



**Thruway
Authority**

**MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 722
September 12, 2016**

Minutes of a meeting of the New York Thruway Authority, held in the board room at, 200 Southern Boulevard, Albany, New York and by video and phone conference from MTA Headquarters, 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 the item considered by the New York State Thruway Authority Board. The meeting began approximately at 11:39 a.m.

Members of the Board present were:

Joanne M. Mahoney, Chair
Donna Luh, Vice Chair
Richard N. Simberg, Board Member
Jose Holguin-Veras, Ph.D., Board Member
Stephen Saland, Board Member
Robert Megna, Board Member
J. Donald Rice, Jr., Board Member, via phone conference

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

Staff Present:

Bill Finch, Acting Executive Director
Gordon Cuffy, General Counsel
Maria Lehman, Chief Operating Officer
Karen Hunter, Chief of Staff
Matt Howard, Treasurer and Chief Financial Officer
Thomas Pericak, Deputy Chief Engineer and Director of Capital Program Delivery
Harry Lennon, Acting Director of Audit & Management Services
Major Joseph Dodd, NYS Police
Mark Hixson, Deputy Director Maintenance & Operations
John Barr, Acting Director of Administrative Services
Jamey Barbas, Project Director for the New NY Bridge
Brian Stratton, Director NYS Canal Corporation
John Callaghan, Deputy Director of the NYS Canal Corporation
Jennifer Givner, Director of Media Relations & Communications
Shane Mahar, Deputy Communications Director
Kevin Allen, Director of Purchasing
Larry Norville, Chief Compliance Officer



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Tony Kirby, Director of Real Property Management
Stephen Grabowski, Acting New York Division Director
Joseph Moloughney, Acting Albany Division Director
Frank Macarilla, Information Technology Specialist
Kathleen LeFave, Board Secretary

Also in attendance:

Karen Wilson, President, CSEA Local 058
John Bien, Civil Engineer 3
Ron Briggs, Capital Region CSEA President
Bryan Miller, Capital Region Political Action Coordinator
David Gordon, Civil Engineer 1
Eric Herbstritt, Info Tech Specialist 3 Programming
Ted Shields, Civil Engineer 1
Joseph DiRubbo, Administrative Assistant
Terry Cordell, Info Tech Specialist 4
Carlos Cardona, Info Tech Specialist 4 Database
Seth Hendrick, Assistant Traffic Supervisor
Joseph Pastula, Assistant Traffic Supervisor
Lisa Patentreger, Info Tech Specialist 3 Programming
Shawn Mancini, Info Tech Specialist 3 Database
Frank Tracey, Vice President AFL-CIO Local 72
Jimmy Vielkind – Politico NY
Rich Karlin – Times Union
Paul Minni, OGS Engineer

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

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

Chair Joanne Mahoney opened the meeting by welcoming our two newest board members, Stephen Saland and Robert Megna.

PUBLIC COMMENT PERIOD RELATED TO THE MEETING AGENDA

There were no comments made during the period.



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Item 1 by Jamey Barbas (Appendix A)
New NY Bridge General Update

Ms. Barbas provided a general update time lapse video presentation to the Board on the New NY Bridge.

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

Item 2 by Brian Stratton (Appendix B)
Canal Transfer Update

General Counsel Gordon Cuffy to provide the board members with an overview of the Canal reimbursement agreement with the New York Power Authority (NYPA). Mr. Gordon stated that the Authority will maintain and operate the Canal System and operate the Canal Corporation during the transition period of April 1st through January 1, 2017.

Mr. Stratton then provided an update to the Canal Corporation transition to the New York State Power Authority effective January 1, 2017.

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

Item 3 by Thomas Pericak (Appendix C)
Asset Management Presentation

Mr. Pericak presented a verbal update to the Board regarding Asset Management.

Item 4 by Bill Finch (Appendix D)
Suggested 2017 Meeting Dates

Chair Mahoney asked Board Members to review the suggested meeting dates for 2017 and if there are any issues with the suggested date please let Kathy LeFave know.

Item 5 by Kevin Allen (Appendix D)
Report on Procurement Contracts and Other Agreements Executed by the Acting Executive Director During the Second Ending June 30, 2016

Chair Mahoney invited Mr. 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 Executed by the Acting Executive Director during the quarter ending June 30, 2016.

Item 6 by Chair Mahoney (Appendix F)
Approval of Minutes of Meeting No. 720 and 721

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. 720 held on June 6, 2016, and Meeting No. 721 held on June 13, 2016, which were made available to the Board Members as part of the Agenda.

Item 7 by Matt Howard (Appendix G)
Financial Reports for May, June and July 2016

The financial reports were advanced to the Board at the recommendation of the Finance Committee.

Upon motion duly made and seconded, the Board accepted the Financial Reports for May, June and July 2016.

Item 8 by Matt Howard (Appendix H)
Investment Transactions – Second Quarter 2016

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

Upon motion duly made and seconded, the Board accepted the exhibits submitted in accordance with the Authority's Investment Policy.

Item 9 by Matt Howard (Appendix I)
Authorizing the Designation of Underwriting Firms to the Authority's Senior Manager, Co-Manager and MWBE/SDVOB Certified Underwriting Pools and Authorizing the Acting Executive Director to Enter into Contracts with the Designated Firms for Underwriting Services

The board was in agreement that this item was tabled until a future Board Meeting .

Item 10 by Maria Lehman (Appendix J)
Authorizing Power Purchase Agreements with Monolith Solar Associates, LLC and CIR Electrical Construction Corporation for the Purchase of Electricity and the Installation, Maintenance and Operation of Solar Photovoltaic Energy Generating Facilities at Select Locations

Ms. Lehman presented the resolution seeking the approval of the Board to execute an agreement with Monolith Solar Associates, LLC and CIR Electrical Construction Corporation for the Purchase of



Electricity and the Installation, Maintenance and Operation of Solar Photovoltaic Energy Generating Facilities at Selection Locations.

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 amendment and adopted the following resolution:

RESOLUTION NO. 6107

AUTHORIZING POWER PURCHASE AGREEMENTS WITH MONOLITH SOLAR ASSOCIATES, LLC AND CIR ELECTRICAL CONSTRUCTION CORPORATION FOR THE PURCHASE OF ELECTRICITY AND THE INSTALLATION, MAINTENANCE AND OPERATION OF SOLAR PHOTOVOLTAIC ENERGY GENERATING FACILITIES AT SELECT LOCATIONS

RESOLVED, that Master Power Purchase Agreements with Monolith Solar Associates, LLC and with CIR Electrical Construction Corporation consistent with the terms and conditions set forth in this agenda item be, and hereby are, authorized, provided that such authorization is subject to inclusion of such other terms and conditions in each Master Power Purchase Agreement as may be determined to be necessary and/or in the best interest of the New York State Thruway Authority (Authority) by the General Counsel, the Chief Operating Officer and the Chief Financial Officer; and be it further,

RESOLVED, that the Acting Executive Director, or his designee, be, and the same hereby is, authorized to execute Master



Power Purchase Agreements with the aforesaid providers, and to execute any other documents, and to take all steps, as may be necessary to implement the agreements; and be it further

RESOLVED, that the Acting Executive Director, or his designee, shall have the authority to exercise all powers reserved to the Authority under the agreements, to manage and administer the agreements, to amend the provisions of the agreements consistent with the terms of this Item and other Board authorizations and to suspend or terminate the agreements if in the best interests of the Authority; and be it further

RESOLVED, that the recommendation regarding the environmental significance of this Board action (Recommendation) pursuant to the State Environmental Quality Review Act (SEQRA) be, and the same hereby is, approved, and be it further

RESOLVED, that the Chief Engineer, or his designee, be, and the same hereby is, authorized to execute the SEQRA Short Environmental Assessment Forms and Determinations of Non-Significance (Negative Declaration) in accordance with the Recommendation, and to distribute any required documents on behalf of the Board relative to such adoption, and be it further



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

Item 11 by Thomas Pericak (Appendix K)

Authorizing Additional Funding for the Award of TAB 16-29B (D214493), Replace Joints and Substructure and Fascia Repairs on Various Buffalo Division Bridges

Mr. Pericak presented the resolution seeking the approval of the Board to execute an amendment authorizing additional funding for the Award to TAB 16-29B (D214493), Replace Joints and Substructure and Fascia Repairs on Various Buffalo Division Bridges.

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 amendment and adopted the following resolution:

RESOLUTION NO. 6108

AUTHORIZING ADDITIONAL FUNDING FOR THE AWARD OF TAB 16-29B (D214493), REPLACE JOINTS AND SUBSTRUCTURE AND FASCIA REPAIRS ON VARIOUS BUFFALO DIVISION BRIDGES

RESOLVED, that additional funding for the award of TAB 16-29B (D214493), Replace Joints and Substructure and Fascia Repairs on Various Buffalo Division Bridges, to Oakgrove Construction, Inc. for its low bid of \$7,048,769 be, and the same hereby is authorized, and be it further

RESOLVED, that an additional sum of \$1,498,229 be, and the same hereby is, allocated toward contract TAB 16-29B (Items B647.1



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and B648.1) from bid savings and other adjustments made to the 2016 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 Thomas Pericak (Appendix L)
Authorizing the Execution of Two Agreements (D214500 and D214502) with Two Firms, and Allocating Funds Thereof

Mr. Pericak presented the resolution seeking board authorization to execute engineering agreements with two firms.

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 and adopted the following resolution:



THRUWAY AUTHORITY RESOLUTION NO. 6109

AUTHORIZING THE EXECUTION OF TWO AGREEMENTS (D214500 and D214502) WITH TWO FIRMS, AND ALLOCATING FUNDS THEREFOR

RESOLVED, that the Chief Engineer be, and she hereby is, authorized to execute two agreements (D214500 and D214502) with the two 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 Corporation, and be it further

RESOLVED, that an additional \$1,000,000 be allocated to agreement D214500 through adjustments made to the 2016 Canal Contracts Program, 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 Program Resolutions and other Board



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authorizations, and suspend or terminate the agreements in the best interests of the Authority and Corporation, 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 these resolutions be incorporated in the minutes of these meetings.

Item 14 by Matt Howard (Appendix N)

Re-Authorizing the Authority's Acceptance of the Release of an Existing Permanent Easement, Real Property Reference No. TN15-1; Re-Declaring Surplus to the Authority's Present Needs a Substitute Permanent Easement, Real Property Reference No. TN15-2, and Re-Authorizing its Conveyance by the Authority to Tennessee Gas Pipeline Company, L.L.C.

Mr. Howard presented the next resolution seeking Board approval requesting an easement swap between the Thruway Authority and the Department of Transportation that related to work that necessary as part of the reconstruction of the Cross-Westchester.

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 lease agreement and adopted the following resolution:



RESOLUTION NO. 6110

RE-AUTHORIZING THE AUTHORITY’S ACCEPTANCE OF THE RELEASE OF AN EXISTING PERMANENT EASEMENT, REAL PROPERTY REFERENCE NO. TN15-1; RE-DECLARING SURPLUS TO THE AUTHORITY’S PRESENT NEEDS A SUBSTITUTE PERMANENT EASEMENT, REAL PROPERTY REFERENCE NO. TN15-2, AND RE-AUTHORIZING ITS CONVEYANCE BY THE AUTHORITY TO TENNESSEE GAS PIPELINE COMPANY, LLC

RESOLVED, that the Authority’s acceptance from Tennessee Gas Pipeline Company, L.L.C. (hereinafter, “Applicant”) of its release of an existing permanent easement (hereinafter, “Existing PE”), designated as Real Property Reference No. TN15-1 and shown, on and described in, Exhibits II and III, respectively, which are attached hereto, is hereby re-authorized; and be it further

RESOLVED, that the Authority Board hereby finds and determines that a substitute permanent easement (hereinafter, “Substitute PE”), designated as Real Property Reference No. TN15-2 and shown on, and described in, Exhibit II attached hereto, is not presently necessary for its corporate purposes, and, therefore, hereby re-declares that the Substitute PE be, and the same hereby is, surplus to the needs of the Authority; and be it further

RESOLVED, that in consideration of the Applicant’s release of the Existing PE, the conveyance of the Substitute PE to the Applicant is hereby re-authorized (hereinafter, “Easement Exchange”); and be it further

RESOLVED, that the Easement Exchange described in the agenda item shall be subject to such other legal, financial,



engineering, and other terms as may be deemed by the Acting Executive Director, the Chief Engineer, and the General Counsel, to be in the best interest of the Thruway Authority and consistent with the terms of this agenda item; and be it further

RESOLVED, that the Authority's Contracting Officer determined that: the Substitute Easement may be disposed of by negotiation without public advertising because such disposal falls under Public Authorities Law § 2897, subd. (6) (c) (v) and § 2897, subd. (7) (a) (ii); and the Easement Exchange complies with all applicable provisions of law relating to disposals of real property, including article 9, title 5-A of the Public Authorities Law, and with the Thruway Real Property Management Policy; and be it further

RESOLVED, that based upon the information provided by DOT and Authority staff, there is no reasonable alternative to the proposed below-market transfer of the Substitute Easement to the Applicant; and be it further

RESOLVED, that the recommendation regarding the environmental significance of this Board action (hereinafter the "Recommendation"), pursuant to the State Environmental Quality Review Act ("SEQRA"), be, and the same hereby is, re-approved; and be it further

RESOLVED, that the Chief Engineer's previously executed and distributed SEQRA Short Environmental Assessment Form and Negative Declaration in accordance with the prior Recommendation, are hereby approved; and be it further



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RESOLVED, that the Acting Executive Director, the Chief Engineer, 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 the Acting Executive Director, or his designee, be, and he hereby is, authorized to execute a contract and all other documents necessary to consummate the Easement Exchange; and be it further

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

GENERAL PUBLIC COMMENT PERIOD

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

1. Karen Wilson, CSEA President, Local 058

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the board voted to adjourn until its next meeting scheduled for October 3, 2016.

Kathleen LeFave
Board 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.