



**MINUTES  
NEW YORK STATE THRUWAY AUTHORITY  
BOARD MEETING NO. 756  
December 5, 2022**

Meeting minutes 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 12:10 p.m.

The following committee members were present:

Joanne M. Mahoney, Chair  
Robert Megna, Vice-Chair  
Jose Holguin-Veras, Ph.D., Board Member  
Heather Briccetti Mulligan, Board Member

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

Staff present:

Matthew J. Driscoll, Executive Director  
Matthew Trapasso, Chief of Staff  
Matt Howard, Treasurer and Chief Financial Officer  
Joseph Igoe, Deputy General Counsel  
Rich Lee, Chief Engineer  
Jim Konstalid, Director of Maintenance & Operations  
Jen Givner, Director Media Relations  
Mary Boehm, Director, Audit Management Services  
Josh Klemm, Director, Chief Information Officer  
Andrew Trombley, Director of Procurement Services  
Erica Beardsley, Director, Office of Excellence  
Diana Neboilo, Director, Revenue Management  
Sean Lasher, Information Technology Specialist  
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).

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### **PUBLIC COMMENT PERIOD RELATED TO THE MEETING AGENDA**

Chair Mahoney asked Ms. Morris if there were any public comments. Ms. Morris stated there were five comments made by Ed Day, Rockland County Executive, Glenna Chance, Sharon Kelly Bland, Kyle O'Grady & Lori which are included in our public records.

#### **Item 1 by Chair Mahoney (Appendix A)** **Approval of the Minutes of Meeting No 755**

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. 755 held September 12, 2022, which was made available to the Board Members as part of the Agenda.

#### **Item 2 by Matt Howard (Appendix B)** **Financial Report– July, August & September 2022**

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 July, August & September.

#### **Item 3 by Matt Howard (Appendix C)** **Approval of the 2022 Revised Budget and the 2023 Proposed Budget for the New York State Thruway Authority**

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 Item and adopted the following resolution:

RESOLUTION NO. 6393

APPROVAL OF THE 2022 REVISED BUDGET AND  
THE 2023 PROPOSED BUDGET FOR THE NEW YORK STATE  
THRUWAY AUTHORITY AND ADOPTION OF A DECLARATION  
OF OFFICIAL INTENT TO ISSUE TAX-EXEMPT AND/OR  
TAXABLE OBLIGATIONS

RESOLVED, that the Report on the 2022 Revised Budget as presented in this item be, and the same hereby is, accepted by the Board, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to make any and all adjustments to the appropriate funds consistent with this 2022 Revised Budget, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to make any other adjustments based on actual results that are consistent with this projected plan, and report such actions to the Board, and be it further

RESOLVED, that the New York State Thruway Authority's (the "Authority") proposed Budget for the fiscal year 2023, submitted by the Executive Director and the Chief Financial Officer, be, and the same hereby is, approved and funded in accordance with the attached Exhibit II, and be it further

RESOLVED, that the Executive Director or his designee be, and he hereby is, authorized to make such expenditures as set forth in this Budget, subject to compliance with Authority policies and

procedures, and to make such internal adjustments and transfers within the Authority Budget as are necessary and proper, and to make any other adjustment with the concurrence of the Board, and be it further

RESOLVED, that a copy of the Budget approved herein, when printed in final form, be attached to these minutes and made a part thereof, and be submitted to the New York State entities in accordance with Section 2801 of the Public Authorities Law, and be it further

RESOLVED, that (1) the Authority hereby expresses its intention to issue tax-exempt and/or taxable obligations in one or more series in a maximum principal amount not to exceed \$1,500,000,000 (collectively, the “Bonds”) for the purpose of financing capital projects for the New York State Thruway sections and connections constituting roads or bridges as described in or contemplated by the Authority’s 2023-2027 Capital Program, including any facilities and equipment used for or in support thereof (collectively, the “Project”); this Declaration of Official Intent (the “Declaration”) shall constitute a declaration of the official intent on behalf of the Authority, under Section 1.150-2 of the Income Tax Regulations promulgated by the Department of the Treasury, to use proceeds of the Bonds to reimburse itself for certain acquisition, construction, equipping, planning, design, legal or other costs and

expenses originally paid by the Authority in connection with the Project with funds other than proceeds of the Bonds prior to the issuance of the Bonds (the "Advanced Funds"); (2) all of the expenditures initially made or to be made with the Advanced Funds and then to be reimbursed to the Authority from proceeds of the applicable series of Bonds will be for (a) costs of a type properly chargeable to the capital account of the Project under general income tax principles, (b) extraordinary, non-recurring working capital expenditures (of a type not customarily payable from current revenues) for which the Authority or a related party does not maintain a reserve for such items, or (c) costs of issuing the Bonds; (3) other than any preliminary expenditures for architectural, engineering, surveying, soil testing, costs of issuing the Bonds or similar purposes that may have been paid more than sixty days prior to the date of this Declaration, no expenditures to be reimbursed have been paid more than sixty days earlier than the date of this Declaration; and (4) the officers and employees of the Authority are hereby authorized to do all acts and things required of them by this Declaration for the full, punctual and complete performance of all the terms, covenants and agreements contained herein or necessary or convenient to the issuance of the Bonds as provided herein.

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

**Item 4 by Rich Lee (Appendix D)**  
**Approval of the 2023 Thruway Authority Contracts Program**

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 Item and adopted the following resolution:

RESOLUTION NO.6394

APPROVING THE 2023 THRUWAY CONTRACTS  
PROGRAM

RESOLVED, that the 2023 Thruway Contracts Program for Highway, Bridge, Intelligent Transportation Systems, Architectural and related facility projects, full copies of which have been provided to the Board for review, be, and the same hereby are, approved, and be it further

RESOLVED, that the Chief Engineer or his designee be, and hereby is, authorized:

- A. to prepare and approve Official Proposals, Plans and Specifications, Engineer's/Architect's Estimates of Cost and Contract Documents for such projects as are tabulated in the 2023 Thruway Contracts Program;
- B. to hold the respective Engineer's/ Architect's Estimates of Cost for such contracts confidential until after contracts have been awarded;

C. to advertise for receipt of bids and proposals for those projects which are tabulated in the 2023 Thruway Contracts Program using the following table regarding the approved budget allocation and current funding for the project:

Amount of Engineer's/Architect's Estimates of Cost (EE/AE) in Relation to Contracts Program Budget Allocation Prior to Letting	Action Required to Advertise Project			
	Chief Engineer	Chief Financial Officer	Executive Director	Board
EE/AE is equal to or less than the project's budget allocation;	Approval	No Action Required	No Action Required	No Action Required
EE/AE exceeds the Contracts Program Budget Allocation by no more than 40 percent on contracts up to and including \$5,000,000	Concur	Confirm Funding	Approval	No Action Required
EE/AE exceeds the Contracts Program Budget Allocation by no more than 25 percent on contracts over \$5,000,000 and up to and including \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
EE/AE exceeds the Contracts Program Budget Allocation by no more than 20 percent on contracts over \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
EE/AE exceeds the limits listed above in this chart.	Concur	Confirm Funding	Concur	Approval

D. to award any such contract to the lowest responsible bidder when it is deemed to be an acceptable bid, and further, the following table shall be used when determining the steps needed to award the contract:

Amount of the Low Bid in Relation to Contracts Program Budget Allocation	Action Required to Award Contract			
	Chief Engineer	Chief Financial Officer	Executive Director	Board
Low bid is equal to or less than the ; Contracts Program Budget Allocation	Approval	No Action Required	No Action Required	No Action Required
Low bid exceeds the Contracts Program Budget Allocation by no more than 40 percent on contracts up to and including \$5,000,000	Concur	Confirm Funding	Approval	No Action Required
Low bid exceeds the Contracts Program Budget Allocation by no more than 25 percent on contracts over \$5,000,000 and up to and including \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
Low bid exceeds the Contracts Program Budget Allocation by no more than 20 percent on contracts over \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
Low bid exceeds the limits listed above in this chart.	Concur	Confirm Funding	Concur	Approval

E. to award any such best value and design-build contracts to the firm with the best combined technical and cost score, and further, the following table shall be used when determining the steps to award the contract:



Amount of the Cost in the Best Value/Design-Build Proposal in Relation to Contracts Program Budget Allocation	Action Required to Award Contract			
	Chief Engineer	Chief Financial Officer	Executive Director	Board
Low bid is equal to or less than the Contracts Program Budget Allocation;	Approval	No Action Required	No Action Required	No Action Required
Low bid exceeds the Contracts Program Budget Allocation by no more than 40 percent on contracts up to and including \$5,000,000	Concur	Confirm Funding	Approval	No Action Required
Low bid exceeds the Contracts Program Budget Allocation by no more than 25 percent on contracts over \$5,000,000 and up to and including \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
Low bid exceeds the Contracts Program Budget Allocation by no more than 20 percent on contracts over \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
Low bid exceeds the limits listed above in this chart.	Concur	Confirm Funding	Concur	Approval

F. to reject bids for any such contract which are determined to be not in accordance with bid documents and specifications thereof, or not in the Authority's best interest, or which are submitted by bidders determined to be not responsible. In these cases, and where no bids are received, he may again advertise for receipt of bids pursuant to paragraph C;

- G. to prepare and approve, for declared emergency work, Official Proposals, Plans and Specifications, Engineer's/Architect's Estimates of Cost and Contract Documents, including amendments and order-on-contracts, award (pursuant to paragraph D) and reject bids (pursuant to paragraph F) for such work being progressed to address a declared emergency, provided that the total of the Engineer's/Architect's Estimate of Cost for any such contract, amendment or order-on-contract does not exceed \$2,000,000; the Board will receive contemporaneous notifications of those actions taken for emergency work;
- H. to approve contingent or extra work on construction and design-build contracts, when necessary, and to adjust and determine disputed contract claims in accordance with contract documents, using the following table for the additional funding:

Amount of the Additional Funds for Construction and Design-Build Contracts in Relation to Contracts Program Budget Allocation	Action Required for Additional Funding for Construction Contract			
	Chief Engineer	Chief Financial Officer	Executive Director	Board
Additional Funds exceed the Contracts Program Budget Allocation by no more than 40 percent on contracts up to and including \$5,000,000	Concur	Confirm Funding	Approval	No Action Required
Additional Funds exceed the Contracts Program Budget Allocation by no more than 25 percent on contracts over \$5,000,000 and up to and including \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
Additional Funds exceed the Contracts Program Budget Allocation by no more than 20 percent on contracts over \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
Low bid exceeds the limits listed above in this chart.	Concur	Confirm Funding	Concur	Approval

- I. to enter into, extend, and modify project specific agreements or multi-project agreements with federal and state agencies, localities, utility companies, railroads, and/or others as may be necessary in order to facilitate the administration, award, progress and completion of such contracts;
- J. to acquire such real property interests (fee title,

easements, etc.) in accordance with the provisions of the Authority's Real Property Management Policy, as may be necessary for implementation of the 2023 Thruway Contracts Program, provided that the total amount of acquisitions shall not exceed \$1,000,000 without Board authorization;

- K. to advertise for, and upon receiving approval by the Board, or where otherwise authorized by the Executive Director, to execute engineering agreements, including amendments thereto, for services relating to projects included in the 2023 Thruway Contracts Program;
- L. to execute a supplemental agreement for expenditure of additional funds of an engineering agreement, provided that such supplemental agreement be based upon a determination that the assignment of the additional tasks is in the best interest of the Authority when considering the proximity of the additional tasks to the ongoing tasks, or to expedite the additional tasks through such assignment, or that significant savings to the Authority will result through the assignment of the additional tasks; and further, such approval of additional funds shall be based upon the following table:

Amount of the Additional Funds for Supplemental Agreements in Relation to Contracts Program Budget Allocation	Action Required for Supplemental Agreement Funding			
	Chief Engineer	Chief Financial Officer	Executive Director	Board
Additional funds do not exceed the Board-approved Maximum Amount Payable (MAP) by more than 40% for agreements with a Board-approved MAP up to and including \$5,000,000, or 25 percent for agreements with a Board-approved MAP that is over \$5,000,000 and up to and including \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
Additional funds do not exceed the Board-approved MAP by more 20 percent for agreements with a Board-approved MAP that exceeds \$10,000,000;	Concur	Confirm Funding	Approval	No Action Required
Additional funds exceed the limits listed above in this chart.	Concur	Confirm Funding	Concur	Approval

M. To exercise all powers reserved to the Authority under the provisions of any contracts or agreements executed pursuant to these items, manage, and administer any such contracts or agreements amend the provisions of any such contracts or agreements consistent with the terms of this item and in accordance with other applicable Board authorizations, and suspend or terminate any such contracts or agreements in the best interests of the Authority, and be it further

RESOLVED, that any powers granted to the Executive Director or designee by the Board to approve expenditures or to increase expenditures for contracts and agreements shall be in addition to those powers granted under these resolutions and any action taken pursuant thereto shall be deemed to be authorized under this resolution, and be it further

RESOLVED, that in accordance with the other powers delegated herein, the Chief Engineer or designee shall be, and hereby is, authorized to make all necessary decisions pursuant to the State Environmental Quality Review Act (SEQRA) with relation to the 2023 Thruway Contracts Program, and be it further

RESOLVED, that quarterly reports shall be submitted to the Board by the Chief Engineer on all awarded construction contracts; approved additional funds for construction contracts over and above the contingency funds; and all engineering agreements and supplemental engineering agreements, approved pursuant to the provisions of these resolutions, and be it further

RESOLVED, that the Chief Financial Officer or designee be, and he hereby is, authorized:

- A. upon award of such contracts to return such funds budgeted for such projects in the 2023 Budget which are

otherwise not required for expenditure during 2023 to the proper fund in accordance with acceptable budgeting and accounting procedures;

- B. to monitor total cash expenditures for the 2023 Contracts Program to ensure that they do not exceed \$353,442,143. for the Thruway Authority during the 2023 Fiscal Year;
- C. to return bid checks submitted for such contracts to unsuccessful bidders, and to make necessary adjustments in the respective 2023 approved Budget as required by implementation of any part of this Resolution;
- D. to consummate transfers of jurisdiction of real property with other State agencies or authorities, and to dispose of real property interests (fee title, easements, etc.) in accordance with the provisions of the Authority's Real Property Management Policy, as may be necessary for implementation of the 2023 Thruway Contracts Program; and be it further

RESOLVED, that the provisions of this resolution shall be deemed to supersede all other inconsistent Authority policies and procedures to the extent necessary to implement the approved 2023

Thruway Contracts Program and for no other purposes,  
and be it further

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

**Item 5 by Matt Howard (Appendix E)**  
**Authorizing the Executive Director to Proceed with Necessary Actions to Implement**  
**Toll Rate Adjustments**

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 Item and adopted the following resolution:

**RESOLUTION NO. 6395**

AUTHORIZING THE EXECUTIVE DIRECTOR TO  
PROCEED WITH NECESSARY PREPARATORY ACTIONS  
TO IMPLEMENT TOLL RATE ADJUSTMENTS  
NECESSARY FOR SUFFICIENT NET REVENUE TO  
FINANCE THE AUTHORITY'S CAPITAL PROGRAM AND  
TO COMPLY WITH 2 NYCRR PART 203, THE GENERAL  
REVENUE BOND RESOLUTION AND THE  
AUTHORITY'S FISCAL MANAGEMENT GUIDELINES

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RESOLVED, that under the New York State Public  
Authorities Law, the Authority has the definitive and unfettered  
ability to independently fix and collect fees for use of the  
Thruway system, as it deems necessary, to produce sufficient  
revenues to cover expenses and fulfill obligations to its  
bondholders; and be it further



RESOLVED, that under New York State and Federal law, the State of New York has expressly pledged to Authority bondholders that it will not limit or alter the rights vested in the Authority to fix and collect fees for use of the Thruway system; and be it further

RESOLVED, that the Executive Director, or his designee, be, and hereby is, authorized to take all actions necessary to prepare for the implementation of the toll adjustments consistent with this Board item and Exhibits 1 and 2 attached hereto and that such actions shall conform with the General Revenue Bond Resolution and the applicable statutory procedures outlined in the Public Authorities Law, the Executive Law, the State Administrative Procedure Act, and the State Environmental Quality Review Act; and be it further

RESOLVED, that the financial documents satisfying the financial reporting requirements of the Public Authorities Law Section 2804, attached hereto as Exhibit 1 and Exhibit 2, be, and hereby are, approved; and be it further

RESOLVED, that after the necessary actions have been taken, the Executive Director shall present a recommendation to the Board regarding a specific schedule for the toll adjustments, consistent with this Board Item and Exhibit 1 and Exhibit 2, necessary to meet the requirements of 2 NYCRR

Part 203, the General Revenue Bond Resolution, the Authority's Fiscal Management Guidelines and determining the environmental significance of any such actions; and be it further

RESOLVED, that the recommendation regarding the environmental significance of this action authorizing the Executive Director to perform and distribute studies, conduct preliminary planning and hearings and file the documents necessary to formulate a proposal for action be, and hereby is, approved; and be it further

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

**Item 6 by Matt Howard (Appendix F)**  
**Approval of the Authority's Investment Transactions – Third Quarter 2022**

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 Authority's Investment Transactions – Third Quarter 2022.

**Item 7 by Andrew Trombley (Appendix G)**  
**Approving the Revised Procurement Contracts Policy (No. 25-5-01)**

The Item was advanced to the Board at the recommendation of the Governance 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 Item and adopted the following resolution:

RESOLUTION NO. 6396

APPROVING THE REVISED PROCUREMENT CONTRACTS  
POLICY (25-5-01)

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RESOLVED, that the revisions proposed to be made to the current Procurement Contracts Policy (25-5-01), as described in this agenda item, and as contained in Exhibit 1, be, and the same hereby are, approved, and be it further

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

**Item 8 by Jim Konstalid (Appendix H)**  
**Authorizing the Waiver of Competitive Procedures for a Sole Source Contract with Daktronics, Inc. for Spare Parts/Depot Repair for Electronic Signs**

Mr. Konstalid presented the resolution to Authorize the Waiver of Competitive Procedures for a Sole Source Contract with Daktronics, Inc.

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 Waiver of Competitive Procedures for a Sole Source Contract with Daktronics, Inc. and adopted the following resolution:

RESOLUTION NO. 6397

AUTHORIZING THE WAIVER OF COMPETITIVE  
PROCEDURES FOR A SOLE SOURCE CONTRACT WITH  
DAKTRONICS, INC. FOR SPARE PARTS/DEPOT REPAIR FOR  
ELECTRONIC SIGNS

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RESOLVED, that the competitive procedures required by the Thruway Authority Procurement Contracts Policy are waived and the Executive Director or his designee be, and hereby is, authorized to

execute an agreement with Daktronics, Inc. for spare parts/depot repair of license plate reading systems; and be it further

RESOLVED, that the Agreement shall be for a term through December 31, 2027, for a maximum amount payable of \$570,000.00; and be it further

RESOLVED, that the Agreement shall be on such other terms and conditions as the Executive Director, in consultation with the Department of Maintenance and Operations and 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 Chief Financial Officer 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 Jim Konstalid (Appendix I)**

**Authorizing the Executive Director to Execute a Contract with CPR & Safety Consulting and Training, LLC. DBA Compliance Training for the Chainsaw Safety Training**

Mr. Konstalid presented the resolution to Authorize the Executive Director to Execute a Contract with CPR & Safety Consulting and Training, LLC. DBA Compliance Training for the Chainsaw Safety Training.

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 Executive Director to Execute a Contract with CPR & Safety Consulting and Training, LLC. DBA Compliance Training for the Chainsaw Safety Training and adopted the following resolution:

**RESOLUTION NO. 6398**

**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A CONTRACT WITH CPR & SAFETY CONSULTING AND TRAINING, LLC. DBA COMPLIANCE TRAINING FOR THE CHAINSAW SAFETY TRAINING**

RESOLVED, that the Executive Director or his designee be, and hereby is, authorized to execute an agreement with CPR & Safety Consulting and Training, LLC. DBA Compliance Training to provide Chainsaw Safety Training for Authority employees; and be it further

RESOLVED, that the Agreement shall be for a term of three years with two one-year renewals, for a maximum amount payable of approximately \$173,430.00; and be it further

RESOLVED, that the Agreement shall be on such other terms and conditions as the Executive Director, in consultation with the Department of Maintenance and Operations and 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 Chief Financial Officer 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 10 by Jim Konstalid (Appendix J)**

**Authorization of a Two-Year Extension to the Multi-Year Extension Agreement Between the New York State Thruway Authority and TRANSCOM, Inc. for the Years 2024-2025**

Mr. Konstalid presented the resolution for Authorizing a Two-Year Extension to the Multi-Year Extension Agreement Between the New York State Thruway Authority and TRANSCOM, Inc. for the Years 2024-2025.

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 Two-year Extension to the Multi-Year Extension Agreement between the New York State Thruway Authority and Transcom Inc. and adopted the following resolution:

RESOLUTION NO. 6399

AUTHORIZATION OF A TWO-YEAR EXTENSION TO THE  
MULTI-YEAR AGREEMENT BETWEEN THE NEW YORK  
STATE THRUWAY AUTHORITY AND TRANSCOM, INC. FOR  
THE YEARS 2024-2025

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RESOLVED, that the Executive Director be, and hereby is, authorized to executive an extension to the Multi-Year Agreement for membership in TRANSCOM, Inc. for the years 2024-2025; and be it further

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

RESOLVED, that the Executive Director be, and hereby is, authorized to expend, in consultation with the Chief Financial Officer, an amount not to exceed \$350,000 for the two-year extension 2024-2025; 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 11 by Diana Neboilo (Appendix K)**

**Authorizing the Executive Director to Execute a Fourth Amendment to Agreement (C010078) with Kapsch TrafficCom USA Inc.**

Ms. Neboilo presented the resolution for Authorizing the Executive Director to Execute a Fourth Amendment to Agreement (C010078) with Kapsch TrafficCom USA Inc.

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 Fourth Amendment to Agreement (C010078) with Kapsch TrafficCom USA Inc. and adopted the following resolution:

**RESOLUTION NO. 6400**

**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A FOURTH AMENDMENT TO AGREEMENT C010078 WITH KAPSCH TRAFFICCOM USA INC. FOR E-ZPASS TRANSPONDERS AND EQUIPMENT**

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute a Fourth Amendment to Agreement C010078 with Kapsch TrafficCom USA Inc. (“Agreement”), to ensure that the Authority has access to E-ZPass tags, readers and other equipment integral to the E-ZPass system; and be it further

RESOLVED, that such Second Amendment shall increase the monetary cap by \$5,000,000 to \$73,600,000 and shall be on such other terms and conditions as the Executive Director in consultation with the General Counsel and Director of Revenue Management, determines 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 goods and services provided pursuant to such Agreement to the appropriate funds; 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 Frank Hoare(Appendix L)**

**Authorizing the Executive Director to Execute an Agreement with Blackburn Group, Inc. for Mandatory Medicare Reporting Services**

Mr. Hoare presented the resolution for Authorizing the Executive Director to Execute an Agreement with Blackburn Group, Inc. for Mandatory Medicare Reporting Services.

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 Agreement with Blackburn Group Inc. and adopted the following resolution:

**RESOLUTION NO. 6401**

**AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE  
AN AGREEMENT WITH BLACKBURN GROUP, INC. FOR  
MANDATORY MEDICARE REPORTING SERVICES**

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RESOLVED, that the Executive Director, or his designee be, and he hereby is, authorized to execute an agreement with Blackburn Group, Inc. to provide mandatory Medicare reporting services to the Authority, and be it further

RESOLVED, that such agreement shall have a maximum amount payable of \$35,000 and shall be for a term of five (5) years commencing on January 1, 2023 and shall be on such other terms and conditions that the Executive Director, in consultation with the 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, 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 the minutes of this meeting.

**Item 13 by Frank Hoare (Appendix M) Declaring Partial Jurisdiction Over Title, Real Property Reference No. TB22-1 Located in the Town of Hamburg and County of Erie, as Not Necessary for the Authority's Corporate Purposes; and Consenting to the Transfer of Such Partial Jurisdiction to the New York State Department of Transportation**

Mr. Hoare presented the resolution for Real Property Reference No. TB22-1 Authorizing its Consent to Transfer Such Partial Jurisdiction to the New York State Department of Transportation.

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

Upon motion duly made and seconded, Real Property Reference No. TB22-1 and adopted the following resolution:

RESOLUTION NO. 6402

DECLARING PARTIAL JURISDICTION OVER TITLE TO REAL PROPERTY REFERENCE NO. TB22-1, LOCATED IN THE TOWN OF HAMBURG AND COUNTY OF ERIE, AS NOT NECESSARY FOR THE AUTHORITY'S CORPORATE PURPOSES; AND CONSENTING TO THE TRANSFER OF SUCH PARTIAL JURISDICTION TO THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION

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RESOLVED, that partial jurisdiction over title in and to certain real property designated as Real Property Reference No. TB22-1 (hereinafter, "Subject Property") and shown on, and described in Exhibit I attached hereto and made a part hereof, is hereby found to be not necessary for the Authority's corporate purposes; and be it further

RESOLVED, that, pursuant to New York Public Lands Law § 3, subd. 4, and without any monetary consideration to be given by any party to the other, a transfer of partial jurisdiction over title in and to Real Property Reference No. TB22-1 (hereinafter, "TJ") from the Authority to the New York State Department of Transportation (hereinafter, "NYSDOT") be, and the same hereby is, authorized; and be it further

RESOLVED, that the partial TJ to NYSDOT shall be subject to the provisions of a mutually acceptable interagency agreement between the Authority and NYSDOT (hereinafter, "Agreement"), as

described in this agenda item, to be executed by and between the parties that will address responsibilities and accommodation related to maintenance, access and other various issues with respect to of joint jurisdiction over the Subject Property if necessary; and be it further

RESOLVED, that the partial TJ and Agreement, if any, shall be subject to such other legal, financial, operational, engineering requirements and other provisions as may be deemed by the Executive Director, Chief Engineer, Chief Financial Officer, Director of Maintenance and Operations and General Counsel, to be in the best interest of the Authority and consistent with the terms of this agenda item; and be it further

RESOLVED, that the Executive Director, Chief Engineer, Chief Financial Officer, Director of Maintenance and Operations and 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 the Executive Director, or his designee, be, and he hereby is, authorized to execute the Agreement and all other documents necessary to consummate the partial TJ; and be it further

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

**Item 14 by Frank Hoare (Appendix N) Declaring Partial Jurisdiction Over Title to Real Property Reference No. TB22-2 Located in the City of Buffalo and County of Erie, as Not Necessary for the Authority's Corporate Purposes; and Consenting to the Transfer of Such Jurisdiction to the New York State Department of Transportation**

Mr. Hoare presented the resolution for Real Property Reference No. TB22-2 Consenting to the Transfer of Such Jurisdiction to the New York State Department of Transportation.

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 to Transfer Real Property TB22-2 to the Transfer of Such Jurisdiction to the New York State Department of Transportation and adopted the following resolution:

**RESOLUTION NO. 6403**

DECLARING PARTIAL JURISDICTION OVER TITLE TO REAL PROPERTY REFERENCE NO. TB22-2, LOCATED IN THE CITY OF BUFFALO AND COUNTY OF ERIE, AS NOT NECESSARY FOR THE AUTHORITY'S CORPORATE PURPOSES; AND CONSENTING TO THE TRANSFER OF SUCH JURISDICTION TO THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION

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RESOLVED, that partial jurisdiction over title in and to certain real property designated as Real Property Reference No. TB22-2 (hereinafter, "Subject Property") and shown on, and described in Exhibits I and II attached hereto and made a part hereof, is hereby found to be not necessary for the Authority's corporate purposes, and be it further

RESOLVED, that, pursuant to New York Public Lands Law § 3, subd. 4, and without any monetary consideration to be given by any party to the other, a transfer of partial jurisdiction (hereinafter, "TJ") over title in and to Real Property Reference No. TB22-2 from the Authority to the

New York State Department of Transportation (hereinafter, “NYSDOT”) be, and the same hereby is, authorized and be it further

RESOLVED, that the Executive Director or his designee is authorized to execute the partial TJ and any documentation necessary or convenient to consummate the partial TJ; and be it further

RESOLVED, that the Executive Director or his designee be authorized to execute an agreement with NYSDOT to address responsibilities related to maintenance, access and other various issues with respect to the joint jurisdiction over the Subject Property; and be it further

RESOLVED, that the partial TJ and agreement shall be subject to such other legal, financial, operational, engineering and other provisions as may be deemed by the Executive Director, Chief Engineer, Chief Financial Officer, Director of Maintenance and Operations and General Counsel, to be in the best interest of the Authority and consistent with the terms of this agenda item, and be it further

RESOLVED, that the Executive Director, Chief Engineer, Chief Financial Officer, Director of Maintenance and Operations and 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.

**Item 15 by Frank Hoare (Appendix 0)**

**Declaring Real Property Reference No. TS21-1, Located in the Village of Canastota, Town of Lenox, and County of Madison as Not Necessary for the Authority's Corporate Purposes and Authorizing the Sale Thereof**

Mr. Hoare presented the resolution for Real Property Reference No TS21-1, Located in the Village of Canastota, Town of Lenox and County of Madison as Not Necessary for the Authority's Corporate Purposes and Authorizing the Sale Thereof.

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 Real Property Reference No. TS21-1, in the Village of Canastota Sale and adopted the following resolution:

**RESOLUTION NO. 6404**

DECLARING REAL PROPERTY REFERENCE NO. TS21-1,  
LOCATED IN THE VILLAGE OF CANASTOTA, TOWN OF  
LENOX, COUNTY OF MADISON, AS NOT NECESSARY FOR  
THE AUTHORITY'S CORPORATE PURPOSES AND  
AUTHORIZING THE SALE THEREOF

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RESOLVED, that the Board hereby finds, determines, and declares that all remaining right, title and interest in and to Real Property Reference No. TS21-1 (hereinafter, "Subject Property"), as shown and delineated on Exhibits I and II, attached hereto and made a part hereof, are not necessary for the Authority's corporate purposes and, therefore, available for disposal, and be it further

RESOLVED, that the Subject Property be, and the same hereby is, authorized for conveyance to Madison County Industrial Development Agency (hereinafter, “Applicant”) pursuant to, and in accordance with, legislation adopted by New York State Legislature and signed by the Governor (“Legislation”), as shown in Exhibit III, and be it further

RESOLVED, that such conveyance of the Subject Property to the Applicant be predicated upon Applicant’s payment of consideration in the amount of \$1 payment waived, and be it further

RESOLVED, that the Executive Director, or his designee, be, and the same hereby is, authorized to execute an agreement for the sale of the Subject Property with the Applicant on the terms and conditions specified herein, and in the Legislation, and other terms and conditions deemed by General Counsel to be in the Authority’s best interest, and to take all necessary actions necessary to convey the Subject Property, and be it further

RESOLVED, that the recommendation regarding the environmental significance of this Board action pursuant to the State Environmental Quality Review Act (hereinafter, “SEQRA”), be, and the same hereby is, approved, and be it further

RESOLVED, that the Chief Engineer, or his designee, be, and the same hereby is, authorized to execute the SEQRA Short Environmental Assessment Form and SEQRA Negative Declaration,



and to distribute any required documents on behalf of the Board relative to such adoption, and be it further

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

**Item 16 by Frank Hoare (Appendix P) Declaring Real Property Reference No. TN21-4, Located in the City of New Rochelle and County of Westchester, as Not Necessary for Authority Corporate Purposes and Authorizing the Auction Thereof**

Mr. Hoare presented the Real Property Reference No. TN21-4 Located in the City of New Rochelle and County of Westchester.

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

Upon motion duly made and seconded, Board Authorized Real Property Reference No. TN21-4. and adopted the following resolution:

RESOLUTION NO. 6405

DECLARING REAL PROPERTY REFERENCE NO. TN21-4, LOCATED IN THE TOWN OF NEW ROCHELLE AND COUNTY OF WESTCHESTER, AS NOT NECESSARY FOR THE AUTHORITY'S CORPORATE PURPOSES AND AUTHORIZING THE AUCTION THEREOF

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RESOLVED, that the Board hereby finds, determines and declares that all remaining right, title and interest in and to Real Property Reference No. TN21-4 (hereinafter, "Subject Property"), as shown and delineated on Exhibits I and II attached hereto and made a part hereof, is not necessary for the Authority's corporate purposes and, therefore, available for auction; and be it further

RESOLVED, that the Office of Real Property Management is authorized to conduct a public auction (hereinafter, "Auction") of the

Property at a minimum-bid amount of \$72,000 (hereinafter, “Minimum Bid”); and be it further

RESOLVED, that the Executive Director be, and the same hereby is, authorized to accept the highest responsive bid that meets or exceeds the Minimum Bid, to memorialize such acceptance via the execution of an agreement for the sale of real property with the highest bidder on terms and conditions deemed by General Counsel to be in the Authority’s best interest, and to convey the Subject Property to such highest responsive bidder; and be it further

RESOLVED, that the Chief Engineer, or his designee, be and the same hereby is, authorized to execute the SEQRA Short Environmental Assessment form and SEQRA Negative Declaration, and to distribute any required documents on behalf of the Board relative to such adoption; and be it further

RESOLVED, that the Executive Director, Chief Engineer, Chief Operating and Financial Officer, and 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.

**Item 17 by Josh Klemm (Appendix Q) Authorizing an Agreement with MCI Communications Services LLC for the Use of the New York State Thruway Authority’s Fiber Optic System**

Mr. Klemm presented the resolution for Authorizing an Agreement with MCI Communications Services LLC for the use of the New York State Thruway Authority’s Fiber Optic System.

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 Agreement with MCI Communications Services and adopted the following resolution:

RESOLUTION NO. 6406

AUTHORIZING AN AGREEMENT WITH MCI COMMUNICATIONS SYSTEMS LLC FOR THE USE OF THE NEW YORK STATE THRUWAY AUTHORITY'S FIBER OPTIC SYSTEM

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RESOLVED, that agreement with MCI Communications Services LLC set forth in this agenda item for the use and maintenance of the Authority's fiber optic system ("System") on the terms and conditions contained in the agenda item and such other terms as are deemed to be in the best interest of the Authority by the Chief Information Officer, the General Counsel and the Chief Financial Officer, be, and hereby are, authorized, and be it further

RESOLVED, that the Executive Director or his designee be, and hereby is, authorized to execute such agreement and any associated documentation; 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 (“CIO”) or his designee shall be, and hereby are, 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 any future agreements relative to any use of the System, and is authorized to execute the SEQRA documentation 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.

**Item 18 by Rich Lee (Appendix R) - Authorizing the Execution of Agreement D214908; with Henningson, Durham & Richardson, Architecture and Engineering P.C. (HDR)**

Mr. Lee presented the resolution for D214908 Agreement with Henningson, Durham & Richardson, Architecture and Engineering P.C.

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 D214908 Agreement with Henningson, Durham & Richardson, Architecture and Engineering P.C. (HDR) and adopted the following resolution:

**RESOLUTION NO. 6407**

AUTHORIZING THE EXECUTION OF AGREEMENT  
D214908 WITH HENNINGSON, DURHAM &  
RICHARDSON, ARCHITECTURE AND ENGINEERING  
P.C

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RESOLVED, that the Chief Engineer or his designee, be, and he hereby is, authorized to execute agreement (D214908) with Henningson, Durham & Richardson, Architecture and Engineering 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 2023 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 19 by Rich Lee (Appendix S) - Authorizing Additional Funding for TA 22-30/ D214899, Albany & Syracuse Divisions; Pavement Striping at Various Locations**

Mr. Lee presented the resolution for Authorizing Additional Funding for TA 22-30/D214899, Albany & Syracuse Divisions.

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 Additional Funding for TA 22-30/D214899 and adopted the following resolution:

**RESOLUTION NO. 6408**

**AUTHORIZING ADDITIONAL FUNDING FOR TA 22-30/  
D214899, ALBANY & SYRACUSE DIVISIONS; PAVEMENT  
STRIPING AT VARIOUS LOCATIONS**

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RESOLVED, that an additional \$271,069.50 (revising the total contract value to \$1,096,069.50.) for TA 20-30/D214899, Albany & Syracuse Divisions; Pavement Striping at Various Locations be, and the same hereby is authorized, and be it further

RESOLVED, that the additional funding be allocated to TAA 22-30/D214899 from project deferments and bid savings from the 2023 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 20 by Rich Lee (Appendix T) - Authorizing Additional Funding for TA 22-32/ D214901, Installation of pavement markings at various locations in the Buffalo Division of the New York State Thruway in Erie and Chautauqua counties**

Mr. Lee presented the resolution for Authorizing Additional Funding for TA 22-32/ D214901, Installation of pavement markings at various locations in the Buffalo Division of the New York State Thruway in Erie and Chautauqua counties.

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 Additional Funding for TA 22-32/ D214901 and adopted the following resolution:

RESOLUTION NO. 6409

AUTHORIZING ADDITIONAL FUNDING FOR TA 22-32/ D214901  
INSTALLATION OF PAVEMENT MARKINGS AT VARIOUS LOCATIONS  
IN THE BUFFALO DIVISION OF THE NEW YORK STATE THRUWAY IN  
ERIE AND CHAUTAUQUA COUNTIES

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RESOLVED, that an additional \$238,196.74 (revising the total contract value to \$1,363,196.74) for TA 20-32/D214901, Installation of pavement markings at various locations in the Buffalo Division of the New York State Thruway in Erie and Chautauqua counties be, and the same hereby is authorized, and be it further

RESOLVED, that the additional funding be allocated to TA 22-32/D214901 from project deferments and bid savings from the 2023 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 21 by Chair Mahoney – Proposed 2023 Board Meeting Dates**

Chair Mahoney presented the Proposed 2023 Board Meeting Dates to the Board.

Upon motion duly made and seconded, without any objections, the Board accepted the Proposed 2023 Board Meeting Dates.

Jan 23, 2023

March 27, 2023

May 22, 2023

September 18, 2023

November 13, 2023

### **Report to the Board – Executive Director Matthew J. Driscoll**

Executive Director Driscoll discussed his upcoming retirement. The Director thanked the Board Members, Department Heads and staff for all their help and appreciation.

Chair Mahoney recognized the Executive Director for all his State Service and a great job he did at the Thruway.

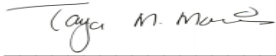
### **GENERAL PUBLIC COMMENT PERIOD**

Chair Mahoney asked Ms. Morris if there was any public comment regarding the Board Meeting and Ms. Morris said yes comments were made by Maury Bodin. Ms. Morris read the comments. Maury Bodin comments will be included with Transcript.



**ADJOURNMENT**

There being no other business, upon motion duly made and seconded, the board voted to adjourn the meeting at 12:40 p.m.



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Tanya M. Morris  
Board Secretary