



MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 759
September 18, 2023

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 1:00 p.m.

The following Board Members were present:

Joanne M. Mahoney, Chair

Robert Megna, Vice-Chair

Jose Holguin-Veras, Ph.D., Board Member

Heather Briccetti Mulligan, Board Member

Norman H. Jones, Board Member

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

Also available via Webex:

Steve Peyser, President Public Resources Advisory Group - Financial Advisor

Eric P. Taylor, Partner Hawkins Delafield & Wood LLP - Bond Counsel

Staff present:

Frank G, Hoare, Interim Executive Director
Matthew Trapasso, Chief of Staff
Dave Malone, Acting Chief Financial Officer
Joseph Igoe, Deputy General Counsel
Rich Lee, Chief Engineer
Jim Konstalid, Director of Maintenance & Operations
Selica Grant, Acting Director of Administrative Services
Mary Boehm, Director, Audit Management Services
Josh Klemm, Director, Chief Information Officer
Andrew Trombley, Acting Director of Procurement Services
Erika Beardsley, Acting Director, Center Excellence
Diana Nebiolo, Acting Director, Revenue Management
Sean Lasher, 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 asked Ms. Morris if there were any public comments. Ms. Morris stated there were no comments.

Item 1 by Chair Mahoney (Appendix A)
Approval of the Minutes of Meeting No. 758

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. 758 held on June 27, 2023, which was made available to the Board Members as part of the Agenda.

Item 2 by Dave Malone (Appendix B)
Financial Report– April, May & June 2023

NYS THRUWAY AUTHORITY
BOARD MEETING NO. 759
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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 April, May & June.

Item 3 by Dave Malone (Appendix C)

Approval of the Authority's Investment Transactions –Second Quarter 2023

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.

Item 4 by Dave Malone (Appendix D)

Approving Proposed Toll Rate Adjustments in Order to Provide Sufficient Net Revenue to Finance the Authority's Multi-Year Capital Program and to Comply with the General Revenue Bond Resolution, the Authority's Fiscal Management Guidelines and to Meet the Requirements of 2 NYCRR Part 203, the Issuance of a Negative Declaration of Environmental Significance, and Any Other Action Necessary for Implementation of the Proposed Toll Rate Adjustment

Mr. Malone presented the resolution for Approving the Toll Rate Adjustments.

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 Toll Rate Adjustments and adopted the following resolution:

RESOLUTION NO. 6441

APPROVING PROPOSED TOLL RATE ADJUSTMENTS IN ORDER TO PROVIDE SUFFICIENT NET REVENUE TO FINANCE THE AUTHORITY'S MULTI-YEAR CAPITAL PROGRAM AND TO COMPLY WITH THE GENERAL REVENUE BOND RESOLUTION, THE AUTHORITY'S FISCAL MANAGEMENT GUIDELINES AND TO MEET THE REQUIREMENTS OF 2 NYCRR PART 203, ISSUANCE OF A NEGATIVE DECLARATION OF ENVIRONMENTAL SIGNIFICANCE, AND ANY OTHER ACTION NECESSARY FOR IMPLEMENTATION OF THE PROPOSED TOLL RATE ADJUSTMENT

RESOLVED, in accordance with the provision of Resolution No. 6395 adopted at Meeting No. 756 held on December 5, 2022, the

staff of the Authority has undertaken preparatory actions in relation to establishing a toll rate adjustment and that such actions conform with the Authority's General Revenue Bond Resolution, the Authority's Fiscal Management Guidelines, 2 NYCRR Part 203 and the applicable statutory procedures outlined in the Public Authorities Law and the State Environmental Quality Review Act, and be it further

RESOLVED, that in accordance with the applicable provisions of the State Environmental Quality Review Act ("SEQRA") and the regulations promulgated thereunder (6 NYCRR Part 617), as the SEQRA Lead Agency, for this action, the Authority has prepared a Full Environmental Assessment Form, attached hereto as Exhibit II and made a part hereof, and has undertaken a full environmental assessment to examine the environmental significance of the proposed toll adjustment, and be it further

RESOLVED, that the Board approves the Negative Declaration of Environmental Significance attached hereto as Exhibit II and made a part hereof and approves the execution and issuance of such Negative Declaration of Environmental Significance by the Chief Engineer in accordance with the provisions of 6 NYCRR Part 617, and be it further

RESOLVED, that the Board approves and adopts the specific toll adjustment proposal as detailed in this agenda item, and Exhibit IV attached hereto and made a part hereof, such toll adjustment proposal being necessary to fund the Authority's MultiYear Capital Plan and to meet the requirements of the Authority's General Revenue Bond Resolution, the Authority's Fiscal Management Guidelines and 2 NYCRR Part 203 and hereby authorizes the Executive Director, or his designee, to take all actions necessary to amend the rules and

regulations of the Authority and to implement the toll adjustment proposal in accordance with this agenda item, and be it further

RESOLVED, that the Board authorizes the Interim Executive Director, or his designee, to take any other action deemed necessary to accomplish the implementation of the toll adjustment proposal authorized herein, and be it further

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

Item 5 Dave Malone (Appendix E)

Approving the Twenty First Supplemental Resolution, Authorizing the Issuance of General Revenue Bonds, Series P, Approving the Forms of Certain Related Documents and Authorizing an Authorized Officer to Execute Any Other Necessary Documents Related Thereto

Mr. Malone presented the resolution for Approving the Twenty First Supplemental Resolution, Authorizing the Issuance of General Revenue Bonds, Series P, Approving the Forms of Certain Related Documents and Authorizing an Authorized Officer to Execute Any Other Necessary Documents Related Thereto.

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 Twenty First Supplemental Resolution, Authorizing the Issuance of General Revenue Bonds, Series P and adopted the following resolution:

RESOLUTION NO. 6442

APPROVING THE TWENTY FIRST SUPPLEMENTAL RESOLUTION, AUTHORIZING THE ISSUANCE OF GENERAL REVENUE BONDS, SERIES P, APPROVING THE FORMS OF CERTAIN RELATED DOCUMENTS; AUTHORIZING AN AUTHORIZED OFFICER TO EXECUTE ANY OTHER NECESSARY DOCUMENTS RELATED THERETO

RESOLVED, in accordance with the New York State Thruway Act, Title 9 of Article 2 of the New York State Public Authorities Law, as amended (the “Act”), the Authority is authorized to issue its bonds, in such principal amount, in the opinion of the Authority, as shall be

necessary to provide sufficient moneys for achieving its corporate purposes, and be it further

RESOLVED, that the Act authorizes the Authority to adopt bond resolutions establishing the contract with its bond holders, and be it further

RESOLVED, that the Board approved, on August 3, 1992, and amended on January 5, 2007 a General Revenue Bond Resolution (as amended and supplemented, the “Resolution”) which, consistent with the Act, authorizes bonds of the Authority, designated as “General Revenue Bonds”, as direct and general obligations of the Authority in accordance with the terms thereof to finance all or a portion of the costs of various corporate purposes of the Authority, and be it further

RESOLVED, that Section 202 of the Resolution requires that the issuance of General Revenue Bonds by the Authority shall be authorized by a supplemental resolution or resolutions of the Authority adopted by the Board at, or prior to, the time of issuance, and be it further

RESOLVED, that there has been prepared and submitted to the Board a form of Twenty First Supplemental Revenue Bond Resolution Authorizing General Revenue Bonds, Series P (the “Series P Supplemental Resolution”), authorizing an aggregate principal amount of up to \$1,700,000,000 of General Revenue Bonds, Series P (“Series P Bonds”) to be issued in one or more series or subseries and at any one or more times prior to September 18, 2024 to: (i) pay Project Costs, including any amount determined by an Authorized Officer (as defined in the Resolution) pursuant to a Certificate of Determination to be used

to make required deposits into the Reserve Maintenance Fund; (ii) pay capitalized interest on any outstanding debt; (iii) refund all or portions of outstanding Bonds; (iv) pay the tender price of all or a portion of certain outstanding General Revenue Bonds; (v) fund reserves or purchase Reserve Credit Facilities; and (vi) pay cost of issuance of the Series P Bonds, and be it further

RESOLVED, that pursuant to the Resolution and the Series P Supplemental Resolution, the Authority intends to authorize the issuance of an aggregate principal amount of up to \$1,700,000,000 of the Series P Bonds to be issued in one or more Series or subseries and at any one or more times prior to September 18, 2024, and be it further

RESOLVED, that the Series P Supplemental Resolution authorizes an Authorized Officer the power to determine whether the sale of the Series P Bonds will be sold on a competitive or negotiated basis, and be it further

RESOLVED that if an Authorized Officer determines to offer and sell the Series P Bonds on a competitive basis, such offer and sale shall be pursuant to a Notice of Sale, substantially in the form of the notice of sale used in connection with the Series O Bonds, with such changes to the terms of such Notice of Sale as an Authorized Officer may deem necessary or desirable to effectuate the purposes thereof, and award of the Series P Bonds shall be made to the winning bidder(s) at the lowest true interest cost to the Authority, and be it further

RESOLVED that if an Authorized Officer determines to sell the Series P Bonds through a negotiated offering, the Authorized Officer shall have the power to select the underwriter(s) of the Series P Bonds, and execute and deliver one or more Bond Purchase Agreements between the Authority and the underwriter(s) of the Series P Bonds with customary financing provisions, subject to the limitations

set forth in the Resolution, with such terms that are in the best interests of the Authority as determined by such Authorized Officer in his or her reasonable judgment, said execution and delivery being conclusive evidence of such approval, and be it further

RESOLVED, that the Board approves the form of the Series P Supplemental Resolution as submitted with this item and made a part of this resolution as though set forth in full herein, and authorizes an Authorized Officer to approve and execute such changes to the Series P Supplemental Resolution as may be deemed necessary or desirable to effectuate the purposes thereof, and be it further

RESOLVED, that in connection with the offering and sale of the Series P Bonds, the Board approves the preparation and delivery of a Preliminary Official Statement, final Official Statement, substantially in the form of the Preliminary Official Statement and final Official Statement used in connection with the Series O Bonds, with such changes to the terms of such documents as an Authorized Officer may deem necessary or desirable to effectuate the purposes thereof, and any amendments or supplements thereto which may be necessary or desirable and authorizes an Authorized Officer to approve and execute such documents , and be it further

RESOLVED, that the Board authorizes the distribution by an Authorized Officer of the Preliminary Official Statement, final Official Statement relating to the Series P Bonds and any amendments or supplements thereto which may be necessary or desirable to investors, and after execution, if appropriate, an Authorized Officer is hereby authorized to deliver to the underwriter(s), as the case may be, of the Series P Bonds an executed copy or copies of such final Official Statement, and be it further, and be it further

RESOLVED, that the Board authorizes an Authorized Officer to confirm that the Preliminary Official Statement related to the Series P Bonds is deemed final for purposes of Rule 15c2-12, promulgated under the Securities and Exchange Act of 1934 (“Rule 15c2-12”), except for certain permitted omissions and information not required under said Rule to be included therein, and be it further

RESOLVED, that the Board authorizes an Authorized Officer to offer to purchase and to purchase, for cash, certain outstanding Bonds (the “Target Bonds”) of the Authority and to determine the terms of such purchase including the purchase prices or methodology for determining such prices, the timing of such offer, the bonds to be purchased and the quantities thereof, provided that such purchase results in debt service savings, and be it further

RESOLVED, that the Board authorizes the preparation, execution and distribution of an Invitation to Tender setting forth the terms and conditions of the tender offer and any other ancillary or related documents or agreements in connection therewith, the form and content of which shall be approved by an Authorized Officer, to holders of the Target Bonds, and be it further

RESOLVED, that the Board authorizes the selection of one or more Dealer Managers and execution of a Dealer Manager Agreement, with customary provisions, and the selection of an information agent, and be it further

RESOLVED, that the Board approves the Continuing Disclosure Agreement in substantially the form submitted with this item and made a part of this resolution as though set forth in full herein and authorizes an Authorized Officer to execute and deliver such Continuing Disclosure Agreement and to approve and execute such

changes as may be deemed necessary or desirable to effectuate the purposes thereof, and be it further

RESOLVED, that the Board confirms and ratifies the continuation and selection of The Bank of New York Mellon, New York, New York as Trustee and Paying Agent, and be it further

RESOLVED, that the Board authorizes the execution by the Chief Financial Officer of the Authority of a Declaration of Intent under Section 1.150-2 of the Income Tax Regulations promulgated by the Department of the Treasury, evidencing the intent of the Authority to use proceeds of the Series P Bonds to reimburse itself for the payment of certain acquisition, construction, equipping, planning, design, legal and other costs and expenses with its own funds prior to the issuance of the Series P Bonds, and be it further

RESOLVED, that an Authorized Officer is authorized to: (i) make any determinations or selections and/or appointments of any necessary or desirable consultants or agents; (ii) execute any additional certificates, agreements or other documents necessary to facilitate the authorization, sale, issuance and delivery of the Series P Bonds; (iii) accomplish the other purposes of this Resolution, including but not limited to agreements with securities depositories and documents relating to credit enhancement; and (iv) do and cause to be done any and all acts and things necessary or proper to carry out the transactions contemplated by this Resolution, and be it further

RESOLVED, that all the authorizations contained herein shall be effective until September 18, 2024.

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

Item 6 by Chair Mahoney (Appendix F)
Appointing Frank G. Hoare as Acting Executive Director, and Pending Senate Approval,

Executive Director, of the New York State Thruway Authority

Chair Mahoney presented the resolution for Appointing Frank G. Hoare as Acting Executive Director, and Pending Senate Approval, Executive Director, of the New York State Thruway Authority.

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 Appointment of Frank G. Hoare as Acting Executive Director, Pending Senate Approval and adopted the following resolution:

RESOLUTION NO. 6443

APPOINTING MR. FRANK G. HOARE AS ACTING EXECUTIVE DIRECTOR, AND PENDING SENATE APPROVAL, EXECUTIVE DIRECTOR, OF THE NEW YORK STATE THRUWAY AUTHORITY

RESOLVED, that the Board of the New York State Thruway Authority hereby appoint Frank G. Hoare as Acting Executive Director effective September 18, 2023, at an annual salary of \$216,416, funds for which are available in the 2023 Operating Budget, and be it further

RESOLVED, that Mr. Hoare as Acting Executive Director shall possess all of the powers reserved to the Executive Director pursuant to the Bylaws of the New York State Thruway Authority;

RESOLVED, that upon confirmation of Mr. Hoare's nomination by the New York State Senate, Mr. Hoare shall become Executive Director at an annual salary set forth above, as may be adjusted by salary adjustments applicable to M/C employees approved by the Board and be it further

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

Item 7 by Selica Grant (Appendix F)
Appointing David J. Malone as Chief Financial Officer

Ms. Grant presented the resolution Appointing David J. Malone as Chief Financial Officer.

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 Appointment of David J. Malone as Chief Financial Officer and adopted the following resolution:

RESOLUTION NO. 6444

APPOINTING DAVID J. MALONE AS CHIEF FINANCIAL OFFICER

RESOLVED, that the BOARD hereby appoints David J. Malone as Chief Financial Officer effective September 18, 2023 with an annual salary of \$176,141, for which funds are available in the 2023 Operating Budget, and it be further

RESOLVED, that David J. Malone shall serve as the Treasurer of the Authority, and be it further

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

Item 8 by Dave Malone (Appendix H)

Approving the Selection of New Insurance Broker for the Authority's Insurance Program

Mr. Malone presented the resolution Approving the Selection of New Insurance Broker for the Authority's Insurance Program.

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 Selection of New Insurance Broker for the Authority's Insurance Program adopted the following resolution:

RESOLUTION NO. 6445

APPROVING THE SELECTION OF AN INSURANCE BROKER FOR THE AUTHORITY'S INSURANCE PROGRAM

RESOLVED, that the Interim Executive Director, or his designee, be, and hereby is, authorized to execute an agreement with a term of four (4) years and an Authority option to renew for an additional year with NFP Property & Casualty Services, Inc. to provide insurance brokerage services for Thruway Authority ("Agreement"), and be it further

RESOLVED, the Agreement shall be for a maximum amount payable of \$729,000, exclusive of the insurance premiums for the purchased policies, and be it further

RESOLVED, that the Agreement shall be on such other terms and conditions as the Interim Executive Director, in consultation with the General Counsel and Acting Chief Financial Officer, determines to be in the best interests of the Authority, and be it further

RESOLVED, that the Interim 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 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 Acting 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 Joe Igoe (Appendix I)
Appointing Keith Fragomeni as Assistant Treasurer of the Authority and Christiano DeSorrento as Assistant Secretary of the Authority

Mr. Igoe presented the resolution for Appointing Keith Fragomeni as Assistant Treasurer of the Authority and Christiano DeSorrento as Assistant Secretary of the Authority.

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 Appointments of Keith Fragomeni and Christiano DeSorrento and adopted the following resolution:

RESOLUTION NO. 6446

**APPOINTING KEITH FRAGOMENI AS ASSISTANT
TREASURER OF THE AUTHORITY AND CHRISTIANO
DESORRENTO AS ASSISTANT SECRETARY OF THE
AUTHORITY**

RESOLVED, that Keith Fragomeni is appointed as an Assistant Treasurer of the Authority and shall have all of the powers and duties of Assistant Treasurer under the Authority's Bylaws; and be it further

RESOLVED, that Christiano DeSorrento is appointed to serve in the Office of Assistant Secretary of the Authority and shall have all of the powers and duties of Assistant Secretary under the Authority's Bylaws; and be it further

RESOLVED, that William F. McDonough shall no longer serve as an Assistant Treasurer of the Authority, and Keith Fragomeni shall no longer serve as an Assistant Secretary of the Authority; and be it further

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

Item 10 by Joe Igoe (Appendix J)

Authorizing the Release of the Reversion Clause on Land Sold to the Madison County Industrial Development Agency, Currently Owned by the International Boxing Hall of Fame

Mr. Igoe presented the Item for Authorizing the Release of the Reversion Clause on Land Sold to the Madison County Industrial Development Agency, Currently Owned by the International Boxing Hall of Fame.

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 Release of the Reversion Clause on Land Sold to the Madison County Industrial Development Agency and adopted the following resolution:

RESOLUTION NO. 6447

**AUTHORIZING THE RELEASE OF THE REVERSION
CLAUSE ON LAND SOLD TO THE MADISON COUNTY
INDUSTRIAL DEVELOPMENT AGENCY, CURRENTLY
OWNED BY THE INTERNATIONAL BOXING HALL OF
FAME**

RESOLVED, that the Authority Board hereby authorizes Real Property Reference No. TS22-2 to be released from the reversion clause as authorized by chapter 445 of the New York session laws of 2022, and be it further

RESOLVED, that the Interim Executive Director, or his designee, be, and the same hereby is, authorized to execute an agreement for release of the reverter of the Subject Property with the International Boxing Hall of Fame on the terms and conditions specified herein, and in chapter 445 of the New York session laws of 2022, 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 11 by Joe Igoe (Appendix K)

Authorizing the Interim Executive Director to Execute Agreements for Real Property Valuation Services

Mr. Igoe presented the Authorizing the Interim Executive Director to Execute Agreements for Real Property Valuation 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 Interim Executive Director to Execute Agreements for Real Property Valuation Services and adopted the following resolution:

RESOLUTION NO.6448

AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE AGREEMENTS FOR REAL PROPERTY VALUATION SERVICES

RESOLVED, that the Interim Executive Director be, and hereby is, authorized to execute agreements with Ackerly & Hubbel Appraisal Corp.; Conti Appraisal & Consulting, LLC; CNY Pomeroy Appraisers, Inc.; GAR Associates, LLC; Goodman-Marks Associates, Inc.; Hudson Valley Appraisal Corp.; K LW Appraisal Group, Inc.; and Thurston, Casale & Ryan, LLC for real property valuation services for the Authority; and be it further

RESOLVED, that each real property valuation service contract shall each be for a 5-year term commencing on or about September 6,

2023; each agreement shall have a maximum amount payable of up to \$200,000.00; and the agreements shall be on such other terms and conditions that the Interim Executive Director, in consultation with the Office of Real Property Management, determines to be in the best interests of the Authority; and be it further

RESOLVED, that the Interim Executive Director or his designee shall have the authority to exercise all powers reserved to the Authority under the provisions of the agreements, to manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this item and other Board authorizations, and suspend or terminate the agreements in the best interests of the Authority; and be it further

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

Item 12 by Jim Konstalid (Appendix L)

Authorizing the Interim Executive Director to Execute an Agreement #PT68751 with Alarm & Suppression Inc. for Fire Alarm System Replacement and Maintenance

Mr. Konstalid presented the resolution for Authorizing the Interim Executive Director to Execute an Agreement #PT68751 with Alarm & Suppression Inc. for Fire Alarm System Replacement and Maintenance.

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 Interim Executive Director to Execute Agreement #PT68751 and adopted the following resolution:

RESOLUTION NO. 6449

AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT #PT68751 WITH ALARM & SUPPRESSION INC. FOR FIRE ALARM SYSTEM REPLACEMENT AND MAINTENANCE

RESOLVED, that the Interim Executive Director, or his designee, be, and hereby is, authorized to execute an agreement with Alarm & Suppression Inc. (“Contract”), with a maximum amount payable of \$563,097 for fire alarm system replacement and maintenance; and be it further

RESOLVED, that such Agreement will have a 3-month implementation period and a maintenance term of 3 years with the option to renew for two, 1-year periods, shall have a maximum amount payable for the term of this contract not to exceed \$563,097, and shall be on such other terms and conditions as the Interim Executive Director and General Counsel determine to be in the best interest of the Authority, and be it further

RESOLVED, that Chief Financial Officer be, and hereby is, authorized to charge expenditures for goods and services rendered pursuant to such Agreement to the Department of Maintenance and Operations Budget, and be it further

RESOLVED, that the Interim 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 provision 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

Item 13 by Jim Konstalid (Appendix M)

Authorizing the Interim Executive Director to Execute an Agreement #PN69178 with New York State Technology Enterprise Corporation to Assist with Land Mobile Radio Contract Negotiations and Project Implementation

Mr. Konstalid presented the resolution for Authorizing Interim Executive Director to Execute an Agreement #PN69178 with New York State Technology Enterprise Corporation to Assist with Land Mobile Contract Negotiations and Project Implementation.

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 Agreement #PN69178 and adopted the following resolution:

RESOLUTION NO. 6450

AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT #PN69178 WITH NEW YORK STATE TECHNOLOGY ENTERPRISE CORPORATION TO ASSIST WITH LAND MOBLE RADIO CONTRACT NEGOTIATIONS AND PROJECT IMPLEMENTATION

RESOLVED, that the Interim Executive Director, or his designee, be, and hereby is, authorized to execute an agreement with New York State Technology Enterprise Corporation, with a maximum amount payable of \$5,000,000 to assist with land mobile radio contract negotiations and project implementation; and be it further

RESOLVED, that such Agreement term of 4 years, shall have a maximum amount payable for the term of this contract not to exceed \$5,000,000, and shall be on such other terms and conditions as the Interim Executive Director and General Counsel determine to be in the best interest of the Authority, and be it further

RESOLVED, that Chief Financial Officer be, and hereby is, authorized to charge expenditures for goods and services rendered pursuant to such Agreement to the Department of Maintenance and Operations Budget, and be it further

RESOLVED, that the Interim 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 provision 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 14 by Jim Konstalid (Appendix N)

Authorizing the Interim Executive Director to Execute a First Amendment to Agreement C010561 with Association of Public-Safety Communications Officials (APCO) to Conduct Frequency Analysis in Preparation for an Upgrade to the Authority's and State Police Troop T Radio System

Mr. Konstalid presented the resolution Authorizing the Interim Executive Director to Execute a First Amendment to Agreement C010561 with Association of Public-Safety Communications Officials (APCO) to Conduct Frequency Analysis in Preparation for an Upgrade to the Authority's and State Police Troop T Radio 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 Interim Executive Director to Execute a First Amendment to Agreement C010561 with Association of Public-Safety Communications Officials and adopted the following resolution:

RESOLUTION NO. 6451

AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE A FIRST AMENDMENT TO AGREEMENT C010561 WITH ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS OFFICIALS (APCO) TO CONDUCT FREQUENCY ANALYSIS IN PREPARATION FOR AN UPGRADE TO THE AUTHORITY'S AND STATE POLICE TROOP T RADIO SYSTEM

RESOLVED, that the competitive procedures required by the Thruway Authority Procurement Contracts Policy are waived and the Interim Executive Director or his designee be, and hereby is, authorized to negotiate and execute a First Amendment with Association of Public-Safety Communications Officials to conduct frequency analysis in preparation for an update to the Authority's and State Police Troop T radio system; and be it further

RESOLVED, that such First Amendment will be for a term of three (3) years, shall have a maximum amount payable not to exceed \$160,000.00, and shall be on such other terms and conditions as the Interim Executive Director and General Counsel determine to be in the best interest of the Authority; and be it further

RESOLVED, that the Interim 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 15 by Josh Klemm (Appendix O)

Authorizing an Agreement with Various Telecommunication Providers for the Use of the New York State Thruway Authority's Fiber Optic System

Mr. Klemm presented the resolution for Authorizing Agreement with Various Telecommunication Providers 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.

Board Member Heather Mulligan recused herself from voting on this item.

Upon motion duly made and seconded, the Board Authorized an Agreement with Various Telecommunication Providers for the Use of the New York State Thruway Authority's Fiber Optic System and adopted the following resolution:

RESOLUTION NO. 6452

**AUTHORIZING AGREEMENTS WITH VARIOUS
TELECOMMUNICATIONS PROVIDERS FOR THE USE OF
THE NEW YORK STATE THRUWAY AUTHORITY'S FIBER
OPTIC SYSTEM**

RESOLVED, that agreements with the telecommunications providers 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 ("CIO"), the General Counsel and the Chief Financial Officer, be, and hereby are, authorized, and be it further

RESOLVED, that the Interim Executive Director or his designee be, and hereby is, authorized to execute such agreements and any associated documentation; and be it further

RESOLVED, that the Interim 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 agreements, amend the provisions of the agreements consistent with the terms of this item and other Board authorizations and suspend or terminate the agreements in the best interests of the Authority; and be it further

RESOLVED, that the CIO 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 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 16 by Rich Lee (Appendix P)

Authorizing the Execution of Agreement D214932; with Stantec Consulting Services, Inc.

Mr. Lee presented the resolution for Authorizing the Execution of Agreement D214932; with Stantec Consulting Services, 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 Execution of Agreement D214932; with Stantec Consulting Services, Inc. and adopted the following resolution:

RESOLUTION NO. 6453

**AUTHORIZING THE EXECUTION OF AGREEMENT D214932
WITH STANTEC CONSULTING SERVICES INC.**

RESOLVED, that the Chief Engineer or his designee, be, and he hereby is, authorized to execute agreement D214932 with Stantec Consulting Services, Inc., 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 17 by Rich Lee (Appendix Q)

Authorizing the Execution of Agreement D214933; with, WSP USA

Mr. Lee presented the resolution for Authorizing the Execution of Agreement D214933; with WSP USA.

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 Agreement D214933; with WSP USA and adopted the following resolution:

RESOLUTION NO. 6454

**AUTHORIZING THE EXECUTION OF AGREEMENT
D214933 WITH WSP USA**

RESOLVED, that the Chief Engineer or his designee, be, and he hereby is, authorized to execute agreement D214933 with WSP USA, 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 18 by Rich Lee (Appendix R)

Authorizing the Execution of Agreement D214934 with Urban Engineers of NY D.P.C.

Mr. Lee presented the resolution for Authorizing the Execution of Agreement D214934; with Urban Engineers of NY D.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 the Execution of Agreement D214934; with Urban Engineers of NY D.P.C and adopted the following resolution:

RESOLUTION NO. 6455

AUTHORIZING THE EXECUTION OF AGREEMENT D214934 WITH URBAN ENGINEERS OF NY D.P.C.

RESOLVED, that the Chief Engineer or his designee, be, and he hereby is, authorized to execute agreement D214934 with Urban Engineers of NY D.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 the Execution of Agreement D214935 with ATANE Engineers, Architects and Land Surveyors, D.P.C.

Mr. Lee presented the resolution for Authorizing the Execution of Agreement D214935; with ATANE Engineers, Architects and Land Surveyors, D.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 the Execution of Agreement D214935; with ATANE Engineers, Architects and Land Surveyors, D.P.C. and adopted the following resolution:

RESOLUTION NO. 6456

AUTHORIZING THE EXECUTION OF AGREEMENT D214935 WITH ATANE ENGINEERS, ARCHITECTS AND LAND SURVEYORS D.P.C.

RESOLVED, that the Chief Engineer or his designee, be, and he hereby is, authorized to execute agreement D214935 with ATANE Engineers, Architects and Land Surveyors, D.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 20 by Rich Lee (Appendix T)

Authorizing the Execution of Agreement D214936 with Gannett Fleming Engineers and Architects, PC.

Mr. Lee presented the resolution for Authorizing the Execution of Agreement D214936; with Gannett Fleming Engineers and Architects, PC.

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 Agreement D214936; with Gannett Fleming Engineers and Architects, PC and adopted the following resolution:

RESOLUTION NO. 6457

**AUTHORIZING THE EXECUTION OF AGREEMENT D214936
WITH GANNETT FLEMING ENGINEERS AND
ARCHITECTS, PC**

RESOLVED, that the Chief Engineer or his designee, be, and he hereby is, authorized to execute agreement D214936 with Gannett Fleming Engineers and Architects PC 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 21 by Rich Lee (Appendix U)

Authorizing the Execution of Agreement D214938 with Popli Architecture + Engineering & L.S., D.P.C.

Mr. Lee presented the resolution for Authorizing the Execution of Agreement D214938 with Popli Architecture + Engineering & L.S., D.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 the Execution of Agreement D214938 with Popli Architecture + Engineering & L.S., D.P.C. and adopted the following resolution:

RESOLUTION NO. 6458

AUTHORIZING THE EXECUTION OF AGREEMENT D214938 WITH POPLI ARCHITECTURE + ENGINEERING & L.S., D.P.C.

RESOLVED, that the Chief Engineer or his designee, be, and he hereby is, authorized to execute agreement D214938 with Popli Architecture + Engineering & L.S., D.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 22 by Andrew Trombley (Appendix W)
Report on Procurement Contracts and Other Agreements Up to \$300,000
Executed by the Executive Director During the Period April 1, 2023 through June 30, 2023

Mr. Trombley 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 April 1, 2023 through June 30, 2023.

Report to the Board

Interim Executive Director Hoare began his report with thanking the Governor for her recommendation and the board for vote of confidence in him.

Interim Executive Hoare recognized the great work that everybody at the Thruway Authority does every single day from the executive staff to our division directors, to men and women who are out there every single day reporting to the headquarters, reporting to the four division headquarters, reporting to maintenance facilities, working out there all kinds of conditions, the cold of winter, the heat of summer, to deliver what the Board has recognized is truly the best Thruway system in the country.


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

General Public Comment Period

Chair Mahoney asked Ms. Morris if there was any public comment regarding the Board Meeting and Ms. Morris said no comments were made.

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the board voted to adjourn the meeting at 2:21p.m.



Jerry B. Yomoah

Assistant Board Secretary