



**MINUTES  
NEW YORK STATE THRUWAY AUTHORITY  
BOARD MEETING NO. 757  
March 27, 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 1:40 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:

Frank G. Hoare, 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  
Andrew Trombley, Director of Procurement Services  
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 no comments.

### **Item 1 by Chair Mahoney (Appendix A)** **Approval of the Minutes of Meeting No 756**

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. 756 held December 5, 2022, which was made available to the Board Members as part of the Agenda.

### **Item 2 by Matt Howard (Appendix B)** **Financial Report– October, November & December 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 October, November & December.

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

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

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

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. 6410

REVIEW AND APPROVAL OF THE AUTHORITY'S  
ANNUAL INVESTMENT REPORT

RESOLVED, that the Authority's Investment Report including the revised policy statement FINANCIAL INVESTMENTS, the annual report by the independent auditors, and the listing of investment income has been reviewed and is hereby approved, and be it further

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

**Item 5 by Matt Howard (Appendix E)**  
**Annual Report of the 2022 Procurement Contracts.**

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 Annual Report of the 2022 Procurement Contracts.

Upon motion duly made and seconded, the Board approved the Item and adopted the following resolution:

RESOLUTION NO. 6411

ANNUAL REPORT OF 2022 PROCUREMENT  
CONTRACTS

RESOLVED, that the Schedules of 2022 Procurement Contracts (Exhibits A1, A2, A3 and A4), as submitted, are hereby accepted, and be it further

RESOLVED, that all such contracts were executed in accordance with the applicable provisions of the following Board approved Policy Statement: PROCUREMENT CONTRACTS (25-5-01), unless otherwise authorized by the Board, and be it further

RESOLVED, that the Bond Sale Report for Calendar Year 2021 (Exhibit B), as submitted, is hereby accepted, and be it further

RESOLVED, that staff is authorized to submit this report to the New York State entities as required by Section 2879 of the Public Authorities Law, and be it further

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

**Item 6 by Brendan Kennedy (Appendix F)**  
**Report of BST & Co. CPAs, LLC's Audit of the Authority's Financial Statements,**  
**Report on Compliance with Investment Guidelines and Required Communications**  
**to the Authority's Board**

Mr, Kennedy presented the Item and it was advanced to the Board at the recommendation of the Audit 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. 6412

REVIEW AND APPROVAL OF THE REPORT OF BST & CO. CPAs, LLC'S AUDIT OF THE AUTHORITY'S FINANCIAL STATEMENTS, REPORT ON COMPLIANCE WITH INVESTMENT GUIDELINES AND REQUIRED COMMUNICATIONS TO THE AUTHORITY'S BOARD

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

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

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

**Item 7 by Joe Igoe (Appendix G)**  
**Amending the Thruway Authority's Bylaws**

Mr. Igoe presented the Item, and it was advanced to the Board at the recommendation of the Governance Committee.

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

Upon motion duly made and seconded, the Board Authorized the Amending of the Thruway Authority's Bylaws and adopted the following resolution:

RESOLUTION NO. 6413

AMENDING THE THRUWAY AUTHORITY BYLAWS

RESOLVED, that the Authority hereby approves the amendments to the Authority Bylaws attached hereto as Exhibit A; and be it further

RESOLVED, that such amendments shall take effect immediately; and be it further

RESOLVED, that the Executive Director is authorized and directed to modify existing Authority policies and procedures as necessary to incorporate and be consistent with these amendments; and be it further

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

**Item 8 by Joe Igoe (Appendix H)**  
**Review and Approval of Real Property Management Policy, Personal Property Disposal Policy, Procurement Contracts Policy, Whistleblower Policy, Code of Ethics Governing Employees, and Code of Ethics Governing Board Members**

Mr. Igoe presented the Item and it was advanced to the Board at the recommendation of the Governance Committee.

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

Upon motion duly made and seconded, the Board authorized the Review and Approval of Real Property Management Policy, Personal Property Disposal Policy, Procurement Contracts Policy, Whistleblower Policy, Code of Ethics Governing Employees, and Code of Ethics Governing Board Members and adopted the following resolution:

RESOLUTION NO. 6414

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

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

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

**Item 9 by Matt Trapasso(Appendix I)**  
**Appointing Frank Hoare as Interim Executive Director**

Mr. Trapasso presented the resolution for Appointing Frank Hoare as Interim Executive Director.

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 Appointing Frank Hoare as Interim Executive Director and adopted the following resolution:

RESOLUTION NO. 6415

APPOINTING FRANK HOARE AS INTERIM EXECUTIVE DIRECTOR

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RESOLVED, that the Board of the New York State Thruway Authority hereby appoints General Counsel Frank Hoare as Interim

Executive Director of the New York State Thruway Authority  
effective December 20, 2022, and be it further

RESOLVED, that Mr. Hoare as Interim Executive Director  
shall possess all of the powers reserved to the Executive Director  
pursuant to the Bylaws of the New York State Thruway Authority,  
and be it further

RESOLVED, that Mr. Hoare shall continue to serve as  
General Counsel of the Authority, and be it further

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

**Item 10 by Matt Trapasso (Appendix J)**  
**Authorization for the Interim Executive Director to Execute a Collective Bargaining**  
**Agreement Between the Thruway Authority and Local 456, New York State Thruway**  
**Employees International Brotherhood of Teamsters**

Mr. Trapasso presented the resolution for Authorizing the Interim Executive Director to Execute a Collective Bargaining Agreement Between the Thruway Authority and Local 456, New York State Thruway Employees International Brotherhood of Teamsters.

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 Collective Bargaining Agreement Between the Thruway Authority and Local 456, New York State Thruway Employees International Brotherhood of Teamsters and adopted the following resolution:

**RESOLUTION NO. 6416**

**AUTHORIZATION FOR THE INTERIM EXECUTIVE DIRECTOR  
TO EXECUTE A COLLECTIVE BARGAINING AGREEMENT  
BETWEEN THE THRUWAY AUTHORITY AND LOCAL 456,  
NEW YORK STATE THRUWAY EMPLOYEES  
INTERNATIONAL BROTHERHOOD OF TEAMSTERS**



RESOLVED, that the Interim Executive Director be, and hereby is, authorized to execute an agreement between the Authority and Local 456, New York State Thruway Employees International Brotherhood of Teamsters (as representatives of employees in Negotiating Unit I) (“Agreement”) after the Agreement is ratified by the members of Unit I and notice of such ratification is provided to the Interim Executive Director; and be it further

RESOLVED, that such Agreement shall have a term beginning July 1, 2022 and ending June 30, 2026, and shall be on the terms and conditions consistent with this Board item; and be it further

RESOLVED, that the Interim Executive Director or his designee be, and hereby is, authorized to enter into Memoranda of Understanding or Settlement Agreements with representatives of Local 456 to clarify or otherwise settle questions or disputes regarding the interpretation and application of the Agreement; and be it further

RESOLVED, that this resolution is contingent upon Unit I ratification of the Agreement; and be it further

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

**Item 11 by Matt Trapasso(Appendix K)**

**Authorization for the Interim Executive Director to Approve Geographic Pay Differential for Select Maintenance Titles**

Mr. Trapasso presented the resolution for Authorizing the Interim Executive Director to Approve Geographic Pay Differential for Select Maintenance Titles.

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 Approve Geographic Pay Differential for Select Maintenance Titles and adopted the following resolution:

**RESOLUTION NO. 6417**

**AUTHORIZATION FOR THE INTERIM EXECUTIVE DIRECTOR  
TO APPROVE GEOGRAPHIC PAY DIFFERENTIAL FOR SELECT  
MAINTENANCE TITLES**

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RESOLVED, that the Interim Executive Director be, and hereby is, authorized to take the necessary steps to implement the Geographic Pay Differential (Exhibit A) effective the pay period that includes April 26, 2023, and be it further

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

**Item 12 by Joe Igoe (Appendix L)**

**Authorizing the Interim Executive Director to Execute Agreements for Outside Counsel Services**

Mr. Igoe presented the resolution for Authorizing the Interim Executive Director to Execute Agreements for Outside Counsel Services.

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

Upon motion duly made and seconded, Authorizing the Interim Executive Director to Execute Agreements for Outside Counsel Services and adopted the following resolution:

**RESOLUTION NO. 6418**

AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE AGREEMENTS FOR OUTSIDE COUNSEL SERVICES

RESOLVED, that the Interim Executive Director be, and he hereby is, authorized to execute agreements with Bond Schoeneck & King PLLC; Brown Hutchinson LLP; BurgherGray LLP; Calcaterra Pollack LLP; Hoguet Newman Regal and Kennedy, LLP; Holland & Knight LLC; Mintzer Mauch, PLLC; Rozario Touma, P.C.; and Vahey Law Offices PLLC, for Outside Counsel Services to the Authority; and be it further

RESOLVED, that each outside counsel shall each be for a 5 year term commencing on or about April 30, 2023; agreements shall have a maximum amount payable of up to \$2,000,000 based on the area of law and perceived need of services; and the agreements shall be on such other terms and conditions that the Interim Executive Director, in consultation with the Legal Department, 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 13 by Joe Igoe (Appendix M)**  
**Authorizing the Interim Executive Director to Execute a Contract Amendment with Whiteman, Osterman & Hanna, LLP for Outside Counsel Services**

Mr. Igoe presented the resolution for Authorizing the Interim Executive Director to Execute a Contract Amendment with Whiteman, Osterman & Hanna, LLP for Outside Counsel 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 a Contract Amendment with Whiteman, Osterman & Hanna, LLP for Outside Counsel Services and adopted the following resolution:

RESOLUTION NO. 6419

AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE A CONTRACT AMENDMENT WITH WHITEMAN, OSTERMAN & HANNA, LLP FOR OUTSIDE COUNSEL SERVICES

RESOLVED, that the Interim Executive Director be, and he hereby is, authorized to execute an amendment to agreement C010490 with WOH for ongoing outside legal services to increase the maximum amount payable under such agreement by \$800,000 to a new monetary cap of \$1,600,000, and to extend the term for two additional years; and be it further

RESOLVED, that funding for the requested increase will be charged to the Authority's Operating 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 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 full in the minutes of this meeting.

**Item 14 by Joe Igoe (Appendix N)**

**Declaring Real Property Reference No. TB21-2, Located in the Town of Hamburg and County of Erie, as Not Necessary for Authority Corporate Purposes and Authorizing the Auction Thereof**

Mr. Igoe presented the resolution for Real Property Reference No. TB21-2, Located in the Town of Hamburg and County of Erie, as Not Necessary for Authority Corporate Purposes and Authorizing the Auction 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. TB21-2 in the Town of Hamburg and County of Erie and adopted the following resolution:

**RESOLUTION NO. 6420**

DECLARING REAL PROPERTY REFERENCE NO. TB21-2,  
LOCATED IN THE TOWN OF HAMBURG AND COUNTY OF  
ERIE, 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. TB21-2 (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 subject to the reservation of a drainage easement for the People of the State of New York; 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 \$4,910,000 (hereinafter, "Minimum Bid"); and be it further

RESOLVED, that the Executive Director, or designee, 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 15 by Joe Igoe (Appendix O)**  
**Declaring Full Jurisdiction Over Title Real Property Reference No. TB22-4 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 Jurisdiction to the New York State Department of Transportation**

Mr. Hoare presented the Real Property Reference No. TB22-4 Located in the Town of Hamburg and County of Erie.

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. TB22-4 and adopted the following resolution:

RESOLUTION NO. 6421

DECLARING FULL JURISDICTION OVER TITLE TO REAL PROPERTY REFERENCE NO. TB22-4, 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 JURISDICTION TO THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION

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RESOLVED, that full jurisdiction over title in and to certain real property designated as Real Property Reference No. TB22-4 (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, subdivision 4, and without any monetary consideration to be given

by any party to the other, a transfer of full jurisdiction over title in and to Real Property Reference No. TB22-4 (hereinafter, “TJ”) from the Authority to the New York State Department of Transportation be, and the same hereby is, authorized; 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 16 by Jim Konstalid(Appendix P)**

**Authorizing the Interim Executive Director to Execute an Agreement with Geocomp Corporation to Continue to Provide the Thruway Authority with a Structural Health Monitoring System for the Governor Mario M. Cuomo Bridge**

Mr. Konstalid presented the resolution for Authorizing the Interim Executive Director to Execute an Agreement with Geocomp Corporation to Continue to Provide the Thruway Authority with a Structural Health Monitoring System for the Governor Mario M. Cuomo Bridge.

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 Geocomp Corporation and adopted the following resolution:

**RESOLUTION NO. 6422**

**AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT WITH GEOCOMP CORPORATION TO CONTINUE TO PROVIDE THE THRUWAY AUTHORITY WITH A STRUCTURAL HEALTH MONITORING SYSTEM FOR THE GOVERNOR MARIO M. CUOMO BRIDGE**



RESOLVED, that the Executive Director or his designee be, and hereby is, authorized to execute an Agreement with Geocomp Corporation to provide a structural health monitoring system for the Governor Mario M. Cuomo Bridge and will commence upon approval by the New York State Office of the State Comptroller and shall terminate three (3) years after commencement. The Authority shall have the option, in its sole discretion, to renew this Agreement for two (2) additional one (1) year terms; and be it further

RESOLVED, that the Agreement shall be for a term of five (5) years, for a maximum amount payable of approximately \$339,786; 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 Department of Maintenance and Operations and General Counsel, determines 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 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 full in the minutes of this meeting.

**Item 17 by Jim Konstalid (Appendix Q)**

**Authorizing the Interim Executive Director to Execute a Second Amendment to Agreement C010601 with Mission Critical Partners, LLC for Tiburon CAD/RMS System Support**

Mr. Konstalid presented the resolution for Authorizing the Interim Executive Director to Execute a Second Amendment to Agreement C010601 with Mission Critical Partners, LLC for Tiburon CAD/RMS System Support.

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 a Second Amendment to Agreement C010601 with Mission Critical Partners, LLC for Tiburon CAD/RMS System Support and adopted the following resolution:

**RESOLUTION NO. 6423**

**AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE A SECOND AMENDMENT TO AGREEMENT C010601 WITH MISSION CRITICAL PARTNERS, LLC. FOR TIBURON CAD/RMS SYSTEM SUPPORT**

RESOLVED, that the competitive procedures required by the Thruway Authority Procurement Contracts Policy are waived and the Interim Executive Director be, and hereby is, authorized to negotiate and execute a second amendment to the Agreement with Mission

Critical Partners, LLC to provide maintenance for the Authority's Tiburon CAD/RMS System; and be it further

RESOLVED, that such second amendment to the Agreement will be for a term of one (1) year, shall increase the maximum amount payable of the Agreement to \$103,305.00, 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 Chief Financial Officer be, and hereby is, authorized to charge expenditures for services rendered pursuant to such Agreement to the Department of Maintenance and Operations Budget; and be it further

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

**Item 18 by Diana Nebiolo (Appendix R)**

**Authorizing the Interim Executive Director to Execute an E-ZPass Interoperability (EZIOP) HUB Third-Party Beneficiary Agreement and to Pay Annual E-ZPass Interagency (IAG) Membership Dues**

Ms. Neboilo presented the resolution for Authorizing the Interim Executive Director to Execute an E-ZPass Interoperability (EZIOP) HUB Third-Party Beneficiary Agreement and to Pay Annual E-ZPass Interagency (IAG) Membership Dues.

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 an E-ZPass Interoperability (EZIOP) HUB Third-Party Beneficiary Agreement and to Pay Annual E-ZPass Interagency (IAG) Membership Dues and adopted the following resolution:

**RESOLUTION NO. 6424**

AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR TO EXECUTE AN E-ZPASS INTEROPERABILITY (EZIOP) HUB THIRD-PARTY BENEFICIARY AGREEMENT AND TO PAY ANNUAL E-ZPASS INTERAGENCY (IAG) MEMBERSHIP DUES

RESOLVED, that the Interim Executive Director be, and he hereby is, authorized to execute an E-ZPass Interoperability (EZIOP) HUB Third-Party Beneficiary Agreement (Agreement), upon such terms and conditions as are consistent with this item; and be it further

RESOLVED, that the Interim Executive Director be and hereby is, authorized to execute amendments to such Agreement which the Interim Executive Director, in consultation with the General Counsel, determine 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 pursuant to such Agreement, not to exceed \$175,000 annually, to the appropriate fund, and to pay annual E-ZPass Interagency (IAG) membership dues not to exceed \$100,000 annually; 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 19 by Rich Lee (Appendix S)**  
**Authorizing the Execution of Agreement D214918 with, Atlantic Testing Laboratories, Limited**

Mr. Lee presented the resolution for Authorizing the Execution of Agreement D214918 with, Atlantic Testing Laboratories, Limited.

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 D214918 with, Atlantic Testing Laboratories, Limited and adopted the following resolution:

RESOLUTION NO. 6425

AUTHORIZING THE EXECUTION OF AGREEMENT D214918  
WITH ATLANTIC TESTING LABORATORIES, LIMITED.

RESOLVED, that the Chief Engineer or his designee, be, and hereby is, authorized to execute agreement D214918 with Atlantic Testing Laboratories, Limited, as described 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 D214919 with, Atlantic Testing Laboratories,  
Limited**

Mr. Lee presented the resolution for Authorizing the Execution of Agreement D214919 with, Atlantic Testing Laboratories, Limited.

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 D214919 with, Atlantic Testing Laboratories, Limited and adopted the following resolution:

RESOLUTION NO. 6426

AUTHORIZING THE EXECUTION OF AGREEMENT D214919  
WITH ATLANTIC TESTING LABORATORIES, LIMITED

RESOLVED, that the Chief Engineer or his designee, be, and he hereby is, authorized to execute agreement (D214919) with Atlantic Testing Laboratories, Limited 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 Supplemental Agreement No. 1 to Engineering Agreement D214776**

Mr. Lee presented the resolution for Authorizing the Execution of Supplemental Agreement No. 1 to Engineering Agreement D214776.

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 Supplemental Agreement No. 1 to Engineering Agreement D214776 and adopted the following resolution:

RESOLUTION NO. 6427

AUTHORIZING THE EXECUTION OF SUPPLEMENTAL AGREEMENT NO. 1 TO ENGINEERING AGREEMENT D214776

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute Supplemental Agreement No. 1 to D214776 with Greenman-Pederson, Inc. 80 Wolf Road, #300, Albany, NY 12205, for an additional sum of \$4,200,000, and such Supplemental 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 revised Maximum Amount Payable for Agreement D214776 be \$9,200,000, and be it further

RESOLVED, that sufficient authorization is included in the 2023 Contracts Program for Supplemental Agreement D214776, 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 2023 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 22 by Rich Lee (Appendix V)**  
**Authorizing Additional Funding for TANY 22-36A/ D214885, Replacement of a Deteriorated Roof at the Harriman Maintenance Section, MP 45.20 in the Town of Harriman, Orange County in the New York Division**

Mr. Lee presented the resolution for Authorizing the Execution of Authorizing Additional Funding for TANY 22-36A/ D214885, Replacement of a Deteriorated Roof at the Harriman Maintenance Section, MP 45.20 in the Town of Harriman, Orange County in the New York Division.



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 TANY 22-36A/D214885 and adopted the following resolution:

RESOLUTION NO. 6428

AUTHORIZING ADDITIONAL FUNDING FOR TANY 22-36A/  
D214885 REPLACEMENT OF A DETERIORATED ROOF AT  
THE HARRIMAN MAINTENANCE SECTION AT MP 45.20 IN  
THE TOWN OF HARRIMAN, ORANGE COUNTY, IN THE NEW  
YORK DIVISION

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RESOLVED, that an additional \$213,800.00 (revising the total contract value to \$613,800.00) for TANY 20-36A/D214885, Replacement of a Deteriorated Roof at the Harriman Maintenance Section at MP 45.20 in the Town of Harriman, Orange County, in the New York Division be, and the same hereby is authorized, and be it further

RESOLVED, that the additional funding be allocated to TANY 22-36A/D214885 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 23 by Rich Lee (Appendix W)**

**Authorizing Funding for H302.1; TAA 23-19/ D214924, Albany Division MP 180 to MP 197.9 Pavement Resurfacing and Repairs at Various Locations**

Mr. Lee presented the resolution for Authorizing Funding for H302.1; TAA 23-19/ D214924, Albany Division MP 180 to MP 197.9 Pavement Resurfacing and Repairs at Various Locations.

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 Funding for H302.1; TAA 23-19/ D214924 and adopted the following resolution:

**RESOLUTION NO. 6429**

AUTHORIZING FUNDING FOR TAA 23-19/ D214924, MP 180  
TO MP 197.9 PAVEMENT RESURFACING AND REPAIRS AT  
VARIOUS LOCATIONS

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RESOLVED, that an additional Item (H302.1) in the amount of  
\$7,500,000 be added to the 2023 Contracts Program Albany Division  
MP 180 to MP 197.9 Pavement Resurfacing and Repairs at Various  
Locations, and the same hereby is authorized, and be it further

RESOLVED, that the funding be allocated to H302.1; TAA 23-  
19/D214924 from project deferments and bid savings from the 2023  
Contracts Program, and be it further

RESOLVED, that the same authorizations that are contained in  
the 2023 Contracts Program shall be applicable to H302.1 and be it  
further

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

**Item 24 by Rich Lee (Appendix X)**

**Authorizing the Interim Executive Director or Designee to Execute an Agreement with the American Association of State Highway Officials, Inc. for a Five-Year Contract (C010672) for Licensing and Implementation of AASHTOWare Software Systems**

Mr. Lee presented the resolution for Authorizing the Interim Executive Director or Designee to Execute an Agreement with the American Association of State Highway Officials, Inc. for a Five-Year Contract (C010672) for Licensing and Implementation of AASHTOWare Software Systems.

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 an Agreement with the American Association of State Highway Officials, Inc. for a Five-Year Contract (C010672) for Licensing and Implementation of AASHTOWare Software Systems and adopted the following resolution:

**RESOLUTION NO. 6430**

AUTHORIZING THE INTERIM EXECUTIVE DIRECTOR OR DESIGNEE TO EXECUTE AN AGREEMENT WITH THE AMERICAN ASSOCIATION OF STATE HIGHWAY OFFICIALS, INC. FOR A FIVE-YEAR CONTRACT (C010672) FOR LICENSING AND IMPLEMENTATION OF AASHTOWARE SOFTWARE SYSTEMS

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RESOLVED, that the Interim Executive Director or his designee be, and hereby is, authorized to execute contract C010672 with AASHTO with a maximum amount payable of \$2,300,000 for a five-year period from July 1, 2022 to June 30, 2027 for the purpose of licensing and updating AASHTOWare software and completing associated services, and be it further

RESOLVED, that in accordance with the Authority's Procurement Policy 25-5-01, the Board hereby waives the use of competitive procedures for the procurement of these goods and services, and be it further

RESOLVED, that the Board waives the Authority's

Inventions Policy for the purpose of the agreement with AASHTO,  
and be it further

RESOLVED, that sufficient funds have been provided for in  
the 2023 Budget and sufficient funding will be included in future  
Budgets, and be it further

RESOLVED, that the Interim Executive Director 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 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 25 by Andrew Trombley (Appendix Y) Report on Procurement Contracts  
and Other Agreements Up to \$300,000 Executed by the Executive Director  
During the Period July, 2022 through December 31, 2022**

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 July 1, 2022 through December 31, 2022.

**Report to the Board**

Interim Executive Director Hoare thanked staff at Thruway and Joe Bress our outside lead negotiator in reference to collective bargaining agreements. He also discussed proposed Toll adjustment that was voted on in December and upcoming Toll hearings. Interim Executive Director Hoare discussed our Service Area Project and the creation of the Department of Revenue Management.

Mr. Hoare mentioned that today was Matt Howard's last day as Chief Financial Officer. He thanked Mr. Howard for his professionalism and dedication.

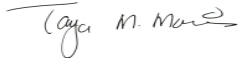
Mr, Megna thanked Frank for taking this job on and for his leadership. Mr. Megna also thanked Matt Howard for his work and dedication and for coming to work for him at the Division of the Budget at there time of need.

### **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 2:15 p.m.



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Tanya M. Morris  
Board Secretary