



**MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 728
July 17, 2017**

Minutes of a meeting of the New York Thruway Authority, held in the conference room at 290 Elwood Drive, Liverpool, New York.

The meeting of the New York State Thruway Authority Board opened in session for the consideration of various matters. These minutes reflect only the items considered by the New York State Thruway Authority Board. The meeting began approximately at 11:26 a.m.

The following committee members were present:

- Joanne M. Mahoney, Chair
- Richard N. Simberg, Board Member

Board Members attending in Albany are:

- Jose Holguin-Veras, Ph.D.
- Don Rice
- Stephen Saland
- Robert Megna
- George Miranda

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

Staff Present in Syracuse:

- Bill Finch, Acting Executive Director
- Matt Howard, Treasurer and Chief Financial Officer
- Jennifer Givner, Director of Media Relations & Communications
- Joseph Igoe, Assistant Counsel
- Richard Lee, Chief Engineer
- Patrick Hoehn, Acting Syracuse Division Director
- Kevin Allen, Director of Purchasing
- Jamey Barbas, Project Manager for the NNYB (by phone)
- Frank Macarilla, Information Technology Specialist
- Kathleen LeFave, Board Secretary

Staff Present in Albany:

- Adam Wood, Chief of Staff
- Mark Hixson, Acting Director Maintenance & Operations

Major Joseph Dodd, New York State Police
Harry Lennon, Director of Internal Audit
John Barr, Acting Director of Administrative Services
Stephen Grabowski, Acting New York Division Director
Jonathan Dougherty, Deputy Director of Media Relations and Communications
Bill McDonough, Director of Investments and Asset Management
Keith Fragomeni, Senior Investment Officer
Karen Wilson, Information Technology Specialist

Also in attendance:

Honorable Gordon Cuffy, Fifth Onondaga County Court Judge
John Puig, Managing Director, RBC Capital Markets
Stanley Kramer, Partner, Hawkins Delafield Wood & Wood, LLP
Alfredo Quintenio, Sr. Managing Director for Ramirez & Co.
Chris Millington, FHWA
Murray Bodin, Welded Steel Sculptures
Justin Sayles, Communications Director, Onondaga County Executive
Brett Hall, CNY Central
Rick Karlin, Times Union
Tom Walters, Spectrum
Jerry Olbrich, OGS Media Services Center
Steven Alifano, OGS Media Services Center

Chair Mahoney called the meeting of the Thruway Authority Board to order.

Chair Joanne Mahoney opened the meeting by welcoming the newest board member George Miranda. In addition, the Chair acknowledged Vice-Chair Donna Luh for her commitment and dedicated public service to the NYSTA after serving a nine-year term. In a previous telephone conversation, Ms. Luh expressed her gratitude to the Chair and the entire organization for the opportunity to serve on the board.

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

PUBLIC COMMENT PERIOD RELATED TO THE MEETING AGENDA

There were no comments made during the period.

Item 1 by Kevin Allen (Appendix A)

Report on Procurement Contracts and Other Agreements Up to \$200,000 Executed by the Acting Executive Director during the Period April 1, 2017 through June 30, 2017

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, 2017.

Item 2 by Chair Mahoney (Appendix B)
Approval of Minutes of Meeting No. 727

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. 727 held on May 22, 2017, which were made available to the Board Members as part of the Agenda

Item 3 by Matt Howard (Appendix C)
Financial Reports for April and May 2017

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 April and May 2017.

Item 4 by Matt Howard (Appendix D)
Approval of the Seventeenth Supplemental Resolution, Authorizing the Issuance of General Revenue Refunding Bonds, Series L, Approving the Forms of Certain Related Documents and Authorizing an Authorized Officer to Execute Any Other Necessary Documents Related Thereto

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

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 accepted the resolution and exhibits approving the Seventeenth Supplemental Resolution, Authorizing the issuance of General Revenue Refunding Bonds, Series L. approving the forms of certain related documents and authorizing and authorized officer to execute any other necessary documents related thereto:

RESOLUTION NO. 6140

**APPROVING THE SEVENTEENTH SUPPLEMENTAL
RESOLUTION, AUTHORIZING THE ISSUANCE OF GENERAL
REVENUE REFUNDING BONDS, SERIES L, APPROVING THE
FORMS OF CERTAIN RELATED DOCUMENTS AND
AUTHORIZING AN AUTHORIZED OFFICER TO EXECUTE ANY
OTHER NECESSARY DOCUMENTS RELATED THERETO**

**RESOLVED, in accordance with the New York State Thruway
Act, Title 9 of Article 2 of the New York State Public Authorities Law,**

as amended (the “Act”), the Authority is authorized to issue its bonds, in such principal amount, in the opinion of the Authority, as shall be necessary to provide sufficient moneys for achieving its corporate purposes, and be it further

RESOLVED, that the Act authorizes the Authority to adopt bond resolutions establishing the contract with its bond holders, and be it further

RESOLVED, that the Board approved, on August 3, 1992, a General Revenue Bond Resolution (as amended and supplemented, the “Resolution”) which, consistent with the Act, authorizes bonds of the Authority, designated as “General Revenue Bonds”, as direct and general obligations of the Authority in accordance with the terms thereof to finance all or a portion of the costs of various corporate purposes of the Authority, and be it further

RESOLVED, that Sections 202 and 205 of the Resolution require that the issuance of General Revenue Bonds by the Authority shall be authorized by a supplemental resolution or resolutions of the Authority adopted by the Board at, or prior to, the time of issuance, and be it further

RESOLVED, that there has been prepared and submitted to the Board a form of Seventeenth Supplemental Revenue Bond Resolution Authorizing General Revenue Refunding Bonds, Series L (the “Series L Supplemental Resolution”), authorizing an amount up to \$700,000,000 of General Revenue Refunding Bonds, Series L (“Series L Bonds”) to: (i) to refund all or portions of one or more series of outstanding Bonds at any time prior to July 1, 2018, provided, however, that no portion of the proceeds of the Series L Bonds, or any funds released from any funds held under the General Revenue Bond Resolution related to the Refunded Bonds, will be applied to Project Costs of the New NY Bridge Project to construct The Governor Mario M. Cuomo Bridge; and (ii) pay Costs of Issuance relating to the Series L Bonds, and be it further

RESOLVED, that pursuant to the Resolution and the Series L Supplemental Resolution, the Authority intends to authorize the issuance of an aggregate principal amount of up to \$700,000,000 of General Revenue Refunding Bonds, Series L (the “Series L Bonds”), and be it further

RESOLVED, that pursuant to the Series L Supplemental Resolution and in accordance with the Resolution, the Authority intends to issue and to sell its Series L Bonds to the Underwriters

pursuant to a Bond Purchase Agreement, the form of which Bond Purchase Agreement has been set before the Board, and be it further

RESOLVED, that the Board approves the form of the Series L Supplemental Resolution as submitted with this item and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer (as defined in the Resolution) to approve and execute such changes to the Series L Supplemental Resolution as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that the Board approves the Bond Purchase Agreement in substantially the form submitted with this item and made a part of this resolution as though set forth in full herein, in the manner set forth in Section 301 of the Series L Supplemental Resolution and authorizes an Authorized Officer to execute and deliver such Bond Purchase Agreement and to approve and execute such changes to such Bond Purchase Agreement as may be deemed necessary or convenient to effectuate the purposes thereof, and be it further

RESOLVED, that in connection with the sale of the Series L Bonds, the Board approves the form of the Preliminary Official Statement as submitted with this item and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer to approve and execute such changes as may be deemed necessary or convenient to effectuate the purposes thereof (including, but not limited to, the addition of an updated Traffic Engineer's Report and updated capital program, budget and other historical, current and projected financial information), and be it further

RESOLVED, that the Board authorizes the distribution of the Preliminary Official Statement relating to the Series L Bonds by an Authorized Officer, in substantially the same form submitted with this item with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by an Authorized Officer, said distribution being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable, and be it further

RESOLVED, that the Board authorizes an Authorized Officer to confirm that the Preliminary Official Statement related to the Series L Bonds is deemed final for purposes of Rule 15c2-12, promulgated under the Securities and Exchange Act of 1934 ("Rule 15c2-12"), except for certain permitted omissions and information not required under said Rule to be included therein, and be it further

RESOLVED, that the Board authorizes an Authorized Officer to execute or deliver, on behalf of the Authority, a final Official Statement relating to the Series L Bonds in substantially the form of the Preliminary Official Statement submitted with this item, with such changes, insertions and omissions as may be approved by an Authorized Officer, said execution or delivery being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable. After execution, if appropriate, an Authorized Officer is hereby authorized to deliver to the Underwriters of the Series L Bonds an executed copy or copies of such final Official Statement and any further amendments or supplements thereto, and be it further

RESOLVED, that the Authority intends to incur indebtedness in the maximum principal amount of \$700,000,000 for purposes of refunding certain outstanding Bonds pursuant to the issuance of the Series L Bonds, and be it further

RESOLVED, that the Board approves the Continuing Disclosure Agreement in substantially the form submitted with this item and made a part of this resolution as though set forth in full herein and authorizes an Authorized Officer to execute and deliver such Continuing Disclosure Agreement and to approve and execute such changes as may be deemed necessary or desirable to effectuate the purposes thereof, and be it further

RESOLVED, that the Board confirms and ratifies the continuation and selection of The Bank of New York Mellon, New York, New York as Trustee and Paying Agent, and as escrow agent for this refunding and be it further

RESOLVED, that an Authorized Officer is authorized to: (i) make any determinations or selections and/or appointments of any necessary or convenient consultants or agents; (ii) execute any additional certificates, agreements or other documents necessary to facilitate the authorization, sale, issuance and delivery of the Series L Bonds; (iii) effectuate the bidding and award of federal open-market securities to implement the refunding authorized herein, in accordance with the Resolution and federal tax law requirements; (iv) accomplish the other purposes of this Resolution, including but not limited to agreements with securities depositories and documents relating to credit enhancement; and (v) do and cause to be done any and all acts and things necessary or proper to carry out the transactions contemplated by this Resolution, and be it further

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

Item 5 by Chair Mahoney (Appendix E)
Recognizing and Honoring Gordon Cuffy

Chair Mahoney presented the resolution recognizing and honoring Gordon Cuffy for his outstanding commitment and public service to the New York State Thruway Authority.

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:

RESOLUTION NO. 6139

RECOGNIZING AND HONORING GORDON CUFFY

WHEREAS, Gordon Cuffy has been employed by the New York State Thruway Authority since February 2015, and

WHEREAS, Mr. Cuffy in his position as General Counsel provided meritorious service to the New York State Thruway Authority and New York State Canal Corporation, and

WHEREAS, Mr. Cuffy's meritorious and distinguished service record is highlighted with numerous achievements, including his integral roles with: the New New York Bridge relative to contract management, environmental issue and financing; management of the transfer of the New York State Canal Corporation to the New York State Power Authority; successful litigation outcomes in essential lawsuits such as the American Trucking Association; and recovery of more than \$13 million in claims from 2015 to present, now therefore it be it,

RESOLVED, the New York State Thruway Authority Board hereby extends its thanks and appreciation for his service and contributions to the Board and Staff in their respective activities and programs, and be it further

RESOLVED, that Mr. Cuffy's service is hereby proclaimed as meeting the very highest standards of public service, and be it further

RESOLVED, that a copy of this resolution be presented to Mr. Cuffy and be incorporated in the minutes of this meeting.

Item 6 by Rich Lee (Appendix F)

Authorizing the Execution of Engineering Agreement D214589 with Greenman-Pedersen, Inc.

Mr. Lee presented the resolution seeking the approval of the Board to authorize the execution of Engineering Agreement D214589 with Greenman-Pedersen, Inc.

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:

RESOLUTION NO. 6141

AUTHORIZING THE EXECUTION OF ENGINEERING AGREEMENT D214589 WITH GREENMAN-PEDERSEN, INC.

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute engineering agreement D214589 with Greenman-Pedersen, Inc., 80 Wolf Road, Albany, New York 12205, to provide design support services Statewide, provided that sufficient funding has been identified to complete services for the projects through this agreement, with the Maximum Amount Payable of the agreement not to exceed \$4,500,000 (Item HS1068.1 of the 2017 Contracts Program), and such 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 Chief Engineer or his designees 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 in accordance with the 2017 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreement in the best interests of the Authority, and be it further

RESOLVED, that information relating to agreement D214589 be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities which will include the date of execution of the agreement, and be it further

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

Item 7 by Rich Lee (Appendix G)
Authorizing an Amendment to the 2017 Contracts Program for the Empire State Trail Program

Mr. Lee presented the resolution seeking the approval of the Board authorizing an Amendment to the 2017 Contracts Program for the Empire State Trail 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, the Board approved and adopted the following resolution:

RESOLUTION NO. 6142

AUTHORIZING AN AMENDMENT TO THE 2017 CONTRACTS PROGRAM FOR THE EMPIRE STATE TRAIL PROGRAM

RESOLVED, that the 2017 Contracts Program be amended in order to add Item H21.1, Empire State Trail Program, be, and the same hereby is, approved, and be it further

RESOLVED, that the 2017 Contracts Program be amended to account for the additional \$1,200,000 (for design, construction and construction inspection) in Authority funds, and the same hereby is, allocated towards H21.1 from bid savings and other adjustments made to the 2017 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 to progress Empire State Trail Program projects in accordance with the 2017 Contracts Program Resolution and other Board authorizations, and be it further

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

Item 8 by Joe Igoe (Appendix H)
Authorizing the Acting Executive Director to Execute Contracts with New York State Department of Transportation and New York State Counties for the Transfer of Tappan Zee Bridge Deck Panels for Less Than Fair Market Value

Mr. Igoe presented the resolution seeking the approval of the Board to authorize the Acting Executive Director to execute contracts with New York State Department of Transportation and New York State Counties for the transfer of Tappan Zee Bridge Deck Panels for less than fair market value.

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 transfer and adopted the following resolution:

RESOLUTION NO. 6143

AUTHORIZING THE ACTING EXECUTIVE DIRECTOR TO EXECUTE
CONTRACTS WITH THE NEW YORK STATE DEPARTMENT OF
TRANSPORTATION AND NEW YORK STATE COUNTIES FOR THE
TRANSFER OF TAPPAN ZEE BRIDGE DECK PANELS FOR LESS THAN
FAIR MARKET VALUE

RESOLVED, that the transfer of 133 deck panels from the Tappan Zee Bridge to Monroe County, Orange County, Wyoming County, Essex County, Chemung County, Steuben County, Livingston County, and Allegany County, and the New York State Department of Transportation (together, the Requesting Agencies) to each of the Requesting Agencies for one dollar consideration, on the terms described and recommended in this agenda item, be and hereby is, approved, subject to such other legal, financial, engineering, and other terms as may be deemed by the Acting Executive Director, the Project Director for the New NY Bridge Project, or the General Counsel, to be in the best interest of the Thruway Authority and consistent with the intent of this agenda item, and be it further

RESOLVED, that the Authority's Contracting Officer determined the transfer of 133 panels to the Requesting Agencies may be by negotiation without public advertising because such disposal falls under Section 2897 (6) (c) (v) and Section 2897 (7) of the Public Authorities Law, and Section IV.E. of the Personal Property Disposal Policy, and that the transfer of the deck panels on the terms recommended in the agenda item complies with all applicable provisions of law, including Article 9, Title 5-A of the Public Authorities Law, and with the Personal Property Disposal Policy; and be it further

RESOLVED, that, based upon the information provided by the Requesting Agencies, as found in Exhibit C through Exhibit K, there is no reasonable alternative to the proposed below-market transfer to each of Requesting Agencies that would achieve the same purposes of such transfer, and be it further

RESOLVED, that the Executive Director, or his designee, be authorized to execute all documents necessary to effectuate the transfer of the deck panels to each of the Requesting Agencies; and be it further

RESOLVED, that the Executive Director, the Chief Financial Officer, the Project Director for the New NY Bridge Project, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to effectuate the transfer of the deck panels to each of the Requesting Agencies; and be it further

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

Item 9 by Joe Igoe (Appendix I)

Authorizing the Acting Executive Director to Execute a Contract with the New York City Department of Transportation for the Transfer of Tappan Zee Bridge Movable Barrier System for Less Than Fair Market Value

Mr. Igoe presented the resolution seeking the approval of the Board to authorize the Acting Executive Director to execute a contract with the New York City Department of Transportation for the Transfer of Tappan Zee Bridge Movable Barrier System for less than fair market value.

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 transfer and adopted the following resolution:

RESOLUTION NO. 6144

AUTHORIZING THE ACTING EXECUTIVE DIRECTOR TO EXECUTE A CONTRACT WITH THE NEW YORK CITY DEPARTMENT OF TRANSPORTATION FOR THE TRANSFER OF THE TAPPAN ZEE BRIDGE MOVABLE BARRIER SYSTEM FOR LESS THAN FAIR MARKET VALUE

RESOLVED, that the transfer of the Tappan Zee Bridge movable barrier system to New York City Department of Transportation (NYCDOT) for one dollar consideration, on the terms described and recommended in this agenda item, be and hereby is, approved, subject to such other legal, financial, engineering, and other terms as may be deemed by the Acting Executive Director, Chief Financial Officer, the Project Director for the New NY Bridge Project, or the General Counsel, to be in the best interest of the Thruway Authority and consistent with the intent of this agenda item, and be it further

RESOLVED, that the Authority's Contracting Officer determined the transfer of the movable barrier system to NYCDOT may be by negotiation without public advertising because such disposal

falls under Section 2897(6)(c)(v) and Section 2897(7) of the Public Authorities Law, and Section IV.E. of the Personal Property Disposal Policy, and that the transfer of the movable barrier system on the terms recommended in the agenda item complies with all applicable provisions of law, including Article 9, Title 5-A of the Public Authorities Law, and with the Personal Property Disposal Policy; and be it further

RESOLVED, that, based upon the information provided by the NYCDOT, as found in Exhibit C, there is no reasonable alternative to the proposed below-market transfer to NYCDOT that would achieve the same purposes of such transfer, and be it further

RESOLVED, that the Acting Executive Director, or his designee, be authorized to execute all documents necessary to effectuate the transfer of the movable barrier system to NYCDOT; and be it further

RESOLVED, that the Acting Executive Director, the Chief Financial Officer, the Project Director for the New NY Bridge Project, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to effectuate the transfer of the movable barrier system to NYCDOT; and be it further

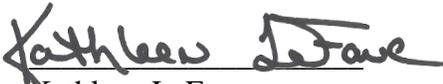
RESOLVED, that this resolution be incorporated in the minutes of this meeting.

GENERAL PUBLIC COMMENT PERIOD

Murray Bodin of Welded Steel Sculptures signed up for the general comment period. His comments are included in the video recording of the meeting.

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the board voted to adjourn until its next meeting scheduled for September 25, 2017.


Kathleen LeFave
Board Secretary