



MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 710
May 18, 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 New NY Bridge Project Office, in Tarrytown, 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 of the Board present were:

Joanne M. Mahoney, Chair
Donna J. Luh, Vice Chairperson
J. Donald Rice, Jr., Board Member
Brandon R. Sall, Board Member
Richard N. Simberg, Board Member

Members of the Board not present:

Jose Holguin-Veras, Ph.D., Board Member

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

Staff Present:

Robert Megna, Acting Executive Director
Gordon Cuffy, General Counsel
Brian Stratton, Director of the NYS Canal Corporation
Eric Christensen, Deputy Director of Operations
Mark Hixson, Deputy 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
Kevin Allen, Director of Thruway Purchasing
Frank Macarilla, Information Tech. Specialist
Cathy Sheridan, Acting Chief Engineer
Stephen Grabowski, Acting New York 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:

Janet Ho, Office of the NYS Governor
Michael Wojnar, Office of the NYS Governor
Ron Thaniel, Office of the NYS Governor
Sandy Castor, Office of the NYS Governor
Karen Geduldig General Counsel, NYS Office of Information Technology Services
Karen Wilson, CSEA Local President
Murray Bodin, Member of the Public

Chair Mahoney 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 Chair Mahoney (Appendix A)
Approval of Minutes of Meeting No. 709

Chair Mahoney 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. 709 held on March 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 February and March 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 February and March 2015.

Item 3 by Mr. Howard (Appendix C)
Approval of the 2015 Modified Budget for the New York State Thruway Authority and New York State Canal Corporation

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

Upon motion duly made and seconded, the Board approved the 2015 Modified Budget for the New York State Thruway Authority and New York State Canal Corporation and adopted the following resolution:

RESOLUTION NO. 6044
APPROVAL OF THE 2015 MODIFIED BUDGET FOR
THE NEW YORK STATE THRUWAY AUTHORITY
AND NEW YORK STATE CANAL CORPORATION

RESOLVED, that the Authority's 2015 Modified Budget submitted by the Acting Executive Director and the Chief Financial Officer, be, and the same hereby is, approved and funded in accordance with the attached Exhibit I, and be it further

RESOLVED, that the Acting 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 4 by Mr. Megna (Appendix D)
Report on Procurement Contracts and other Agreements up to \$150,000 Executed by the Executive Director during the Period January 1, 2015 through March 31, 2015

Chair Mahoney invited Kevin Allen to present the report of procurement contracts.

Upon motion duly made and seconded, 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 January 1, 2015 through March 31, 2015.

Item 5 by Mr. Megna (Appendix E)
Approval of New Salary Schedule for Management/Confidential (M/C) Employees

Mr. Megna presented the item seeking Board approval of the new salary schedule for M/C employees. Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, without any objections, the Board approved the new salary schedule and adopted the following resolution:

RESOLUTION NO. 6045
AUTHORIZATION FOR THE EXECUTIVE DIRECTOR TO RESCIND GENERAL SALARY INCREASES FOR MANAGEMENT AND CONFIDENTIAL EMPLOYEES ORIGINALLY APPROVED FOR 2009, 2010 AND 2011, APPROVE NEW GENERAL SALARY INCREASES FOR MANAGEMENT AND CONFIDENTIAL EMPLOYEES IN ALIGNMENT WITH EXECUTIVE BRANCH COMPENSATION FOR MANAGEMENT AND CONFIDENTIAL EMPLOYEES

RESOLVED, that the general salary increases approved by the Board for 2009, 2010 and 2011 are hereby rescinded.

RESOLVED, the base salary of Management/Confidential (M/C) employees and the M/C

Salary Schedule be increased by 2.0% for 2014 and by another 2.0% for 2015 on the pay period that includes July 1, 2015 and collectively paid retroactively to January 1, 2015; and

RESOLVED that the eligibility dates for Longevity payments for impacted M/C employees be corrected so that these employees will receive these payments on the dates they become eligible in accordance with the Authority's Salary Administration Manual; and

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

Item 6 by Mr. Barr (Appendix F)
Health Insurance for Management/Confidential Employees

Chair Maloney invited Mr. Barr to present the item on health insurance for Thruway Authority and Canal Corporation M/C employees. 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 approved the new health insurance program and schedule for M/C employees and adopted the following resolution:

RESOLUTION NO. 6046
HEALTH INSURANCE FOR MANAGEMENT/CONFIDENTIAL EMPLOYEES

RESOLVED, that contributions for M/C employees who currently do not contribute would be phased in as follows: 6% of Individual or 6% of the additional cost of Family coverage on September 1, 2015; 10% of Individual or 15% of the additional cost of Family coverage on January 1, 2017; and 10% of Individual or 25% of the additional cost of Family coverage on January 1, 2018, and be it further

RESOLVED, that M/C employees who currently contribute would continue at the existing rate of 20% of Individual or Family coverage until January 1, 2018, when the rate would be adjusted to 10% of Individual or 25% of the additional cost of Family coverage, and it be further

RESOLVED, that M/C employees hired on September 1, 2015 or after would contribute at the following rates: 16% of Individual or 31% of the additional cost of

Family coverage (Gr. 10 and above); and 12% of Individual or 27% of the additional cost of Family coverage (Gr. 9 and below), and it be further

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

Item 7 by Mr. Gordon (Appendix G)

Authorizing the Executive Director to Execute an Amendment to the Whiteman, Osterman & Hanna, LLP Agreement (Co10156) to increase the Maximum Amount Payable

Mr. Gordon presented the item seeking Board approval to amend a legal services contract with Whiteman, Osterman & Hanna, LLP. 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 approved the contact amendment with Whiteman, Osterman and Hanna, LLP and adopted the following resolution:

RESOLUTION NO. 6047

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AMENDMENT TO THE WHITEMAN, OSTERMAN & HANNA, LLP AGREEMENT (Co10156) TO INCREASE THE MAXIMUM AMOUNT PAYABLE

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute an amendment to the agreement with WOH (Co10156) for ongoing outside legal services to increase the maximum amount payable under such agreement by \$600,000 to a new monetary cap of \$750,000, and be it further

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

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 WOH Agreement, manage and administer the WOH 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 8 by Mr. Christensen (Appendix H)

Authorizing the Executive Director to Execute a Memorandum of Agreement (MOA) with the Triborough Bridge and Tunnel Authority and the Port Authority of NY & NJ in conjunction with Authorizing the Executive Director to Approve a Change Order to E-ZPass New York Customer Service Center Agreement with Xerox State & Local Solutions Inc. (“Xerox”) to develop and implement a Video Tolling System

Mr. Christensen presented the next item seeking Board approval for the Executive Director to enter into an MOA with Triborough Bridge and Tunnel Authority and the Port Authority of NY & NJ for the implementation of a video tolling system. 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 MOA with the Triborough Bridge and Tunnel Authority and the Port Authority of NY & NJ and adopted the following resolution:

RESOLUTION NO. 6048

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A MEMORANDUM OF AGREEMENT (“MOA”) WITH THE TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY AND THE PORT AUTHORITY OF NY & NJ IN CONJUNCTION WITH AUTHORIZING THE EXECUTIVE DIRECTOR TO APPROVE A CHANGE ORDER TO E-ZPASS NEW YORK CUSTOMER SERVICE CENTER AGREEMENT WITH XEROX STATE & LOCAL SOLUTIONS INC. (“XEROX”) TO DEVELOP AND IMPLEMENT A VIDEO TOLLING

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute an agreement with the Triborough Bridge and Tunnel Authority, Port Authority of New York & New Jersey, for video tolling services, and be it further

RESOLVED, that the Executive Director be, and he hereby is, Authorized to approve change order 199 to the Xerox Agreement (C100739), and be it further

RESOLVED, that the Executive Director, or his designee, be, and hereby is, authorized to exercise all

powers reserved to NYSTA under the amendments authorized hereby; and be it further

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

Item 9 by Mr. Christensen (Appendix I)

Authorizing an Amendment to the E-ZPass New York Customer Service Center Agreement with Xerox State & Local Solutions Inc. (“Xerox”) for Video Tolling Services

Mr. Christensen presented the next item seeking Board approval to amend the Thruway Authority’s E-ZPass back office services contract with Xerox to include video tolling services. 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 amendment to the contract and adopted the following resolution:

RESOLUTION NO. 6049

AUTHORIZING AN AMENDMENT TO THE E-ZPASS NEW YORK CUSTOMER SERVICE AGREEMENT WITH XEROX STATE & LOCAL SOLUTIONS INC. FOR VIDEO TOLLING SERVICES

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute an amendment to Agreement (C10739) with Xerox State & Local Solutions Inc., to provide All-Electronic Tolling Services (“Amendment”), and be it further

RESOLVED, that the Executive Director, or his designee, be, and hereby is, authorized to exercise all powers reserved to NYSTA under the amendments authorized hereby; and be it further

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

Item 10 by Ms. Sheridan (Appendix J)

Authorizing the Execution of Three Agreements (D214393, D214394 and D214395) with Three Firms

(Chair Mahoney declared a conflict of interest and abstained from voting on the resolution)

Ms. Sheridan presented the item seeking Board authorization to execute engineering agreements three firms. 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. 6050
AUTHORIZING THE EXECUTION OF THREE AGREEMENTS (D214393, D214394 and D214395) WITH THREE FIRMS

RESOLVED, that the Chief Engineer be, and she hereby is, authorized to execute five agreements (D214393, D214394 and D214395) with the three 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.

Item 11 by Ms. Sheridan (Appendix K)
Authorizing Additional Funding for the Award of TAB 15-15BP (D214382), Painting of Ten Buffalo Division Bridges

Ms. Sheridan presented the item seeking additional funding for a bridge painting project in the Buffalo division. 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, approved additional funding for the project and adopted the following resolution:

RESOLUTION NO. 6051
AUTHORIZING ADDITIONAL FUNDING FOR THE
AWARD OF TAB 15-15BP (D214382), PAINTING OF
TEN BUFFALO DIVISION BRIDGES

RESOLVED, that additional funding for the award of TAB 15-15BP (D214382), Painting of Ten Buffalo Division Bridges, to Erie Painting & Maintenance, Inc. for its low bid of \$5,375,312 be, and the same hereby is authorized, and be it further

RESOLVED, that an additional sum of \$1,030,312 be, and the same hereby is, allocated toward contract TAB 15-15BP from bid savings and other adjustments made to the 2015 Contracts Program, and be it further

RESOLVED, that the Chief Engineer or her 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 the minutes of this meeting.

Item 12 by Mr. Howard (Appendix L)
Authorizing Renewal and Amendment of Lease For Office Space with
Airport Commerce Park II, LLC, at 455 Cayuga Road, in the Town of
Cheektowaga, County of Erie

Mr. Howard presented the item seeking Board approval to renew and amend the lease agreement for the Buffalo Division's office space. 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 renewal of the lease agreement and adopted the following resolution:

RESOLUTION NO. 6052
**AUTHORIZING RENEWAL AND AMENDMENT OF
LEASE FOR OFFICE SPACE WITH AIRPORT
COMMERCE PARK II, LLC, AT 455 CAYUGA ROAD,
IN THE TOWN OF CHEEKTOWAGA, COUNTY OF
ERIE**

RESOLVED, that the Authority be, and the same hereby is, authorized to renew and amend the lease (hereinafter, "First Amendment") between the Authority and Airport Commerce Park II, LLC , for the purposes and under the provisions described in this agenda item; and be it further

RESOLVED, that the Executive Director, or his designee, be, and the same hereby is, authorized to execute the First Amendment, along with all other documents necessary to effectuate such execution in accordance with the terms authorized during this meeting; and be it further

RESOLVED, that the Executive Director, or his designee, shall, relative to the lease as amended by the First Amendment, have the authority to: (1) exercise all powers reserved to the Authority under the provisions of the lease as amended, including, but not limited to, exercising any termination rights the Authority has, (2) manage and administer the lease, as amended, and (3) alter the provisions of the lease, as amended, consistent with terms of this agenda item and other applicable Board authorizations; and be it further

RESOLVED, the Executive Director, the Chief Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all steps necessary to implement this Board action; and be it further

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

Item 13 by Mr. Howard (Appendix M)
Authorizing New Lease for Office Space with Thruway Court of Tallahassee, LLC, at 290 Elwood Davis Road, in the Village of Liverpool, County of Onondaga

Mr. Howard presented the item seeking Board approval to enter into a new lease agreement for the Syracuse Division's office space. 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 renewal of the lease agreement and adopted the following resolution:

RESOLUTION NO. 6053
**AUTHORIZING NEW LEASE FOR OFFICE SPACE
WITH THRUWAY COURT OF TALLAHASSEE, LLC,
AT 290 ELWOOD DAVIS ROAD, IN THE VILLAGE
OF LIVERPOOL, COUNTY OF ONONDAGA**

RESOLVED, that the Authority be, and the same hereby is, authorized to enter into a Lease agreement (hereinafter, Lease"), between the Authority and Thruway Court of Tallahassee, LLC , for the purposes and under the provisions described in this agenda item, and be it further

RESOLVED, that the Executive Director, or his designee, be, and the same hereby is, authorized to execute the Lease, along with all other documents necessary to effectuate such execution in accordance with the terms authorized during this meeting, and be it further

RESOLVED, that the Executive Director, or his designee, shall, relative to the Lease, have the authority to: (1) exercise all powers reserved to the Authority under the provisions of the lease, including, but not limited to, exercising any termination right the Authority has, (2) manage and administer the lease, and (3) alter the provisions of the lease, consistent with terms of this agenda item and other applicable Board authorizations, and be it further

RESOLVED, the Executive Director, the Chief Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all steps necessary to implement this Board action, and be it further

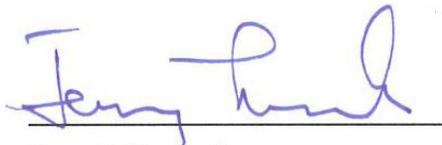
RESOLVED, that this resolution be incorporated in the minutes of this meeting.

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.