh asked for a motion to approve the minutes of the previous meeting. Upon motion duly made and seconded, the Board approved the minutes of Meeting No. 708 held on January 26, 2015, which were made available to the Board Members as part of the Agenda.

Item 2 by Mr. Howard (Appendix B)
Financial Reports for November and December 2014, January 2015

The item was advanced to the Board at the recommendation of the Finance Committee.

Upon motion duly made and seconded, the Board accepted the Financial Reports for November and December 2014, and January 2015.

Item 3 by Mr. Howard (Appendix C)
Report of Investments for the Quarter ending December 31, 2014

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

Upon motion duly made and seconded, the Board accepted the Reports of Investments for the Quarter ending December 31, 2014.

Item 4 by Mr. Howard (Appendix D) Review and Approval of the Authority's Annual Investment Report

The item was advanced to the Board at the recommendation of the Finance Committee.

Upon motion duly made and seconded, without any objections, the Board approved the Authority's annual investment report and adopted the following resolution:

RESOLUTION NO. 6040
REVIEW AND APPROVAL OF THE AUTHORITY'S
ANNUAL INVESTMENT REPORT

RESOLVED, that the Authority's Investment Report including the revised policy statement FINANCIAL INVESTMENTS, the annual report by the independent auditors, and the listing of investment income has been reviewed and is hereby approved, and be it further

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

Item 5 by Mr. Howard (Appendix E)
Annual Report of 2014 Procurement Contracts

The item was advanced to the Board at the recommendation of the Finance Committee. Upon motion duly made and seconded, without any objections, the Board approved the adopted the following resolution:

RESOLUTION NO. 6041
ANNUAL REPORT OF 2014 PROCUREMENT CONTRACTS

RESOLVED, that the Schedules of 2014 Procurement Contracts (Exhibits A1, A2 and A3), as submitted, are hereby accepted, and be it further

RESOLVED, that all such contracts were executed in accordance with the applicable provisions of the following Board approved Policy Statement: PROCUREMENT CONTRACTS (25-5-01), unless otherwise authorized by the Board, and be it further

RESOLVED, that the Bond Sale Report for Calendar Year 2013 (Exhibit B), as submitted, is hereby accepted, and be it further

RESOLVED, that staff is authorized to submit this report to the New York State entities as required by Section 2879 of the Public Authorities Law, and be it further

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

Item 6 by Messrs. Howard and Kennedy (Appendix F)
Report of SaxBST, LLC Audit of the Authority's Financial Statements, Report on Compliance with Investment Guidelines and Report on Compliance with Single Audit Requirements

The item was advanced to the Board at the recommendation of the Audit Committee.

Upon motion duly made and seconded, without any objections, the Board accepted SaxBST, LLC's report of the Authority's audited financial statements, report on compliance with investment guidelines and report on compliance with single audit requirements.

Item 7 by Ms. Lehman (Appendix G)
Informational Item on Charge NY Initiative

Ms. Lehman next gave the board an update on the project to install vehicle charging stations at Thruway rest areas. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Item 8 by Mr. Cuffy (Appendix H)
Authorizing the Executive Director to Execute an Amendment to the Holland & Knight, LLP Agreement (Co10151) to increase the Maximum Amount Payable

Mr. Cuffy presented the next item seeking amend an outside legal counsel agreement. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board authorized the Executive Director to execute an amendment to the Holland & Knight, LLP agreement (Co10151) to increase the Maximum Amount Payable and adopted the following resolution:

RESOLUTION NO. 6042
AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AMENDMENT TO THE HOLLAND & KNIGHT, LLP (H&K) AGREEMENT (Co10151) TO INCREASE THE MAXIMUM AMOUNT PAYABLE

RESOLVED, that the Acting Executive Director be, and he hereby is, authorized to execute an amendment to the Agreement with H&K (Co10151) for ongoing outside legal services to increase the Maximum Amount Payable under such Agreement by \$300,000 to a new monetary cap of \$450,000, and be it further

RESOLVED, that funding for the requested increase will be charged to the Authority's Operating Budget.

RESOLVED, that the Acting Executive Director or his designee shall have the authority to exercise all powers reserved to the Authority under the provisions of the H&K Agreement, manage and administer the H&K 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 interest of the Authority, and be it further

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

Item 9 by Ms. Sheridan (Appendix I)
Authorizing the Execution Of Five Agreements (D214385, D214386, D214387, D214388 And D214389) With Five Firms

Ms. Sheridan presented the item seeking authorization execute engineering agreements. Details of the presentation and discussion with Board Members are included in the video recording of the meeting

Upon duly motioned, seconded and without any objections, authorized the execution of the agreements and adopted the following resolution:

RESOLUTION NO. 6043
AUTHORIZING THE EXECUTION OF FIVE
AGREEMENTS (D214385, D214386, D214387,
D214388 AND D214389) WITH FIVE FIRMS

RESOLVED, that the Chief Engineer be, and she hereby is, authorized to execute five agreements (D214385, D214386, D214387, D214388 and D214389) with the five 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 agreement 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 interest of the Authority, and be it further

RESOLVED, that the Chief Engineer or her 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 2015 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

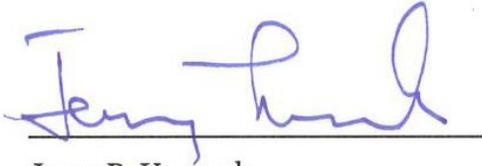
RESOLVED, that this resolution be incorporated in the minutes of this meeting.

PUBLIC COMMENT PERIOD

Mr. Murray Bodin addressed the Board. His comments are included in the video recording of the meeting

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the meeting was adjourned.



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.