



**MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 748
March 29, 2021**

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

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 11:59 a.m.

The following committee members were present on Webinar:

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

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

Staff present on Webinar:

Matthew J. Driscoll, Executive Director
Matthew Trapasso, Chief of Staff
Frank Hoare, General Counsel
Matt Howard, Treasurer and Chief Financial Officer
Jennifer Givner, Director of Media Relations &
Communications
Rich Lee, Chief Engineer
Harry Lennon, Director, Audit & Management Services
Sharon Tate, Director of Infrastructure
Kevin Allen, Director of Purchasing
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 Webinar. 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. Details of the comments are included in the Webinar recording of the meeting.

Item 1 by Chair Mahoney (Appendix A)
Approval of the Minutes of Meeting No 747

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. 747 held December 1, 2020, which was made available to the Board Members as part of the Agenda.

Item 2 by Matt Howard (Appendix B)
Financial Reports– October, November & December 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 October, November & December 2020.

Item 3 by Matt Howard (Appendix C)
Approval of the Authority's Investment Transactions –Third & Fourth Quarter 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 video recording of the meeting.

Upon motion duly made and seconded, the Board approved the reports.

Item 4 by Matt Howard (Appendix D)
Review and Approval of the Authority's Annual Investment Report

Mr. Howard presented the resolution for the Authority's Annual Investment Report 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 Authority's Annual Investment Report and adopted the following resolution:

RESOLUTION NO. 6278

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 Mr. Howard (Appendix E)
Annual Report of the 2020 Procurement Contracts

Mr. Howard presented the resolution for the Annual Report of the 2020 Procurement Contracts.

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 the 2020 Procurement Contracts adopted the following resolution:

RESOLUTION NO.6279

ANNUAL REPORT OF 2020 PROCUREMENT CONTRACTS

RESOLVED, that the Schedules of 2020 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 Mr. Howard (Appendix F)

Authorizing the Selection of Underwriting Firms and Authorizing the Executive Director to Enter into Contracts with the Selected Firms for Underwriting Services

Mr. Howard presented the resolution to Authorize the Selection of Underwriting Firms and Authorizing the Executive Director to Enter into Contracts with the Selected Firms for Underwriting Services.

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 Selection of Underwriting Firms adopted the following resolution:

RESOLUTION NO. 6280

AUTHORIZING THE SELECTION OF UNDERWRITING FIRMS
AND AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER
INTO CONTRACTS WITH THE SELECTED FIRMS FOR
UNDERWRITING SERVICES

RESOLVED, that the Board authorizes the selection of Barclays Capital Inc.; BofA Securities, Inc.; Citigroup Global Markets Inc.; Goldman Sachs & Co. LLC; Jefferies LLC; J.P. Morgan Securities LLC; Loop Capital Markets LLC; Morgan Stanley & Co LLC; Samuel A. Ramirez & Co., Inc.; RBC Capital Markets, LLC; Siebert Williams Shank & Co., LLC; UBS Financial Services Inc.; Wells Fargo Bank, N.A. to serve as senior managers and co-senior managers if selected by the Authority when issuing bonds, and be it further

RESOLVED, that by virtue of their selection to serve as senior managers and co-senior managers if selected by the Authority when issuing bonds, said firms may also be selected to serve as co-managers to the Authority when issuing bonds, and be it further

RESOLVED, that the Board authorizes the selection of Academy Securities Inc.; AmeriVet Securities, Inc; Bancroft Capital, LLC; Blaylock Van, LLC; Cabrera Capital Markets LLC; Drexel Hamilton, LLC; FHN Financial Capital Markets; Mischler Financial Group, Inc.; Multi-Bank Securities, Inc.; Raymond James & Associates, Inc.; Roberts & Ryan Investments Inc.; Robert W. Baird & Co. Incorporated; Stern Brothers & Co.; Stifel, Nicolaus & Company, Incorporated to serve as co-managers if selected by the Authority when issuing bonds, and be it further

RESOLVED, that the Executive Director is authorized to enter into contracts with each firm selected for underwriting services for a term of three (3) years with two (2) six (6) month renewal options, commencing January 1, 2021, and be it further

RESOLVED, that contingent upon the completion of vendor responsibility reviews and positive results, the Executive Director is authorized to designate, in accordance with this resolution, from the aforementioned approved firms, the Senior Managers, Co-Senior Managers and Co-Managers to perform the necessary banking services for the bond sales occurring between January 1, 2021 and December 31, 2023 or longer if the underwriting services contracts are extended, 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 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 full in the minutes of this meeting.

Item 7 by Matt Howard (Appendix G)

Report of BST & Co. CPA's, 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

Mr. Howard introduced Brendan Kennedy of BST to present the Report of BST & Co. CPA's, 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.

Details of the 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. 6281

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 Report on Internal Control Over Financial Reporting and Compliance and Other Matters Based on an Audit of the Authority's Financial Statements has been reviewed and is hereby approved, and be it further

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

Item 8 by Frank Hoare (Appendix H)

Approval of Real Property Management Policy, Personal Property Disposal Policy, Procurement Contracts Policy, Whistleblower Policy, and Code of Ethics

Mr. Hoare presented the resolution to Approve Real Property Management Policy, Personal Property Disposal Policy, Procurement Contracts Policy, Whistleblower Policy, and Code of Ethics.

Details of the 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 Policy and adopted the following resolution:

RESOLUTION NO. 6282

REVIEW AND APPROVAL OF REAL PROPERTY
MANAGEMENT POLICY, PERSONAL PROPERTY
DISPOSAL POLICY, PROCUREMENT CONTRACTS
POLICY, WHISTLEBLOWER POLICY, AND CODE OF
ETHICS

RESOLVED, that the Real Property Management Policy,
Personal Property Disposal Policy, Procurement Contracts Policy,
Whistleblower Policy, Code of Ethics Governing Employees and
Code of Ethics Governing Board Members, as contained in Exhibit A,
be, and the same hereby are, approved, and be it further

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

Director Driscoll Provided the Board an Update Regarding the Following Item:

- Thruway Authority Marketing Program on E-ZPass purchasing and awareness

Item 9 by Director Driscoll (Appendix I)
Staff Appointment of Francis G. Hoare as General Counsel

Mr. Driscoll presented the resolution to Appoint Francis G. Hoare as General Counsel.

Details of the 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 Staff Appointment and adopted the following resolution:

RESOLUTION NO. 6283

STAFF APPOINTMENT OF FRANCIS G. HOARE AS
GENERAL COUNSEL

RESOLVED, that the Board hereby appoints Francis G. Hoare as General Counsel effective March 29, 2021, for which funds are available in the 2021 Operating Budget, and it be further

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

Item 10 by Jim Konstalid (Appendix J)
Authorizing a Two-Year Renewal of the Authority's Sewer Services Agreement with the Town of Grand Island from January 1, 2021 through December 31, 2022

Mr. Konstalid presented the resolution Authorizing a Two-Year Renewal of the Authority's Sewer Services Agreement with the Town of Grand Island from January 1, 2021 through December 31, 2022

Details of the 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. 6284

AUTHORIZING A TWO-YEAR RENEWAL OF THE
AUTHORITY'S SEWER SERVICES AGREEMENT WITH THE
TOWN OF GRAND ISLAND FROM JANUARY 1,2021 THROUGH
DECEMBER 31, 2022

RESOLVED, that the Executive Director be, and he
hereby is, authorized to execute an Agreement with the Town of
Grand Island; and be it further

RESOLVED, that the maximum amount payable for this
Agreement is \$49,000, 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 this resolution be incorporated in full
in the minutes of this meeting.

Item 11 by Rich Lee (Appendix K)

Mr. Lee presented the resolution seeking to Authorize the Executive Director to Execute A Contract with New York State Department of Environmental Conservation for the transfer of Surplus Environmental Monitoring Equipment Used during the Construction of the Governor Mario M. Cuomo Bridge Project 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 execution of the agreement and adopted the following resolution:

RESOLUTION NO. 6285

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A CONTRACT WITH NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION FOR THE TRANSFER OF SURPLUS ENVIRONMENTAL MONITORING EQUIPMENT USED DURING THE CONSTRUCTION OF THE GOVERNOR MARIO M. CUOMO BRIDGE PROJECT FOR LESS THAN FAIR MARKET VALUE

RESOLVED, that the transfer of environmental monitoring equipment used during the construction of the Governor Mario M. Cuomo Bridge (“GMMCB”) Project to the New York State Department of Environmental Conservation (“NYSDEC”) 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 Executive Director, the Project Director for the GMMCB, or the General Counsel, to be in the best interest of the New York State Thruway Authority (“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 environmental monitoring equipment to NYSDEC 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 equipment 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 NYSDEC, as found in Exhibit A through Exhibit B, no reasonable alternative to the proposed below-market transfer to NYSDEC 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 equipment to the NYSDEC; and be it further

RESOLVED, that the Executive Director, the Chief Financial Officer, the Project Director for the GMMCB Project, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to effectuate the transfer of the equipment to NYSDEC; and be it further

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

Item 12 by Rich Lee (Appendix L)
Authorizing the Execution of Agreement D214797 with CPL Architects, Engineers, Landscape Architect and Surveyor, D.P.C. dba CPL

Mr. Lee presented the resolution seeking to Authorize the Execution of Agreement D214797 with CPL Architects, Engineers, Landscape Architect and Surveyor, D.P.C. dba CPL.

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 agreement and adopted the following resolution:

RESOLUTION NO. 6286

AUTHORIZING THE EXECUTION OF AGREEMENT D214797 WITH CPL ARCHITECTS, ENGINEERS, LANDSCAPE ARCHITECT AND SURVEYOR, D.P.C.

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute agreement D214797 with CPL Architects, Engineers, Landscape Architect and Surveyor, D.P.C., consistent with 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 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 13 by Rich Lee (Appendix M)
Authorizing the Execution of Agreement D214798 with C&S Architects, Engineers & Landscape Architect, PLLC

Mr. Lee presented the resolution seeking to Authorize the Execution of Agreement D214798 with C&S Architects, Engineers & Landscape Architect, PLLC.

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 agreement and adopted the following resolution:

RESOLUTION NO. 6287

AUTHORIZING THE EXECUTION OF AGREEMENT D214798
WITH C&S ARCHITECTS, ENGINEERS & LANDSCAPE
ARCHITECT, PLLC

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute agreement D214798 with C&S Architects, Engineers & Landscape Architect, PLLC, consistent with 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 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 14 by Rich Lee (Appendix N)

Authorizing Additional Funding for TABS 20-9B/D214785, Albany Division Steel Repairs & Miscellaneous Painting

Mr. Lee presented the resolution Authorizing Additional Funding for TABS 20-9B/D214785, Albany Division Steel Repairs & Miscellaneous Painting.

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 agreement and adopted the following resolution:

RESOLUTION NO. 6288

**AUTHORIZING ADDITIONAL FUNDING FOR TABS 20-9B/
D214785, ALBANY DIVISION STEEL REPAIRS &
MISCELLANEOUS PAINTING**

RESOLVED, that an additional \$221,670.15 (revising the total contract value to \$920,300.55) for TABS 20-9B/D214785, Albany Division Steel Repairs & Miscellaneous Painting be, and the same hereby is authorized, and be it further

RESOLVED, that the additional funding be allocated to TABS 20-9B/D214785 from project deferrals and bid savings from the 2021 Contracts Program, and be it further

RESOLVED, that the Chief Engineer or his 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 15 by Sharon Tate (Appendix O)
Approving Policy on the Utilization of Security Video Camera Systems (25-1-18)

Mrs. Tate presented the resolution seeking to Approve Policy on the Utilization of Security Video Camera Systems (25-1-18).

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 agreement and adopted the following resolution:

RESOLUTION NO. 6289

**APPROVING THE SECURITY VIDEO CAMERA SYSTEMS
POLICY (25-1-18)**

RESOLVED, that the Policy proposed to be made to the
current Security Camera Systems Policy (25-1-18), attached as
Exhibit A, and the same hereby is, approved, and be it further

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

Item 16 by Kevin Allen (Appendix P)
**Report on Procurement Contracts and Other Agreements Up to \$300,000 Executed by the
Executive Director During the Period July 1, 2020 Through December 31, 2020**

Mr. Allen presented the report on Procurement Contracts to the Board.

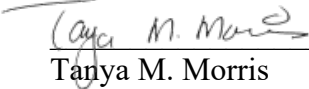
Upon motion duly made and seconded, without any objections, the Board accepted the Report on Procurement Contracts and other Agreements Executed by the Executive Director during the period July 1, 2020 through December 31, 2020.

GENERAL PUBLIC COMMENT PERIOD

Aleta Dupree and Murray Bodin signed up for the general comment period. Ms. Dupree and Mr. Bodin's 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 the meeting at 12:25 p.m.



Tanya M. Morris
Board Secretary