



**MINUTES  
NEW YORK STATE THRUWAY AUTHORITY  
BOARD MEETING NO. 743  
March 30, 2020**

Meeting minutes of the New York Thruway Authority, due to COVID19 was held by audio recording.

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 12:00 p.m.

The following committee members were present on call:

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

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

Members of the Board excused:  
Stephen Saland

Staff present on audio recording:

Matthew J. Driscoll, Executive Director  
Matthew Trapasso, Chief of Staff  
Joseph Igoe, Deputy General Counsel  
Matt Howard, Treasurer and Chief Financial Officer  
Richard Lee, Chief Engineer  
Mark Hixson, Director of Maintenance and Operations  
Kim McKinney, Chief Information Officer  
John Barr, Director of Administrative Services  
Jennifer Givner, Director of Media Relations and  
Communications  
Eric Christensen, Deputy Director of Maintenance and  
Operations

Peter Nilsson, Information Technology Specialist  
Tanya Morris, Board Secretary

Also in attendance:

Brendan Kennedy, Engagement Partner, BST

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

Ms. Morris 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**

Chair Mahoney stated that due to COVID19 and Executive Order 202.1, we are able to have our Board Meeting by audio. Individuals who wish to address items on today's agenda would have had to submit their written comments via email prior to this Board Meeting to the Board Administrator.

Chair Mahoney asked Ms. Morris if there were any public comments. Ms. Morris stated there were no comments made during the period.

#### **Item 1 by Chair Mahoney (Appendix A)** **Approval of the Minutes of Meeting No 742**

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. 742 held January 27, 2020, which was made available to the Board Members as part of the Agenda.

#### **Item 2 by Matt Howard (Appendix B)** **Authorizing Short-Term Financing and the Execution of Documents Relating to Such for Purposes of Mitigating Effects of COVID-19**

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

Upon motion duly made and seconded, the Board accepted the Short-Term Financing and Execution of Documents Relating to Mitigating effects of COVID19.

#### **Item 3 by Matt Howard (Appendix C)** **Financial Report – December 2019**

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 audio recording of the meeting.

Upon motion duly made and seconded, the Board accepted the Financial Report for December 2019.

**Item 4 by Matt Howard (Appendix D)**  
**Authority's Annual Investment Report**

The Authority's Investment Report 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 audio recording of the meeting.

Upon motion duly made and seconded, the Board approved the Annual Report and adopted the following resolution:

RESOLUTION NO. 6239

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 5 by Matt Howard (Appendix E)**  
**Annual Report of 2019 Procurement Contracts**

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 audio recording of the meeting.

Upon motion duly made and seconded, the Board approved the Annual Report of 2019 Procurement Contracts and adopted the following resolution:

RESOLUTION NO. 6240

ANNUAL REPORT OF 2019 PROCUREMENT CONTRACTS

RESOLVED, that the Schedules of 2019 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 2019 (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 6 by Matt Howard (Appendix F)**  
**Report of BST & Co. CPAs, LLC's Audit of the Authority's Financial Statements, Report on Compliance with Single Audit Requirements, Report on Compliance with Investment Guidelines and Required Communications to the Authority's Board**

The Authority's independent auditors, BST & Co. CPAs, LLC (BST), have completed their audits for the fiscal year ended December 31, 2019. BST's presentation to the Audit Committee is included as Exhibit A.

BST has expressed an unqualified opinion that the Authority's Financial Statements present fairly, in all material respects, the financial condition of the Authority (Exhibit B).

In accordance with Single Audit requirements applicable to the Authority's major federal programs as defined by the Comptroller General of the United States and the United States Office of Management and Budget, BST issued a report which disclosed no instances of noncompliance (Exhibit C).

In accordance with the Investment Guidelines for Public Authorities and the Authority's own investment guidelines, BST issued a report on Compliance with Investment Guidelines which disclosed no instances of noncompliance (Exhibit D).

BST has presented the Authority's Board with communications they are required to provide in accordance with Generally Accepted Auditing Standards (Exhibit E)

The Audit Committee reviewed this item at its March 30, 2020 meeting and recommended it be submitted to the Board for consideration:

**RECOMMENDATION:**

It is recommended that the Board adopt the following resolution:

RESOLUTION NO. 6247

REVIEW AND APPROVAL OF THE REPORT OF BST & CO. CPAs, LLC'S AUDIT REQUIREMENTS, REPORT ON COMPLIANCE WITH INVESTMENT GUIDELINES AND REQUIRED COMMUNICATIONS TO THE AUTHORITY'S BOARD

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 minutes of this meeting.

**Item 7 by Executive Director Driscoll (Appendix G)**  
**Authorizing Actions Necessary for the Efficient Conduct of New York State Thruway Authority Operations in Response to Coronavirus/COVID-19**

Executive Director Driscoll presented the resolution seeking authorization for the Coronavirus/COVID-19 item.

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

Upon motion duly made and seconded, the Board approved the Coronavirus/COVID-19 item and adopted the following resolution:

RESOLUTION NO.6241

AUTHORIZING ACTIONS NECESSARY FOR EFFICIENT CONDUCT OF NEW YORK STATE THRUWAY AUTHORITY OPERATIONS IN RESPONSE TO CORONAVIRUS/COVID-19

RESOLVED, that until the expiration of the State disaster emergency or federal state of emergency concerning COVID-19, whichever is later, the Executive Director or his designee, is authorized to perform the following actions to the fullest extent

permitted by law or Executive Order to the extent necessary or convenient to respond to COVID-19: (i) waive procurement advertisement requirements required by Article 4-C of the Economic Development Law; (ii) enter into Procurement Contracts, as defined in the Authority's "Procurement Contracts Policy", to respond to an emergency regardless of value and term; (iii) for non-Emergency Procurement Contracts, as defined in the Authority's "Procurement Contracts Policy", with a value in excess of \$300,000, waive the use of a competitive procedure and enter into such contracts with prior written notice to the Board containing the scope and estimated cost; (iv) for existing Procurement Contracts, as defined in the Authority's "Procurement Contracts Policy", approve additional expenditures in excess of \$300,000 with prior written notice to the Board containing the scope and estimated cost; (v) extend Procurement Contracts, as defined in the Authority's "Procurement Contracts Policy", involving personal services in excess of one year; (vi) enter into other types of agreements or contracts that are not considered Procurement Contracts and approve additional expenditures for existing contracts of such type, with prior written notice to the Board containing the scope and estimated cost in the event of Authority expenditures in excess of \$300,000; (vii) waive the requirement for the Authority's contracts to be

reviewed and approved by the Office of the Attorney General and Office of State Comptroller; (viii) adopt and waive Authority rules and regulations as necessary or convenient; and (ix) take any and all other actions necessary or convenient and as permitted by law to mitigate the effects of COVID-19 on the Authority; and be it further

RESOLVED, that that until the expiration of the State disaster emergency or federal state of emergency concerning COVID-19, whichever is later, the Chief Engineer, or his designee, is hereby authorized to perform the following actions to the fullest extent permitted by law or Executive Order to the extent necessary or convenient to respond to COVID-19: (i) with the approval of the Executive Director or his designee and prior written notice to the Board containing the scope of work and estimated cost, add projects to the Contracts Program necessary to complete work; (ii) with the approval of the Executive Director or his designee and prior written notice to the Board containing the scope of work and estimated cost, advertise for projects in the Contracts Program where the Engineer's Estimate/Architect's Estimate is greater than 20% of the amount allocated for the project in the Contracts Program; (iii) with the approval of the Executive Director or his designee and prior written notice to the Board containing the scope of work and estimated cost, enter into contracts for construction and design-build projects in the

Contracts Program when the value of such contract is greater than 20% of the amount of the Engineer's Estimate/Architect's Estimate; (iv) with the approval of the Executive Director or his designee and prior written notice to the Board containing the scope of work and estimated cost, approve additional expenditures exceeding 20% of the bid/proposal price for construction and design-build contracts for the purposes of contingent or extra work and adjusting and determining disputed contract claims; (v) with the approval of the Executive Director and prior written notice to the Board containing the scope of work and estimated cost, approve additional expenditures for engineering contracts in an amount exceeding 20% of the maximum amount payable of such contracts; and (vi) to acquire and grant such property interests (fee title, easements, etc.) and consummate transfers of jurisdiction in accordance with the provisions of the Authority's Real Property Management Policy, and obtain licenses or permits to use the real property not under the jurisdiction of the Authority as may be necessary for implementation of the Contracts Program; and be it further

RESOLVED, that that until the expiration of the State disaster emergency or federal state of emergency concerning COVID-19, whichever is later, the Chief Financial Officer, or his designee, is hereby authorized to perform the following actions to the fullest extent permitted by law or Executive Order to the

extent necessary or convenient to respond to COVID-19: (i) consummate Transfers of Jurisdiction of real property, as defined in the Authority's Real Property Management Policy, to other State agencies or authorities; (ii) consummate Disposals of real property, as defined in the Authority's Real Property Management Policy, provided that fair market value is received by the Authority; and (iii) consummate Acquisitions of real property, as defined in the Authority's Real Property Management Policy; and be it further

RESOLVED, that a report of all contracts entered into and amended under this resolution shall be provided to the Board on a quarterly basis; and be it further

RESOLVED, that the authorizations in this resolution are subject to the availability of funds; and be it further

RESOLVED, that all other authorizations provided by the Board shall remain in full force and effect; and be it further

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

**Item 8 by John Barr (Appendix H)**

**Authorizing the Executive Director to Execute a Contract with Energetix to Provide Drug and Alcohol Testing Services for Thruway Authority Employees**

Mr. Barr presented the resolution seeking authorization for the Executive Director to Execute a Contract with Energetix.

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

Upon motion duly made and seconded, the Board authorized the item and adopted the following resolution:

RESOLUTION NO. 6242

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A CONTRACT WITH ENERGETIX TO PROVIDE DRUG AND ALCOHOL TESTING SERVICES FOR AUTHORITY EMPLOYEES

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RESOLVED, that the Executive Director be, and hereby is, authorized to execute an agreement with Energetix to provide U.S. Department of Transportation, U.S. Department of Homeland Security and U.S. Coast Guard mandated drug and alcohol testing services for Authority employees (“Agreement”), and be it further

RESOLVED, that the Agreement shall be for a term of five years, the cost of these services is anticipated to be \$64,423 for each contract year beginning July 1, 2020, for a maximum amount payable for the five year term of \$322,111, and be it further

RESOLVED, that the Agreement shall be on such other terms and conditions as the Executive Director, in consultation with the Deputy General Counsel, determines to be in the best interests of the Authority, 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, to manage and administer the Agreement, amend 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 the Director of Thruway Finance be, and hereby is, authorized to charge expenditures for services rendered under such Agreement to the appropriate funds provided therefore, subject to reallocation and adjustment as determined by final audit of charges, and be it further

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

**Item 9 by Rich Lee (Appendix I)**  
**Authorizing the Execution of Supplemental Agreement No. 1 to Engineering Agreement D214562**

Mr. Lee presented the resolution seeking authorization for the execution of Supplement No.1 to Engineering Agreement D214562.

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

Upon motion duly made and seconded, the Board authorized the execution of the agreement and adopted the following resolution:

**RESOLUTION NO. 6243**

**AUTHORIZING THE EXECUTION OF SUPPLEMENTAL AGREEMENT NO. 1 TO ENGINEERING AGREEMENT D214562**

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute Supplemental Agreement No. 1 to D214562 with WSP USA, Inc., 555 Pleasantville Road, South Building, Briarcliff Manor, NY 10510, for an additional sum of \$6,000,000, 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 Agreement D214562 be \$10,500,000, and be it further

RESOLVED, that sufficient authorization is included in the 2020 Contract Program for Supplemental Agreement D214562, 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 2020 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 10 by Rich Lee Appendix J)**  
**Authorizing the Execution of Agreement D214771 with M.J. Engineering and Land Surveying, P.C.**

Mr. Lee presented the resolution seeking authorization for the execution of Engineering Agreement D214771 with M.J. Engineering and Land Surveying, P.C.

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

Upon motion duly made and seconded, the Board authorized the execution of the agreement and adopted the following resolution:

RESOLUTION NO. 6244

AUTHORIZING THE EXECUTION OF AGREEMENT D214771  
WITH M.J. ENGINEERING AND LAND SURVEYING, P.C.

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute agreement (D214771 ) with M.J. Engineering and Land Surveying, P.C., as listed in Exhibit A, attached hereto, 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 the amount shown in the attached Exhibit A, 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 2020 Contracts Program Resolution 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 Kim McKinney (Appendix K)**

**Authorizing the Executive Director to Execute a Non-Engineering Personal Services Contract with Ask Reply, Inc. d/b/a B2GNow to Provide Integration and Maintenance Services for the Statewide Minority- and Women-owned Business Enterprise Tracking System Known as the New York State Contract System (“NYSCS”)**

Ms. McKinney presented the resolution seeking authorization for a Non-Engineering Personal Services Contract with Ask Reply, Inc. d/b/a B2GNow.

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

Upon motion duly made and seconded, the Board authorized the item and adopted the following resolution:

**RESOLUTION NO. 6245**

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A NON-ENGINEERING PERSONAL SERVICES CONTRACT WITH ASK REPLY, INC. D/B/A B2GNOW TO PROVIDE INTEGRATION AND MAINTENANCE SERVICES FOR THE STATEWIDE MINORITY- AND WOMEN-OWNED BUSINESS ENTERPRISE TRACKING SYSTEM KNOWN AS THE NEW YORK STATE CONTRACT SYSTEM (“NYSCS”)

RESOLVED, that the Executive Director or his designee be, and hereby is, authorized to execute a Non-Engineering Personal Services Contract with Ask Reply, Inc. d/b/a B2GNow for a maximum amount payable of \$200,00.00 over a 5-year term for the purpose of providing integration and maintenance services for the statewide Minority- and Women-owned Business Enterprise tracking system known as the New York State Contract System (“NYSCS”); and be it further

RESOLVED, that such agreement be on terms and conditions deemed to be in the best interest of the Authority and consistent with all Authority polices; 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, 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 interests of the Authority; and be it further

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

**Item 12 by Mark Hixson (Appendix L)**

**Authorizing the Executive Director to Execute a Third Amendment to Agreement C100739 with Conduent State & Local Solutions, Inc. for E-ZPass New York Customer Service Center Services**

Mr. Hixson presented the resolution authorizing the Executive Director to Execute a third amendment to agreement with Conduent State & Local Solutions, Inc.

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

Upon motion duly made and seconded, the Board authorized the delegation of the Authority of the agreement and adopted the following resolution:

**RESOLUTION NO. 6246**

**AUTHORIZING THE EXECUTIVE DIRECTOR TO AMEND AGREEMENT C100739 WTH CONDUENT STATE & LOCAL SOLUTIONS, INC. FOR E-ZPASS NEW YORK CUSTOMER SERVICE CENTER SERVICES**

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RESOLVED, that the term shall be extended for two (2) years for Agreement C100739 with Conduent State &

Local Solutions Inc., for E-ZPass New York Customer Center Services; and be it further

RESOLVED, that the maximum amount payable for is increased by \$139,000,000 to \$437,950,000, and shall be on such other terms and conditions as the Executive Director and General Counsel determine to be in the best interests of the Authority; and be it further

RESOLVED, that the Authority's Chief Financial Officer be, and hereby is, authorized to charge expenditures for services rendered pursuant to such Agreement to the Operating Budget; and be it further

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

#### **GENERAL PUBLIC COMMENT PERIOD**

There were no public comments included in the audio recording of the meeting.

#### **ADJOURNMENT**

There being no other business, upon motion duly made and seconded, the board voted to adjourn the meeting at 12:50 p.m.

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Tanya Morris  
Board Secretary