



**MINUTES
NEW YORK STATE THRUWAY AUTHORITY
BOARD MEETING NO. 740
November 18, 2019**

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 11:46 a.m.

The following committee members were present:

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

In Tarrytown:

George Miranda, Board Member

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

Members of the Board excused:

Stephen Saland
Donald Rice

Staff Present:

Matthew Driscoll, Executive Director
Matthew Trapasso, Chief of Staff
Christopher O'Brien, General Counsel
Matt Howard, Treasurer and Chief Financial Officer
Richard Lee, Chief Engineer
Major Doug Keyer, Troop T
Harry Lennon, Director of Internal Audit
Joseph Igoe, Deputy General Counsel
Jennifer Givner, Director of Media Relations & Communications
Kevin Allen, Director of Purchasing
Mark Hixson, Director of Maintenance and Operations

Kim McKinney, Chief Information Officer
John Barr, Acting Director Administrative Services
Dave Malone, Director of Accounting & Disbursements
Scott Hollis, Information Technology Specialist
Peter Nilsson, Information Technology Specialist
Kathleen LeFave, Board Secretary

Staff Present in Tarrytown

Khurram Saeed, Director of Communication New NY Bridge

Also in attendance:

Brendan Kennedy, Engagement Partner, BST
Jonathan Gibbs, Senior Manager, BST
Baer Katigbak, BST
Ariel Chung, BST
Greg Floyd, News Channel 6
Jimmy Vielkind, Wall Street Journal
Jon Campbell, Gannett
Fred Abramson, OGS Media Services Center
Dan Keating, OGS Media Services Center

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

Ms. LeFave recorded the minutes as contained herein (public notice of the meeting had been given).

PUBLIC COMMENT PERIOD RELATED TO THE MEETING AGENDA

There were no comments made during the period.

Item 1 by Chair Mahoney (Appendix A)
Approval of the Minutes of Meeting No 739

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. 739 held on September 23, 2019, which was made available to the Board Members as part of the Agenda.

Item 2 by Matt Howard (Appendix B)
Financial Reports for August and September 2019 Financial Reports

The Financial reports were advanced to the Board at the recommendation of the Finance Committee.

Upon motion duly made and seconded, the Board accepted the Financial Reports for August and September 2019.

Item 3 by Matt Howard (Appendix C)

Review and approval of the 2019 Revised Budget and the 2020 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 revised plan and adopted the following resolution:

RESOLUTION NO. 6222

APPROVAL OF THE 2019 REVISED BUDGET AND THE 2020
PROPOSED BUDGET FOR THE NEW YORK STATE
THRUWAY AUTHORITY

RESOLVED, that the Report on the 2019 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 2019 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 Authority's proposed Budget for the fiscal year 2020, 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 this resolution be incorporated in the minutes of this meeting.

Item 4 by Matt Howard (Appendix D)

Review and approval of the Authority's Investment Transactions – Third Quarter 2019

The Authority's Investment Transactions item was advanced to the Board at the recommendation of the Finance Committee.

Upon motion duly made and seconded, without any objections, the Board accepted the Authority's Investment Transactions – Third Quarter report.

Item 5 by Rich Lee (Appendix E)

Review and approval of the 2020 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 video recording of the meeting.

Upon motion duly made and seconded, the Board approved the 2020 Thruway Authority Contracts Program and adopted the following resolution:

RESOLUTION NO. 6223

APPROVING THE 2020 THRUWAY
CONTRACTS PROGRAM

RESOLVED, that the 2020 Thruway Contracts Program for Highway, Bridge, Intelligent Transportation Systems, Architectural and related facility projects, full copies of which have been provided to the Boards 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 2020 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 2020 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	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 does not exceed the project's budget allocation by more than \$75,000 for projects with budget allocations of up to and including \$500,000, or by more than 15 percent for projects with budget allocations that exceed \$500,000;	Approval	Confirm Funding	No Action Required	No Action Required
EE/AE exceeds the limits listed above in this chart.	Concur	Confirm Funding	Approval	No Action Required

- D. to award any contract for the construction, reconstruction, and improvement of the Thruway 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 EE/AE;	Approval	No Action Required	No Action Required	No Action Required
Low bid exceeds the EE/AE by no more than \$75,000 on contracts up to and including \$500,000, or by no more than 15 percent on contracts over \$500,000;	Approval	Confirm Funding	No Action Required	No Action Required
Low bid exceeds the EE/AE by no more than \$100,000 on contracts up to and including \$500,000, or by no more than 20 percent on contracts over \$500,000;	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 in a manner consistent with the requirements of the Infrastructure Investment Act, 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
The proposed cost is equal to or less than the EE/AE;	Approval	No Action Required	No Action Required	No Action Required
The proposed cost exceeds the EE/AE by no more than \$75,000 on contracts up to and including \$500,000, or by no more than 15 percent on contracts over \$500,000;	Approval	Confirm Funding	No Action Required	No Action Required
The proposed cost exceeds the EE/AE by no more than \$100,000 on contracts up to and including \$500,000, or by no more than 20 percent on contracts over \$500,000;	Concur	Confirm Funding	Approval	No Action Required
The proposed cost exceeds the limits listed above in this chart.	Concur	Confirm Funding	Concur	Approval

- F. to reject bids for any such best value or design-build 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 and 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	Action Required for Additional Funding for Construction Contract			
	Chief Engineer	Chief Financial Officer	Executive Director	Board
Additional funds do not exceed the bid/proposal price by more than \$150,000 for contracts bid up to and including \$1,000,000, or 15 percent for contracts bid in excess of \$1,000,000;	Approval	Confirm Funding	No Action Required	No Action Required
Additional funds do not exceed the total bid/proposal price by more than \$200,000 for contracts bid up to and including \$1,000,000, or 20 percent for contracts bid in excess of \$1,000,000;	Concur	Confirm Funding	Approval	No Action Required
Additional funds exceed 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 and grant such property interests (fee title, easements, etc.) and consummate transfers of jurisdiction in accordance with the provisions of the Authority's Real Property Management Policy, and obtain licenses or permits to use the real property not under the jurisdiction of the Authority as may be necessary for implementation of the 2020 Thruway Contracts Program, provided that the total amount of acquisitions or the amount of grants for any one project shall not exceed \$150,000 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 2020 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 the Supplemental Agreement	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 \$150,000 for agreements with a Board-approved MAP up to and including \$1,000,000, or 15 percent for agreements with a Board-approved MAP that exceeds \$1,000,000;	Approval	Confirm Funding	No Action Required	No Action Required
Additional funds do not exceed the Board-approved MAP by more than \$200,000 for agreements with a Board-approved MAP up to and including \$1,000,000, or 20 percent for agreements with a Board-approved MAP that exceeds \$1,000,000;	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 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 shall be, and hereby is, authorized to make all necessary decisions pursuant to the State Environmental Quality Review Act (SEQRA) with relation to the 2020 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 be, and he hereby is, authorized:

- A. upon award of such contracts to return such funds budgeted for such projects in the 2020 Budget which are otherwise not required for expenditure during 2020 to the proper fund in accordance with acceptable budgeting and accounting procedures;
- B. to monitor total cash expenditures for the 2020 Contracts Program to ensure that they do not exceed \$560,089,478 for the Thruway Authority during the 2020 Fiscal Year;
- C. to return bid checks submitted for such contracts to unsuccessful bidders, and to make necessary adjustments in the respective 2020 approved Budget as required by implementation of any part of this Resolution, 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 2020 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 6 by Chris O'Brien (Appendix F)

Review and approval of the Revised Thruway Procurement Contracts Policy (No. 25-5-01)

This item was advanced to the Board at the recommendation of the Governance Committee.

Upon motion duly made and seconded without any objections, the Board approved the Revised Thruway Real Property Management Policy (No. 25-5-01) and adopted the following resolution:

RESOLUTION NO. 6224

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

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

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

Item 7 by Matt Howard (Appendix G)

Authorizing New Lease for Office Space with 290 Elwood Davis Road, LLC, at 290 Elwood Davis Road, in the Village of Liverpool, County of Onondaga

Chief Financial Officer Matthew Howard presented the item authorizing new lease for office space with 290 Elwood David Road, LLC, at 290 Elwood Davis Road, in the Village of Liverpool, County of Onondaga.

Details of the item and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board approved the lease for office space at 290 Elwood Davis Road (Administrative Offices for Syracuse Division) and adopted the following resolution:

RESOLUTION NO. 6225

AUTHORIZING NEW LEASE FOR OFFICE SPACE WITH 290 ELWOOD DAVIS ROAD, LLC, AT 290 ELWOOD DAVIS ROAD, IN THE VILLAGE OF LIVERPOOL, COUNTY OF ONONDAGA

RESOLVED, that a Lease agreement (hereinafter, Lease"), between the Authority and 290 Elwood Davis Road, LLC for the purposes and under the provisions described in this agenda item, be, and the same hereby is, authorized, and be it further

RESOLVED, that the Executive Director, or his designee, be, and the same hereby is, authorized to execute the Lease, along with all other documents necessary to effectuate such execution in accordance with the terms authorized during this meeting, and be it further

RESOLVED, that the Executive Director, or his designee, shall, relative to the Lease, have the authority to: (1) exercise all powers reserved to the Authority under the provisions of the Lease, including, but not limited to, exercising any termination right the Authority has, (2) manage and administer the Lease, and (3) alter the provisions of the Lease, consistent with terms of this agenda item and other applicable Board authorizations, and be it further

RESOLVED, the Executive Director, the Chief Financial Officer, and the 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 8 by Chris O'Brien (Appendix H)

Authorizing the Executive Director to Execute an Amendment to the Agreement with Hawkins Delafield & Wood LLP (C010387) to increase the Maximum Amount Payable

General Counsel Christopher O'Brien presented the item seeking authorization for the Executive Director to execute an amendment to the agreement with Hawkins Delafield & Wood LLP to increase the maximum amount payable.

Details of the item and discussion with Board Members are included in the video recording of the meeting.

Upon motion duly made and seconded, the Board approved to increase the maximum amount payable to Hawkins Delafield & Wood LLP (C010387) and adopted the following resolution:

RESOLUTION NO. 6226

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AMENDMENT TO THE AGREEMENT WITH HAWKINS DELAFIELD & WOOD LLP FOR GENERAL BOND COUNSEL SERVICES (C010387) TO INCREASE THE MAXIMUM AMOUNT PAYABLE AND ALLOCATE THE FUNDS THEREFOR

RESOLVED, that the Executive Director be, and he hereby is, authorized to execute a Second Amendment to the Agreement with Hawkins Delafield & Wood LLP (C010387) for ongoing general bond counsel services, to increase the maximum amount payable under such agreement by \$500,000 to \$1,300,000. Sufficient funding is provided in several Authority funds and within Costs of Issuance associated with specific debt issuances, 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 with Hawkins Delafield & Wood LLP, 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 interest of the Authority, and be it further

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

Item 9 by Rich Lee (Appendix I)

Authorizing the Execution of Two Agreements (D214739 and D21474) with Two Firms

Chief Engineer Richard Lee presented the item seeking authorization for the execution of two agreements (D214739 and D21474). Both Agreements are for the 2020/2021 biannual bridge and other structure inspections.

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

Upon motion and duly made and seconded, without any objections, the Board approved the execution of Agreements D214739 and D21474 and adopted the following resolution:

RESOLUTION NO. 6227

AUTHORIZING THE EXECUTION OF TWO AGREEMENTS
(D214739 AND D214740) WITH TWO FIRMS

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute two agreements (D214739 AND D214740) with the two firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete services for the projects through these agreements, with the Maximum Amount Payable of each agreement not to exceed the amount shown in the attached Exhibit A, and such agreements 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 Supplemental Agreement, manage and administer the Supplemental Agreement, amend the provisions of the Supplemental Agreement consistent with the terms of this Item and in accordance with the 2019 Contracts Program Resolution and other Board authorizations, and suspend or terminate the Supplemental Agreement in the best interest of the Authority, and be it further

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

Item 10 by Kevin Allen (Appendix J)

Report on Procurement Contracts and Other Agreements Up to \$200,000 Executed by the Executive Director During the Period July 1, 2019 Through September 30, 2019

Mr. Allen presented the report of procurement contracts to the Board.

Upon motion duly made and seconded, without any objections, the Board accepted the Report on Procurement Contracts and other Agreements Executed by the Executive Director during the period July 1, 2019 through September 30, 2019.

Item 11 by Executive Director Driscoll (Appendix K)
Winter Prep Update

Executive Director Driscoll provided the Board and staff with an update regarding the organization's upcoming snow and ice season.

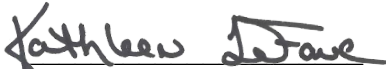
Details of the presentation and discussion with Board Members are included in the video recording of the meeting.

GENERAL PUBLIC COMMENT PERIOD

Murray Bodin signed up for the general comment period. Mr. Bodin's comments are included in the video recording of the meeting.

ADJOURNMENT

There being no other business, upon motion duly made and seconded, the board voted to adjourn the meeting at Noon.



Kathleen LeFave
Board Secretary