



**MINUTES**  
**NEW YORK STATE THRUWAY AUTHORITY**  
**BOARD MEETING NO. 716**  
**January 12, 2016**

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 Metropolitan Transportation Authority's offices at 2 Broadway, New York, 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 1:30 p.m.

Members of the Board present were:

Joanne M. Mahoney, Chair  
Donna J. Luh, Vice Chairperson  
Richard N. Simberg, Board Member  
J. Donald Rice, Jr., via video conference

Members of the Board present excused:

Jose Holguin-Veras, Ph.D.

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

Staff Present:

Robert Megna, Executive Director  
Karen Hunter, Chief of Staff  
Gordon Cuffy, General Counsel  
Maria Lehman, Interim Director of Maintenance and Operations

Brian Stratton, Director of the NYS Canal Corporation  
John Barr, Director of Administrative Services  
Matt Howard, Treasurer and Chief Financial Officer  
Larry Norville, Chief Compliance Officer  
Cathy Sheridan, Acting Chief Engineer  
Harry Lennon, Department of Audit & Management Services  
Major Joseph Dodd, NYS Police  
Mark Hixson, Deputy Director Maintenance & Operations  
Doug Tokarczyk, Acting Buffalo Division Director  
Joseph Moloughney, Acting Albany Division Director  
Pat Hoehn, Acting Syracuse Division Director  
Stephen Grabowski, Acting New York Division Director  
John Callaghan, Deputy Director of the NYS Canal Corporation  
Jennifer Givner, Director of Media Relations & Communications  
Jerry Yomoah, Board Administrator

Also in attendance:

Murray Bodin, Member of the Public  
Rick Karlin, Times Union  
Jimmy Vielkind, Capital New York

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).

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#### **PUBLIC COMMENT PERIOD RELATED TO THE MEETING AGENDA**

There were no comments made during the period.

#### **Item 1 by Chair Mahoney (Appendix A)** **Approval of Minutes of Meeting No. 715**

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. 715 held on December 14, 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 2015**

The financial report 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 2015.

**Item 3 by Chair Mahoney (Appendix C)**  
**Consider and adopt the Board meeting Schedule for calendar year 2016**

Chair Mahoney proposed Board meeting dates for the calendar year.

Upon motion duly made and seconded, the Board approved the Board calendar and adopted the following board meeting dates:

**Board of Directors Meeting Schedule for Calendar Year 2016**

January 12, 2016

February 23, 2016

March 21, 2016

April 18, 2016

June 6, 2016

September 12, 2016

October 3, 2016

November 7, 2016

December 5, 2016

**Item 4 by Mr. Megna (Appendix D)**  
**Overview of Governor Cuomo's Thruway Toll Reduction and Protection Plan**

Chair Mahoney next invited Mr. Megna to give the Board an overview of Governor Cuomo's executive budget proposal for the Thruway Authority.

Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

**Item 5 by Mr. Megna (Appendix E)**  
**Staff Appointment of Karen Hunter as Chief of Staff**

Chair Mahoney next invited Mr. Megna to present the resolution seeking board approval to appoint Karen Hunter as Chief of Staff for the organization.

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 appointment and adopted the following resolution:

**RESOLUTION NO. 6071**  
**STAFF APPOINTMENT OF KAREN HUNTER AS CHIEF OF STAFF**

**RESOLVED**, that the Board hereby appoints Karen Hunter as Chief of Staff effective January 12, 2016, at salary grade 38 and an annual salary of \$155,410, for which funds are available in the 2016 Operating Budget, and it be further

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

**Item 6 by Mr. Megna (Appendix F)**  
**Staff Appointment of Cathy Sheridan as Chief Engineer**

Mr. Megna presented the next resolution seeking the board's approval to appoint Cathy Sheridan as the Authority's Chief Engineer.

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 appointment and adopted the following resolution:

**RESOLUTION NO. 6072**  
**STAFF APPOINTMENT OF CATHERINE SHERIDAN AS CHIEF ENGINEER**

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**RESOLVED**, that the Board hereby appoints Catherine Sheridan as Chief Engineer effective January 12, 2016, at salary grade 35 and an annual salary of \$143,223, for which funds are available in the 2016 Operating Budget, and it be further

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

**Item 7 by Mr. Megna (Appendix G)**  
**Staff Appointment of Maria Lehman as Chief Operating Officer**

Mr. Megna presented the next resolution seeking the board's approval to appoint Maria Lehman as the Authority's Chief Operating Officer.

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 authorized the appointment and adopted the following resolution:

**RESOLUTION NO. 6073**  
**STAFF APPOINTMENT OF MARIA LEHMAN AS CHIEF OPERATING OFFICER**

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**RESOLVED**, that the Board hereby appoints Maria Lehman as Chief Operating Officer effective January 12, 2016, at salary grade 37 and an annual salary of \$154,266, for which funds are available in the 2016 Operating Budget, and it be further

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

**Item 8 by Chair Mahoney (Appendix H)**  
**Appointing Maria Lehman as Interim Executive Director of the New York State Thruway Authority and New York State Canal Corporation**

Chair Mahoney presented the next resolution seeking the board's approval to appoint Maria Lehman as the Interim Executive Director.

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 authorized the appointment and adopted the following resolution:

**RESOLUTION NO. 6074**  
**APPOINTING MS. MARIA LEHMAN AS INTERIM EXECUTIVE DIRECTOR FOR THE NEW YORK STATE THRUWAY AUTHORITY AND NEW YORK STATE CANAL CORPORATION**

**RESOLVED**, that the Boards of the New York State Thruway Authority and New York State Canal Corporation hereby appoint Maria Lehman as Interim Executive Director of the New York State Thruway Authority and New York State Canal Corporation effective January 12, 2016, and be it further

**RESOLVED**, that Ms. Lehman shall possess all of the powers reserved to the Executive Director pursuant to the Bylaws of the New York State Thruway Authority and New York State Canal Corporation until such time as the Governor nominates and the Boards approve an Acting Executive Director of the New York State Thruway and New York State Canal Corporation pending Senate confirmation pursuant to the provisions of PAL sections 354(6) and 2852, and be it further

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

**Item 9 by Mr. Cuffy (Appendix I)**

**To consider and act upon authorizing the Executive Director to execute an amendment to the Whiteman, Osterman & Hanna, LLP agreement (C010156) to increase the Maximum Amount Payable**

Mr. Cuffy presented the resolution seeking board approval to execute an amendment to the legal services contract with Whiteman, Osterman and 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, without any objections, the Board authorized the amendment to the legal services contract and adopted the following resolution:

**RESOLUTION NO. 6075**  
**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AMENDMENT TO THE WHITEMAN, OSTERMAN & HANNA, LLP AGREEMENT (C010156) TO INCREASE THE MAXIMUM AMOUNT PAYABLE**

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**RESOLVED**, that the Executive Director be, and he hereby is, authorized to execute an amendment to the agreement with WOH (C010156) for ongoing outside legal services to increase the maximum amount payable under such agreement by \$750,000 to a new monetary cap of \$1,500,000, 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 10 by Mr. Cuffy (Appendix J)**

**To consider and act upon authorizing the Executive Director to Execute an amendment to the Hawkins Delafield & Wood LLP agreement and to increase the Maximum Amount Payable**

Mr. Cuffy presented the resolution seeking board approval to execute an amendment to the Hawkins Delafield & Wood.

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 authorized the Executive Director to amend the legal services contract and adopted the following resolution:

**RESOLUTION NO. 6076**  
**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AMENDMENT TO THE AGREEMENT WITH HAWKINS DELAFIELD & WOOD LLP FOR GENERAL BOND COUNSEL SERVICES (C010036) TO INCREASE THE MAXIMUM AMOUNT PAYABLE AND ALLOCATE THE FUNDS THEREFOR**

**RESOLVED**, that the Executive Director be, and he hereby is, authorized to execute a Third Amendment to the Agreement with Hawkins Delafield & Wood LLP (C010036) for ongoing general bond counsel services, to increase the maximum amount payable under such agreement by \$150,000, from the current monetary cap of \$650,000 to a new monetary cap of \$800,000. Sufficient funding is provided in several Authority funds and within Costs of Issuance associated with specific debt issuances, 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 with Hawkins Delafield & Wood LLP, 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 interest of the Authority, and be it further

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

**Item 11 by Ms. Sheridan (Appendix K)**  
**Authorizing an amendment to the 2016 Thruway and Canal Contracts Programs for Longitudinal Utility Projects, Which May Also Involve Reimbursement Agreements**

Ms. Sheridan presented the resolution seeking board authorization to amend the 2016 contracts program.

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 authorized amending the contracts programs and adopted the following resolution

**THRUWAY AUTHORITY RESOLUTION NO. 6077**  
**AUTHORIZING AN AMENDMENT TO THE 2016 THRUWAY AND CANAL CONTRACTS PROGRAMS FOR UTILITY PROJECTS, WHICH MAY ALSO INVOLVE REIMBURSEMENT AGREEMENTS**

**RESOLVED**, that the 2016 Thruway and Canal Contracts Programs be amended in order to add Items HS76.1 and CS21.1, utility projects, be,

and the same hereby is, approved, and be it further

**RESOLVED**, that the Chief Engineer be, and hereby is, authorized to execute agreements (including reimbursement agreements) with any utility applicants, or their designees, and other agreements to effectuate the progression of the applications, and be it further

**RESOLVED**, that the Chief Engineer or her designees shall have the authority to exercise all powers reserved to the Authority and Corporation 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 2016 Thruway and Canal Contracts Programs Resolutions and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority and Corporation, and be it further

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

**Item 12 by Mr. Howard (Appendix L)**

**Authorizing the Extension of Contracts for Underwriting Services of Underwriting Firms Currently in the Authority's Senior Manager and Co-Manager Underwriting Pools and Authorizing the Executive Director to Extend the Contracts with the Designated Firms for Underwriting Services**

Mr. Howard presented the next item seeking to extend contracts with firms for underwriting services.

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 authorized amending the contracts programs and adopted the following resolution:

**RESOLUTION NO. 6078**

**AUTHORIZING THE EXTENSION OF CONTRACTS FOR UNDERWRITING SERVICES OF UNDERWRITING FIRMS CURRENTLY IN THE AUTHORITY'S SENIOR MANAGER AND CO-MANAGER UNDERWRITING POOLS AND AUTHORIZING THE EXECUTIVE DIRECTOR TO EXTEND THE CONTRACTS WITH THE DESIGNATED FIRMS FOR UNDERWRITING SERVICES**

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**RESOLVED**, that the Board authorizes the extension of the existing contracts of Barclays Capital Inc.; Citigroup Global Markets Inc.; Goldman, Sachs & Co.; Jefferies LLC; J.P. Morgan Securities LLC; Merrill Lynch, Pierce, Fenner & Smith Incorporated; Morgan Stanley & Co., LLC; Raymond James & Associates, Inc.; RBC Capital Markets, LLC; Samuel A Ramirez & Co., Inc.; Siebert Brandford Shank & Co., LLC and Wells Fargo Bank, NA, altogether the Senior Manager pool, from which firms may be selected to serve as senior managers and co-senior managers, as well as co-managers, to the Authority when issuing bonds, and be it further

**RESOLVED**, that the Board authorizes the extension of the existing contracts of 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, altogether the Co-Manager pool, from which firms may 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 extend the

existing contracts with each firm designated to the Senior Manager and Co-Manager pools for underwriting services for a term of six (6) months commencing January 1, 2016, and not to exceed June 30, 2016, 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 any necessary underwriting services needed between January 1, 2016 and June 30, 2016, 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.

### **GENERAL PUBLIC COMMENT PERIOD**

The following individuals signed up for the general comment period. Their comments are included in the video recording of the meeting.

1. Murray Bodin, Member of the Public

## **ADJOURNMENT**

There being no other business, upon motion duly made and seconded, the board voted to adjourn the till its next meeting scheduled for February 23, 2016.



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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.*