



**MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 744
May 12, 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 11:26 a.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
Stephen Saland, Board Member

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

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
Peter Nilsson, Information Technology Specialist
Tanya Morris, Board Secretary

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).

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 two comments. Details of the comments are included in the audio recording of the meeting.

Item 1 by Chair Mahoney (Appendix A) **Approval of the Minutes of Meeting No 743**

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. 743 held March 30, 2020, which was made available to the Board Members as part of the Agenda.

Item 2 by Matt Howard (Appendix B) **Financial Reports– January & February 2020**

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 Reports for January & February 2020.

Item 3 by Matt Howard (Appendix C) **Approving the Revised Thruway Real Property Management Policy (No. 25-6-02)**

The Authority's Revised Real Property Management Policy item was advanced to the Board at the recommendation of the Governance Committee.

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

Upon motion duly made and seconded, the Board approved the Revised Thruway Real Property Management Policy and adopted the following resolution:

RESOLUTION NO. 6248

APPROVING THE REVISED THRUWAY REAL PROPERTY
MANAGEMENT POLICY (No. 25-6-02)

RESOLVED, that the revisions proposed to be made to the current Thruway Real Property Management Policy (25-6-02), as described in this agenda item, be, and the same hereby are, approved, and be it further

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

Board Member Don Rice recused himself from Item 4

Item 4 by Mark Hixson (Appendix D)

Authorizing the Authority to Enter into an Agreement with Empire State Thruway Partners for the Design, Construction, Financing, Operation and Maintenance of the 27 Thruway Food Service Facilities Located at the Service Areas Along the Thruway

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 Agreement with Empire State Thruway Partners and adopted the following resolution:

RESOLUTION NO. 6249

AUTHORIZING THE AUTHORITY TO ENTER INTO A
LEASE AGREEMENT WITH EMPIRE STATE THRUWAY
PARTNERS LLC FOR THE DESIGN, CONSTRUCTION,
FINANCING, OPERATION AND MAINTENANCE OF THE
27 FOOD FACILITIES LOCATED AT THE SERVICE AREAS
ALONG THE THRUWAY

RESOLVED, that the Authority hereby authorizes a lease agreement with Empire State Thruway Partners LLC (“Empire”) consistent with this agenda item, the RFP, and all applicable laws and policies and also on such terms and conditions as are in the best interest of the Authority as may be recommended by the Chief Financial Officer, the Director of Maintenance and Operations, the Chief Engineer and the General Counsel and that are consistent with the aforesaid documentation; and be it further

RESOLVED, that the Executive Director, or his designee, shall have the authority to take all steps to implement this Resolution, including, but not limited to: finalizing negotiation of the lease agreement; executing the lease agreement and any documentation that may be necessary in connection therewith; exercising all powers reserved to the Authority under the lease agreement; managing and administering the lease agreement; amending the provisions of the lease agreement consistent with the terms of this Item and other Board authorizations and suspending or terminating the lease agreement if in the best interests of the Authority and consistent with the terms of the lease agreement; and be it further

RESOLVED, that subject to the availability of funds, the Executive Director, or his designee, shall have the ability to make payment to Empire up to the aggregate amount of \$15 million in Authority funds for monies payable to Empire under the lease agreement; and be it further

RESOLVED, that a recommendation for a Determination of Non-Significance (“Negative Declaration”) 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 it be further

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

Board Member Heather Bricetti recused herself from Item 5

Item 5 by Kim McKinney (Appendix E)

Authorizing an Agreement with the Power Authority of the State of New York for the Use of Fiber Optic Cable and Regeneration Building Space

Ms. McKinney presented the resolution Authorizing an Agreement with the Power Authority of the State of New York.

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. 6250

AUTHORIZING AN AGREEMENT WITH THE POWER
AUTHORITY OF THE STATE OF NEW YORK FOR THE USE OF
FIBER OPTIC CABLE AND REGENERATION BUILDING SPACE

RESOLVED, that an agreement with the Power Authority of the State of New York for use of Fiber Optic Cable, Lateral Connections and Regeneration Building Space on the terms and conditions contained in the agenda item be, and hereby is, authorized, and be it further

RESOLVED, that the Executive Director or his designee be, and hereby is, authorized to execute such agreement; 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 the Chief Information Officer, shall be, and hereby is, authorized to undertake review and make all necessary decisions pursuant to the State Environmental Quality Review Act (SEQRA) with relation to activities necessary to support the

agreement and is authorized to execute the SEQRA Environmental Assessment Forms and to publish and distribute any required documents; and be it further

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

Board Member Don Rice recused himself from Item 6

Item 6 by Rich Lee (Appendix F)

Authorizing the Execution of Agreement D214776 with Greenman-Pedersen, Inc.

Mr. Lee presented the resolution seeking authorization for the execution of Agreement D214776.

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. 6251

**AUTHORIZING THE EXECUTION OF AGREEMENT D214776
WITH GREENMAN-PEDERSEN, INC.**

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute agreement D214776 with Greenman-Pedersen, Inc., as listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete services for the project 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

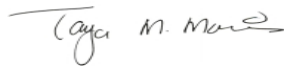
RESOLVED, that this resolution be incorporated in the minutes of this meeting.

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 11:45 a.m.



Tanya Morris
Board Secretary