



**MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 732
March 26, 2018**

Minutes of a meeting of the New York Thruway Authority, held in the boardroom at 200 Southern Boulevard, Albany, 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 11:36 a.m.

The following committee members were present:

- Joanne M. Mahoney, Chair
- Robert Megna, Vice-Chair
- Jose Holguin-Veras, Ph.D., Board Member
- George Miranda, Board Member

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

Board Member Stephen Saland and Don Rice were excused.

Staff Present:

- Matthew J. Driscoll, 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
- Kim McKinney, Chief Technology Officer
- Mark Hixson, Acting Director of Maintenance & Operations
- Dave Malone, Director of Accounting & Disbursements
- Harry Lennon, Director of Internal Audit
- Mary Boehm, Senior Investigator Auditor
- John Barr, Acting Director of Administrative Services
- Eric Christensen, Director of Operations
- Kevin Allen, Director of Purchasing
- Tony Kirby, Director of Real Property Management
- Karen Wilson, Information Technology Specialist
- Kathleen LeFave, Board Secretary

Also in attendance:

Paul Goetz, Partner BST
Jonathan Gibbs, Manager BST
Steven Alifano, OGS Media Services Center
Justin Sayles, Communications Director, Onondaga County Executive

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

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 Executed by the Acting Executive Director during the Period October 1, 2017 through December 31, 2017

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

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 December 31, 2017.

Item 2 by Chair Mahoney (Appendix B)
Approval of the Minutes of Meeting No 731

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. 731 held on November 13, 2017, which was made available to the Board Members as part of the Agenda.

Item 3 by Matt Howard (Appendix C)
Financial Reports for October, November, December 2017 and January 2018

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 October, November, December 2017 and January 2018.

Item 4 by Matt Howard (Appendix D)
Approval of the Authority's Investment Transactions – Fourth Quarter

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

Upon motion duly made and seconded, the Board accepted the Authority's Investment Transactions – Fourth Quarter.

Item 5 by Matt Howard (Appendix E)
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 objects, the Board approved the Authority's Annual Investment Report and adopted the following resolution:

RESOLUTION NO. 6160

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 6 by Matt Howard (Appendix F)
Approval of the Annual Report of 2017 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 2017 Procurement Contracts and adopted the following resolution:

RESOLUTION NO.6161

ANNUAL REPORT OF 2017 PROCUREMENT CONTRACTS

RESOLVED, that the Schedules of 2017 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 2017 (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 7 by Matt Howard (Appendix G)

Report of BST & Co. CPAs, LLC's Audit of the Authority's Financial Statements, Report on Compliance with Investment Guidelines and Reports on Compliance with Single Audit Requirements

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 approved the BST & Co. CPAs, LLC's Audit of the Authority's Financial Statements and adopted the following resolution:

RESOLUTION NO.6162

REVIEW AND APPROVAL OF THE REPORT OF BST & CO. CPAs, LLC'S AUDIT OF THE AUTHORITY'S FINANCIAL STATEMENTS, REPORT ON COMPLIANCE WITH INVESTMENT GUIDELINES AND REPORTS ON COMPLIANCE WITH SINGLE AUDIT REQUIREMENTS

RESOLVED, that the Authority's Financial Statements, Report on Compliance with Investment Guidelines and Reports on Compliance with Single Audit Requirements has been reviewed and is hereby approved, and be it further

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

Item 8 by Director Driscoll (Appendix H)

Appointment of Kim McKinney as Director of Information Technology

Director Driscoll presented the resolution seeking the approval of the Board to appoint Kim McKinney as Director of Information Technology.

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.6163

STAFF APPOINTMENT OF KIM MCKINNEY AS
DIRECTOR OF INFORMATION TECHNOLOGY

RESOLVED, that the BOARD hereby appoints Kim McKinney as Director of Information Technology effective March 26,2018, at an annual salary of \$165,578, for with funds are available in the 2018 Operating Budget, and it be further

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

Item 9 by Rich Lee (Appendix I)

Authorizing the Execution of Six Agreements (D214620, D214621, D214641, D214642, D214643 and D214644) with Six Firms

Mr. Lee presented the resolution seeking authorization for the execution of six Engineering Agreements (D214620, D214621, D214641, D214642, D214643 and D214644) with six 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 authorized the execution of the six agreements and adopted the following resolution:

RESOLUTION NO.6164

AUTHORIZING THE EXECUTION OF SIX AGREEMENTS
(D214620, D214621, D214641, D214642, D214643 and D214644)
WITH SIX FIRMS

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute six agreements (D214620, D214621, D214641, D214642, D214643 and D214644) with the six 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 his 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 2018 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 10 by Rich Lee (Appendix J)
Authorizing the Execution of Supplemental Agreement No. 2 to Statewide Design Support Services Term Agreement D214341 with Jacobs Civil Consultants, Inc., and Allocating Funds Therefor

Mr. Lee presented the resolution seeking authorization for the execution of Supplemental Agreement No. 2 to Statewide Design Support Services Term Agreement D214341 with Jacobs Civil Consultants, Inc., and allocating funds.

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 execution of the supplemental agreement and adopted the following resolution:

RESOLUTION NO.6165

AUTHORIZING THE EXECUTION OF SUPPLEMENTAL AGREEMENT NO. 2 TO ENGINEERING TERM AGREEMENT D214341 WITH JACOBS CIVIL CONSULTANTS, INC. FOR DESIGN SUPPORT SERVICES STATEWIDE

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute Supplemental Agreement No. 2 to D214341 with Jacobs Civil Consultants, Inc., Two Penn Plaza, Suite 0603, New York, New York 10121, for an additional sum of \$400,000 (Items B975.1 and

B284.1 of the 2018 Contracts Program), and such Supplemental 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 revised Maximum Amount Payable for this Agreement (D214341) be \$2,800,000 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 Supplemental Agreement, manage and administer the Supplemental Agreement, amend the provisions of the Supplemental Agreement consistent with the terms of this Item and in accordance with the 2018 Contracts Program Resolution and other Board authorizations, and suspend or terminate the Supplemental 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 Rich Lee (Appendix K)

Authorizing the Acting Executive Director or Designee to Execute an Agreement with the American Association of State Highway Officials, Inc. for a Five-Year Contract (C010438) for Licensing and Implementation of AASHTOWare Software Systems

Mr. Lee presented the resolution seeking authorization for the Acting Executive Director or designee to execute an agreement with the American Association of State Highway Officials, Inc. for a five-year contract (C010438) for licensing and implementation of AASHTOWare Software Systems.

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 an Agreement with the American Association of State Highway Officials, Inc. and adopted the following resolution:

RESOLUTION NO.6166

**AUTHORIZING THE ACTING EXECUTIVE DIRECTOR OR
DESIGNEE TO EXECUTE AN AGREEMENT WITH THE
AMERICAN ASSOCIATION OF STATE HIGHWAY
OFFICIALS, INC. FOR A FIVE-YEAR CONTRACT (C010438)
FOR LICENSING AND IMPLEMENTATION OF
AASHTOWARE SOFTWARE SYSTEMS**

RESOLVED, that the Acting Executive Director or his designee be, and hereby is, authorized to execute contract C010438

with AASHTO with a maximum amount payable of \$1,100,000 for a five-year period from July 1, 2017 to June 30, 2022 for the purpose of licensing and updating AASHTOWare software and completing associated services, and be it further

RESOLVED, that in accordance with the Authority's Procurement Policy 25-5-01, the Board hereby waives the use of competitive procedures for the procurement of these goods and services, and be it further

RESOLVED, that the Board waives the Authority's Inventions Policy for the purpose of the agreements with AASHTO, and be it further

RESOLVED, that sufficient funds have been provided for in 2017 and in the 2018 Budget. Additionally, sufficient funding will be included in future Budgets, and be it further

RESOLVED, that the Acting Executive Director or his 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 suspend or terminate the agreements in the best interest of the Authority, and be it further

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

Item 12 by Joe Igoe (Appendix L)

Authorizing the Acting Executive Director or Designee to Execute Eighteen Agreements to Provide Outside Counsel Services to the Authority

Mr. Igoe presented the resolution seeking authorization for the Acting Executive Director or designee to execute eighteen agreements to provide outside counsel services to the 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 authorized an Agreement with the American Association of State Highway Officials, Inc. and adopted the following resolution:

RESOLUTION NO.6167

AUTHORIZING THE ACTING EXECUTIVE DIRECTOR OR DESIGNEE TO EXECUTE EIGHTEEN (18) AGREEMENTS TO PROVIDE OUTSIDE COUNSEL SERVICES TO THE AUTHORITY

RESOLVED, that the Acting Executive Director be, and he hereby is, authorized to execute agreements with Arnold & Porter Kaye Scholer LLP, Barclay Damon LLP, Bond Schoeneck & King PLLC, Brown Hutchinson LLP, DeCotiis Fitzpatrick, Cole & Giblin, LLP, French & Casey, LLP, Heslin Rothenberg Farley & Mesiti P.C., Holland & Knight PLLC, LeClair Korona Vahey Cole LLP, Love and Long, LLP, Morris Duffy Alonso & Faley, Nolan & Heller, LLP, Schoeman Updike Kaufman & Gerber LLP, Sive Paget & Riesel P.C., Tiber Hudson LLC, Towne, Ryan & Partners P.C., Tully Rinckey PLLC, Whiteman Osterman & Hanna LLP to Provide Outside Counsel Services to the Authority

RESOLVED, that each outside counsel agreement shall have a maximum amount payable of \$500,000 and the agreements shall each be for an initial three (3) year term, with the option to renew for one (1) additional two (2) year term commencing on or about April 25, 2018 and shall be on such other terms and conditions that the Acting Executive Director, in consultation with the Legal Department, determines to be in the best interests of the Authority, 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 provisions of the agreements, to manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this item and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority, and be it further

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

Item 13 by Joe Igoe (Appendix M)

Authorizing the Acting Executive Director or His Designee to Execute Agreements Involving the Expenditure of Up To \$200,000

Mr. Igoe presented the resolution seeking authorization for the Acting Executive Director or designee to execute agreements involving the expenditure of up to \$200,000.

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 Acting Executive Director or his designee to execute agreements involving the expenditure of up to \$200,000 and adopted the following resolution:

RESOLUTION NO.6168

AUTHORIZING THE ACTING EXECUTIVE DIRECTOR
OR HIS DESIGNEE TO EXECUTE AGREEMENTS
INVOLVING THE EXPENDITURE OF UP TO \$200,000

RESOLVED, that the Acting Executive Director, or his designee, be, and hereby is, authorized to execute any contracts or agreements (including any amendments thereto) for any purpose which the Acting Executive Director, or his designee, determines to be in the best interests of the Authority in conformance with the Authority's policies and for which funds (if needed) are available in the budget, provided that Authority expenditures (if any) do not exceed \$200,000; and be it further

RESOLVED, that the Acting Executive Director, or his designee, be, and hereby is, authorized to: exercise all powers reserved to the Authority under such contracts and agreements; and to manage and administer such contracts and agreements; and be it further

RESOLVED, that the Acting Executive Director, or his designee, be, and hereby is, authorized to approve increased expenditures by the Authority of up to \$200,000 for any contract or agreement previously approved by the Board; and be it further,

RESOLVED, that the Acting Executive Director be, and hereby is, required to report quarterly to the Board on all contracts and agreements executed pursuant to this resolution; and be it further

RESOLVED, that Resolution No. 4989 be, and hereby is, rescinded, and be it further

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

Item 14 by Mark Hixson (Appendix N)

Authorization of a Multi-Year Agreement Between the New York State Thruway Authority and TRANSCOM, Inc. for the Years 2019-2023

Mr. Hixson presented the resolution seeking authorization of a multi-year agreement between the NYS Thruway Authority and TRANSCOM, Inc. for the years 2019-2023.

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 multi-year agreement TRANSCOM, Inc. and adopted the following resolution:

RESOLUTION NO.6169

AUTHORIZATION OF A MULTI-YEAR AGREEMENT
BETWEEN THE NEW YORK STATE THRUWAY AUTHORITY
AND TRANSCOM, INC., FOR THE YEARS 2019-2023

RESOLVED, that the Acting Executive Director be, and hereby is, authorized to execute a multi-year agreement for membership in TRANSCOM, Inc. for the years 2019-2023, and be it further

RESOLVED, that the Acting Executive Director be, and he hereby is, authorized to approve and execute such future ministerial amendments and additions to the TRANSCOM Multi-Year Agreement that may be approved by the TRANSCOM Board of Trustees and which the Acting Executive Director deems to be in the best interests of the Thruway Authority, and be it further

RESOLVED, that the Acting Executive Director be, and hereby is, authorized to expend, in consultation with the Director of Finance, an amount not to exceed \$850,000 for the five year term 2019-2023, and be it further

RESOLVED, that the Board will annually review its continued membership and funding for TRANSCOM as part of the Budget approval process, and be it further

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

Item 15 by Mark Hixson (Appendix O)
Authorizing the Acting Executive Director to Exercise a Two-Year Renewal Option with
Linebarger Goggan Blair & Sampson, LLP

Mr. Hixson presented the resolution seeking authorization for the Acting Executive Director to exercise a two-year renewal option with Linebarger Goggan Blair & Sampson, 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 authorized the two-year renewal option and adopted the following resolution:

RESOLUTION NO.6170

AUTHORIZING THE ACTING EXECUTIVE DIRECTOR TO
EXERCISE A TWO-YEAR RENEWAL OPTION WITH
LINEBARGER GOGGAN BLAIR & SAMPSON, LLP

RESOLVED, that the Acting Executive Director be, and he hereby is, authorized to exercise the two-year renewal option on Agreement (C010274) with Linebarger Goggan Blair & Sampson, LLP to collect toll debt (“Agreement”), and be it further

RESOLVED, that the monetary cap shall not exceed \$10,800,000 and be it further

RESOLVED, that the Authority’s Chief Financial Officer be, and hereby is, authorized to charge expenditures for goods and services provided pursuant to such Agreement to the Operating Budget; 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 provisions of the Agreement, manage and administer the Agreement including increase the maximum amount payable, 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 interests of the Authority; and be it further

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

Item 16 by Matt Howard (Appendix P)

Authorizing the Sixth Amendment of an Agreement with Executive Associates North IV, LLC for the Continued Lease of Additional Office Space at 4 Executive Boulevard in the Village of Suffern, County of Rockland, State of New York

Mr. Howard presented the resolution seeking authorization for the sixth amendment of an agreement with Executive Associates North IV, LLC.

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 lease for additional office space at 4 Executive Boulevard in the Village of Suffern, County of Rockland, State of New York and adopted the following resolution:

RESOLUTION NO.6171

AUTHORIZING THE SIXTH AMENDMENT OF AN AGREEMENT WITH EXECUTIVE ASSOCIATES NORTH IV, LLC FOR THE CONTINUED LEASE OF ADDITIONAL OFFICE SPACE AT 4 EXECUTIVE BOULEVARD IN THE VILLAGE OF SUFFERN, COUNTY OF ROCKLAND, STATE OF NEW YORK

RESOLVED, that the Authority be, and the same hereby is, authorized to enter into another agreement (hereinafter, "Sixth Amendment") amending the lease (contract no. 55090/L100364) between the Authority and Executive Associates North IV, LLC , for the purposes and under the provisions described in this agenda item; and be it further

RESOLVED, that the Acting Executive Director, or his designee be, and the same hereby is, authorized to execute the Sixth 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 Acting Executive Director, or his designee, shall, relative to the lease as amended by the Sixth Amendment, have the authority to: (1) exercise all powers reserved to the Authority under the provisions of the lease, as amended, (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 Acting 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.

GENERAL PUBLIC COMMENT PERIOD

There were no comments made during this period

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the board voted to adjourn until its next meeting scheduled for April 19, 2018.


Kathleen LeFave
Board Secretary