

MINUTES OF THE REGULAR MEETING OF THE
NEW YORK STATE BRIDGE AUTHORITY

HELD AT HEADQUARTERS, HIGHLAND, N.Y. ON
November 18, 2010

Business agenda documents/reports are mailed to the Board Members and General Counsel one week prior to the meeting. Web casting of Board meetings is effective as of the July 19, 2007 meeting. A copy of the web cast will be kept as part of the Board meeting files.

IN ATTENDANCE:

BOARD MEMBERS:

Sproat, James P., Chairman
Vecellio, Francis N., Vice Chairman
Dressel, Roderick O., Commissioner
Gerentine, Richard A., Commissioner
Higgins, Roger P., Commissioner
Lashua, C. Vane, Commissioner
Ramaglia, Joseph, Commissioner

Carl G. Whitbeck, Jr., Counsel

OFFICERS:

Ruggiero, Joseph., Secretary
Sewell, John R., Treasurer

Chairman Sproat called the meeting to order at 3:05 PM. Chairman Sproat called for a motion to adopt the minutes of the October 21, 2010 Regular meeting. On motion of Commissioner Higgins, seconded by Vice Chairman Vecellio, the minutes of the October 21, 2010 Regular meeting were adopted unanimously.

ENGINEERING:

1) General Consultant and Inspection

Mr. Moreau indicated that twenty-seven (27) engineering firms requested the General Consultant RFP advertised in the New York State Contract Reporter and only three (3) proposals were received for the three year General Consultant assignment, with Modjeski and Masters, Inc. providing the lowest cost proposal. Mr. Moreau recommends that they continue as the Authority's General Consultant through 2013 with the option to extend their contract an additional 3 years. Mr. Moreau added that the description of the job is to perform complete biennial and annual bridge inspections, provide annual insurance replacement values of the our bridges and ancillary facilities, annual recommendation of the Maintenance Reserve Fund balance, capital program recommendations and construction trustee certificates as required by our General Bond Resolution. Also, the Consultant shall provide on-call design services as determined by the Authority. Mr. Moreau went on to say that a maintenance inspection of the "Walkway-Over-the-Hudson" bridge will be performed in the year 2012. Mr. Moreau suggests awarding this contract to Modjeski and Masters' Inc. at a not-to-exceed amount of \$2,550,000.00. A brief discussion followed relative to other consultants being discouraged due to the longevity of Modjeski and Masters, work history with the Bridge Authority. Chairman Sproat called for a motion. On motion of Commissioner Ramaglia, seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-119

Resolution Date: November 18, 2010

WHEREAS, the New York State Bridge Authority has determined that it is in the public interest to award a multi-year professional engineering services contract in connection with the Bear Mountain/ Newburgh-Beacon/ Mid-Hudson/ Kingston-Rhinecliff/ Rip Van Winkle/ Walkway-over-the-Hudson Bridges "General Consultant" to be designated (BA2011-RE-101-ES); and

WHEREAS, the Authority advertised for "General Consultant and Bridge Inspection Services" in the New York State Contract Reporter, and

WHEREAS, three (3) firms submitted their technical and cost proposals, and

WHEREAS, the Authority has determined that Modjeski and Masters, Inc. of Poughkeepsie, New York is best qualified to provide the required professional services ; and

WHEREAS, the Authority's Engineering Department has reviewed and approved the cost proposal; now therefore

BE IT RESOLVED that an agreement be issued to Modjeski and Masters, Inc. to provide General Consulting Services for calendar years 2011, 2012 and 2013 at a not-to-exceed cost of \$2,550,000.00; and

BE IT FURTHER RESOLVED that the Authority may, at the Board's discretion, extend this contract for three or more additional years; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

2) Systemwide Bridge and Highway Repairs-Stand-by Readiness

Mr. Moreau stated that last December, the Authority awarded an on-call Bridge and Highway Repair contract to I. & O.A. Slutzky to deal with emergency and miscellaneous high priority repairs. Last year the Authority experienced our first bridge deck “punch through” that required lane closures and delays. Mr. Moreau indicated that the deck was re-inspected, under-deck shoring installed and a dozen more full depth deck repairs were performed at night to avoid the reoccurrence of this problem, as well as over a hundred partial deck repairs. Mr. Moreau further indicated that the back wall of the Gerald Drive overpass on the approach to the MHB was found to be unsound during this summer’s bridge inspections; Slutzky was brought in at night to completely repair the structural component. Mr. Moreau added most recently the railroad arch, also on the approach to the MHB, was discovered to be in distress and Slutzky is currently on the scene performing steel repairs. The contract awarded last year was for a three year term in an amount not-to-exceed \$476,500.00. The Authority has nearly exhausted this amount and recommends increasing the cap to \$650,000.00. Mr. Moreau will continue to report on activities undertaken through this service contract, but the Authority would like to have the resources available should the need arise for emergency action. A brief discussion followed relative to the 5 year budget plan and appropriated funds; Chairman Sproat called for a motion. On motion of Vice Chairman Vecellio, seconded by Commissioner Gerentine, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-120

Resolution Date: November 18, 2010

WHEREAS, bids were solicited through the New York State Contract Reporter for the contract entitled “Systemwide Emergency Bridge and Highway Repairs – Standby Readiness” (BA-2010-RE-101-CM) and five bids were received on December 8th, 2009, the low bidder being the firm of I. & O.A. Slutzky, Inc. at a bid of \$476,500.00; and

WHEREAS, substantial emergency and miscellaneous high priority repairs have been necessary at both the Newburgh-Beacon and Mid-Hudson Bridges and the not-to-exceed fee of \$476,500.00 is almost exhausted; now therefore

BE IT RESOLVED that the contract awarded to I. & O.A. Slutzky, Inc. of Hunter, New York be increased in the amount of \$173,500.00 from a not-to-exceed amount of \$476,500.00 to \$650,000.00; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November, 2010.

Joseph Ruggiero, Secretary

3) Winter Ice Control Materials

Mr. Moreau indicated that an advertisement was placed in the NYS Contract Reporter for Ice Control Sand for the 2010-2011 season for eight hundred (800) tons for the Newburgh-Beacon Bridge and two hundred (200) tons for the Mid-Hudson Bridge. Mr. Moreau further indicated that seven vendors requested the proposal package and four bids were received. Mr. Moreau added pending site inspection, the low bidder for the Mid-Hudson Bridge is Route 82 Sand & Gravel, Inc. at \$18.00/ton with an amount not-to-exceed of \$36,000.00 and the low bidder for Newburgh-Beacon is John P. Noto Trucking, Inc. at \$19.95/ton with a not-to-exceed cost of \$159,600.00. Chairman Sproat called for a motion. On motion of Commissioner Higgins, seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-121

Resolution Date: November 18, 2010

WHEREAS, proposals were solicited through the New York State Contract Reporter for the purchase of Ice Control Sand (BA-2010-OE-108-AC) and four (4) bids were received on October 28th, 2010, the low bidder being the firm of Route 82 Sand & Gravel, Inc., of Millbrook, New York at \$18.00 per ton.

WHEREAS, The New York State Bridge Authority has determined that it is in the public interest to issue a purchase order to Route 82 Sand & Gravel, Inc. for two hundred (200) tons of Ice Control Sand to be delivered to the Mid-Hudson Bridge; and

WHEREAS, the Authority's Engineering Department has reviewed and approved their cost proposal; now therefore

BE IT RESOLVED that a purchase order be issued to Route 82 Sand & Gravel, Inc. for Ice Control Sand in an amount not-to-exceed \$36,000.00; and

BE IT FURTHER RESOLVED that the Executive director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-122
Resolution Date: November 18, 2010

WHEREAS, proposals were solicited through the New York State Contract Reporter for the purchase of Ice Control Sand (BA-2010-OE-108-AC) and four (4) bids were received on October 28th, 2010, the low bidder being the firm of John P. Noto Trucking, Inc., of Milton, New York at \$19.95 per ton.

WHEREAS, The New York State Bridge Authority has determined that it is in the public interest to issue a purchase order to John P. Noto Trucking, Inc. for eight hundred (800) tons of Ice Control Sand to be delivered to the Newburgh-Beacon Bridge; and

WHEREAS, the Authority's Engineering Department has reviewed and approved their cost proposal; now therefore

BE IT RESOLVED that a purchase order be issued to John P. Noto Trucking, Inc. for Ice Control Sand in an amount not-to-exceed \$159,600.00; and

BE IT FURTHER RESOLVED that the Executive director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

4) Jobs in Progress Monthly Report

Mr. Moreau presented the Engineering Jobs in Progress Report for the month of October and indicated that the Newburgh-Beacon painting project is near completion. Chairman Sproat called for a motion. On motion of Vice Chairman Vecellio, seconded by Commissioner Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-123
Resolution Date: November 18, 2010

WHEREAS, the Board has reviewed the monthly Engineering Progress Report on Capital Project Status; and

BE IT RESOLVED that the Engineering Progress Report is accepted as an instrument documenting the Board's briefing of Capital Construction activities; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

FINANCIAL:

1) Investment Report

Mr. Sewell reviewed with the Board the Investment Report for the month of October. indicating low interest rates have remained stable throughout the year. Chairman Sproat called for a motion. On motion of Commissioner Dressel, seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-124

Resolution Date: November 18, 2010

WHEREAS, the investment control procedures for the New York State Bridge Authority provide that the Board shall review and approve the report of investment transactions completed since the meeting of the Board on October 21, 2010; now therefore

BE IT RESOLVED the New York State Bridge Authority does hereby concur with and approve the investment report as filed with this body on this date for the purpose noted; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

2) Annual Payment to Department of Civil Service

Mr. Sewell indicated to the Board that section 11 of the Civil Service Law allows that Department to charge public authorities, among other entities, for their fractional share of the expenses for the administration of the Civil Service Department. The Bridge Authority's expense for these services is \$34,088.22 for the year ended March 31, 2010. Mr. Sewell further indicated this is based on a rate of \$228.78 per position multiplied by the 149 permanently filled positions reported by the Authority on its October 28, 2009 payroll. Mr. Sewell went on to say this is a 2.6% reduction from last years billing of \$34,964.56 due to three fewer Authority positions and a 0.1% decrease in the Civil Service Department's overall expenses. Chairman Sproat called for a motion. On motion of Vice Chairman Vecellio, seconded by Commissioner Gerentine, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-125

Resolution Date: November 18, 2010

WHEREAS the Board has reviewed the report relative to the payment of the Authority's share of the charges for the administration of the Department of Civil Service as mandated by the Civil Service Law; now therefore

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the payment of \$34,088.22 to the Department of Civil Service for the Bridge Authority's share of these costs for the year ending March 31, 2010; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

3) Annual Billing from NYS Employees' Retirement System

Mr. Sewell indicated to the Board that annually, as a participating employer, the Bridge Authority is billed, by the State Employees Retirement System, for its share of the yearly expense for the future pension benefits of its employees. The cost for the fiscal year ending March 31, 2010 is \$1,182,092 for the Authority's 174 employees currently in the System. Mr. Sewell further indicated individual employers' costs vary from year to year based upon salaries, as well as contribution rates which rise and fall predicated upon investment results of the Retirement Fund. Mr. Sewell added that this year's cost is an increase of \$503,830, or 74.3% which was due to a significant decline in investment income. Following a discussion of the significant increase, Mr. Sewell indicated that next year the cost would likely be in the \$1.6 million range. Chairman Sproat called for a motion. On motion of Vice Chairman Vecellio, seconded by Commissioner Gerentine, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-126

Resolution Date: November 18, 2010

WHEREAS the Board has reviewed the report relative to the payment of the annual invoice to the New York State Employees' Retirement System; now therefore

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the payment of \$1,182,092 to the New York State and Local Retirement System for pension costs incurred for the year ending March 31, 2011; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

4) Accident Review Committee Report – Third Quarter

Mr. Sewell stated that there were 46 accidents on Authority facilities in the third quarter of this year compared with 69 the previous year. Mr. Sewell indicated that during this period, the Accident Review Committee investigated one accident involving Authority personnel which occurred at the Rip Van Winkle Bridge. Mr. Sewell noted minor scrapes to the paint of the Authority vehicle were repaired by Authority personnel and the driver was counseled on the operation of the truck. No action was required by the Board.

5) Traffic Consultant Services Award

Mr. Sewell stated that requests for proposals were issued to obtain traffic consultant services and proposals were received from three firms. The results of the committee selection indicate that Stantec Consulting Services Inc. is the preferred vendor at a cost of \$49,500. The other proposals were in the \$150,000 range. Mr. Sewell recommended awarding Stantec Consulting Services this contract and, following a discussion of the cost variances, Chairman Sproat called for a motion. On motion of Commissioner Gerentine, seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-127

Resolution Date: November 18, 2010

WHEREAS the Board has reviewed the report relative to awarding contract BA-2010-OA-010-PS, Traffic Consultant Services; now therefore

BE IT RESOLVED, the New York State Bridge Authority does hereby approve an award of contract BA-2010-OA-010-PS, Traffic Consultant Services, to Stantec Consulting Services Inc., in the amount not to exceed \$49,500; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

6) Budget and Financial Plan

Mr. Sewell indicated pursuant to the State law, the State Comptroller adopted Regulation 2 NYCRR Part 203, "Budget and Financial Plan Format, Supporting Documentation and Monitoring – Public Authorities." The Authority's Budget and Financial Plan 2011-2014 (the Plan) required by this regulation includes the following:

1. Budget and Financial Plan 2011-2014 including text;
2. Condensed budgeted revenues, expenditures and changes in current net assets 2011 – 2014;
3. Actual financial performance for 2009 and the change in estimates for the previously approved 2010 budget;
4. Debt Schedule 2011 – 2014; and,
5. Capital Improvement Program 2011 – 2015.

Mr. Sewell further indicated that the above documents were provided to audit and finance committee members and other Board members at the meeting on October 21st. Both committees approved sending the budget to the full Board for approval. The only major change from the Plan approval last month adds \$723,000 to interest payments on bonds in 2013. Following a discussion of the Plan, Chairman Sproat called for a motion.

On motion of Commissioner Higgins, seconded by Commissioner Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-128

Resolution Date: November 18, 2010

WHEREAS, Office of the State Comptroller Regulation 2 NYCRR Part 203 requires that Bridge Authority budget and financial plan information for the fiscal years 2011 through 2014 be prepared, approved and forwarded in report form to the Comptroller; now therefore

BE IT RESOLVED, that the Authority hereby approves the proposal budget and financial plan information; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

7) Independent Accountant Agreed Upon Procedures

Mr. Sewell stated to the Board that the unexpected November resignation of Barry Mickle, the Authority's internal auditor, poses certain problems related to the audit of the year-end financial statements. Mr. Sewell indicated that although they perform their own audits, the Authority's independent accountants, Toski Shaeffer & Co., P.C. (Toski) rely on Mr. Mickle's audits of the Authority's internal accounting control systems to afford them with the necessary comfort level that the systems are operating as designed to provide management with reasonable assurance that transactions are being processed in conformity with management directives and are being recorded properly in accordance with generally accepted accounting principles. Since it is rapidly approaching year end, staff suggest that Toski be asked to perform the internal audits as part of their year-end audit, given the Authority's time frame, the moderate cost proposal and the additional time it affords the Authority to consider all the options for performing future internal audits. Mr. Sewell recommended making an award to Toski Shaeffer & Co., P.C. at a not-to-exceed cost of \$19,000, to complete this assignment under an agreed upon procedures contract. A brief discussion ensued regarding the Authority's current contract with Toski and the types of audits to be performed. Chairman Sproat called for a motion. On motion of Commissioner Lashua, seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-129

Resolution Date: November 18, 2010

WHEREAS, the New York State Bridge Authority Board has reviewed the report relative to entering into an agreement with the independent accountants, Toski Schaeffer and Co., P.C., to perform agreed upon procedures for the audit of the Authority's systems of internal control; now therefore

BE IT RESOLVED that an agreement to perform agreed upon procedures for the audit of the Authority's systems of internal control is hereby approved with Toski, Schaeffer & Co., P.C. at a not-to-exceed cost of \$19,000; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

INFORMATION TECHNOLOGY:

1) Port Security Monthly Progress Report

Mr. Herd indicated that at the July 2010 Board Meeting the Board approved a not to exceed amount of \$1,200,000.00 for equipment procurement. Procurement has started for the installation of the ITS/Video Installation Project at the Bear Mountain Bridge. Mr. Herd further indicated the expenses for this month are \$781,232.88 which leaves a balance of \$115,632.73. No action was required by the Board.

2) Homeland Security – ITS/Video Installation Project

Mr. Herd stated that the initial funding of \$1,200,000.00 for procurement will be exhausted soon and the Authority anticipates that an additional \$500,000.00 will be required to finish the procurement for the ITS/Video Installation Project. A brief discussion followed noting that the remainder of the equipment is being installed by an outside vendor since the Authority does not have the proper equipment. Chairman Sproat called for a motion. On motion of Commissioner Ramaglia, seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-130

Resolution Date: November 18, 2010

WHEREAS, the New York State Bridge Authority has entered into an Agreement with the Port Authority of New York and New Jersey for the Homeland Security Grant (BA-2010-RO-013-HS) in the amount of 4.6 million dollars (\$4,600,000) to install security systems within the Bridge system in accordance with the grant application; and

WHEREAS, the Authority will realize significant savings through the direct procurement of the ITS components for this project and at least some purchases will be advertised for bid prior to the completion of the design; and

WHEREAS, the estimated procurement funding of the ITS components is \$500,000 (75% of which will be reimbursed through the agreement with the Port Authority); and

WHEREAS, it may be necessary to complete the purchase of some items prior to Board approval in order to meet the timetable for the completion of this project in accordance with the grant agreement;

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director, in consultation with the Chairman of the Board, is hereby authorized and directed to take the necessary measures to implement the grant agreement, including commencement of the procurement process not to exceed 500 Thousand dollars (\$500,000); and

BE IT FURTHER RESOLVED, that the Executive Director will report the status of the project each month to the Board and will seek confirmation from the Board for any procurement items purchased prior to a Board meeting in order to meet the emergency timetable established for the completion of this project.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November, 2010.

Joseph Ruggiero, Secretary

3) Mark IV Maintenance Program

Mr. Herd indicated that the Authority utilizes equipment from Mark IV Corporation for the reading of E-ZPass Tags and the initial processing of electronic toll transactions. As a member of the Inter Agency Group (IAG) the Authority is required to use Mark IV equipment and services for electronic toll collections and that Mark IV equipment consists of "in lane" antennas and tag readers located at each toll plaza. Mr. Herd added that the equipment is maintained through a contract with Mark IV that covers all of the equipment, provides on-site support for any system problems and monthly pro-active system conditioning. Mr. Herd recommends continuing the annual maintenance program at a not-to-exceed cost of \$23,653.94. Chairman Sproat called for a motion. On motion Of Commissioner Ramaglia, seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-131

Resolution Date: November 18, 2010

WHEREAS, the Authority utilizes Mark IV equipment for the reading of E-ZPass tags for electronic toll processing; and

WHEREAS, it is in the best interest of the Authority to maintain this equipment through services provided by Mark IV and identified through the current E-ZPass Interagency Agreement; now therefore

BE IT RESOLVED that the Authority will continue their maintenance agreement with Mark IV at a cost of \$23,653.94; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November, 2010.

Joseph Ruggiero, Secretary

4) Newburgh-Beacon Bridge Video Camera Repair

Mr. Herd indicated to the Board that the camera located at the grassy knoll at the Newburgh-Beacon Bridge Facility has been in need of repair and a new camera and lowering device is required to get the camera working again at this location. Mr. Herd further indicated that the total cost of the camera, associated parts and labor is \$24,025.23 and is available to the Authority through the NYS OGS Contract PT63201 and Digital Surveillance Solutions. After a brief discussion relative to the Port Security Grant, Chairman Sproat called for a motion. On motion of Commissioner Gerentine, seconded by Commissioner Ramaglia, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-132

Resolution Date: November 18, 2010

WHEREAS the Board has reviewed the memorandum with respect to the purchase of a camera and associated parts; and

WHEREAS, the Authority has deemed this camera and associated parts to be necessary for the Newburgh-Beacon Bridge Facility Video Camera System; now therefore

BE IT RESOLVED that a purchase order be issued in connection with the System-Wide Equipment Purchases(BA-2010-RO-006-IT.1)and Digital Surveillance Solutions and the NYS OGS Contract PT63201in an amount not-to-exceed \$24,025.23 ; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November, 2010.

Joseph Ruggiero, Secretary

OPERATIONS:

- 1) Cooperative Operations and Management Agreement with State Parks regarding Walkway Over the Hudson
Mr. Bellucci indicated to the Board that the resolution and Cooperative Operations and Management Agreement between NYSBA and State Parks has been drafted for the Board of Commissioner's consideration. Mr. Bellucci noted that there were a couple of minor edits from the draft previously circulated to Board Members regarding the proper name of the state park and the addition of the standard clauses (addendum A) required in all state contracts. State Parks has agreed to these terms and expects subsequent approval from the State Comptroller and Attorney General since the agreement will replace an agreement between Parks and the Walkway not-for-profit group once NYSBA takes ownership of the structure. Mr. Bellucci went on to say that with the approval of the Board; State Parks will forward the agreement to the Attorney General and State Comptroller for review and then execute their part. Timing for acquiring the Walkway is subject to a number of other actions, including a legal process the Walkway group must follow to allow them to dispose of the property as well as the real estate transfer process that must be accomplished with NYSBA. Mr. Bellucci added that there are several requirements that NYSBA will complete prior to a property transfer. Mr. Bellucci noted that the resolution authorized the Executive Director to execute the agreement so that there is no lapse in the delineation of duties regarding the operation and management of the park and the structure. Commissioner Dressel expressed reservations about NYSBA acquiring the Walkway structure without an additional funding mechanism provided by the state. Dressel stated that there is no doubt that NYSBA is most qualified to perform maintenance on the structure and that the Walkway has become a substantial attraction, however, he believes it is not appropriate to have toll payers on five other NYSBA bridges subsidize the Walkway. Commissioner Higgins noted that, given the discretion, he would likely vote against acquiring this liability, however, the Legislature and the Governor did not grant that discretion to NYSBA and we are obligated to fulfill the directive under the law. Chairman Sproat called for a motion. On motion of Commissioner Higgins, seconded by Vice Chairman Vecellio, the following resolution was adopted by a vote of six for and none against, with Commissioner Dressel abstaining:

NEW YORK STATE BRIDGE AUTHORITY **BOARD RESOLUTION**

Resolution No.: 010-133

Resolution Date: November 18, 2010

WHEREAS, New York State Chapter 219 of the Laws of 2010 amends the Public Authorities Law and directs the New York State Bridge Authority to assume ownership of the walkway over the Hudson bridge, previously known as the Poughkeepsie-Highland Railroad bridge, in the name of the state; and

WHEREAS, Chapter 219 further directs the Bridge Authority to enter into a lease or operating agreement with the NYS Office of Parks, Recreation and Historic Preservation for the purpose of a state park; and

WHEREAS, the NYS Office of Parks, Recreation and Historic Preservation has established the Walkway Over the Hudson State Historic Park; and

WHEREAS, the NYS Office of Parks, Recreation and Historic Preservation and the New York State Bridge Authority have developed a Cooperative Operation and Management Agreement to accomplish these directives; now therefore

BE IT RESOLVED the New York State Bridge Authority authorized the Executive Director, or his designee, to take the necessary measures to execute the Cooperative Operations and Management Agreement attached hereto and implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November 2010.

Joseph Ruggiero, Secretary

2) Authorizing Executive Director & General Counsel to Execute Walkway Over the Hudson Transfer

Mr. Bellucci indicated to the Board that the process for meeting the requirements of Section 528, subdivision 1-a of the Public Authorities Law, which directs NYSBA to take ownership of the Walkway Over the Hudson, is nearing completion. In a separate resolution, the Board has been asked to consider the Operations and Management Agreement between State Parks and NYSBA. Mr. Bellucci further indicated that the remaining steps to complete the due diligence process are expected to be completed by the end of November and contracts and deeds are expected to be completed in early December. The final step would be a real estate closing between Walkway Over the Hudson, Inc. and NYSBA. Mr. Bellucci noted that per discussions with Chairman Sproat, Counsel Whitbeck and the Board, in order to complete this process and coordinate scheduling between Walkway, Parks and NYSBA for various signings, the following resolution would enable the Executive Director, with the advice and consent of NYSBA Counsel, to negotiate and execute all documents necessary to evidence the transfer of title and complete the process. Chairman Sproat called for a motion. On motion of Commissioner Higgins, seconded by Commissioner Lashua, the following resolution was adopted by a vote of six for and none against, with Commissioner Dressel abstaining:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-134
Resolution Date: November 18, 2010

WHEREAS, Section 528, subdivision 1-a of the Public Authorities Law, requires the New York State Bridge Authority to accept title to the Walkway Over the Hudson; and

WHEREAS, it is anticipated that any and all contracts and deeds necessary to evidence the transfer of title will be ready for execution in early December, 2010; and

WHEREAS, the New York State Bridge Authority will have completed its due diligence concerning the acquisition on or before November 30, 2010; and

WHEREAS, it is desirable for the New York State Bridge Authority to accept title to the Walkway Over the Hudson without delay; now therefore

BE IT RESOLVED, that Joseph Ruggiero, Executive Director of the New York State Bridge Authority, shall negotiate and execute all documents necessary to evidence the transfer of title to the Walkway Over the Hudson from Walkway Over the Hudson, Inc., and to complete the closing of the transaction in consultation and with the advice and consent of General Counsel, Carl G. Whitbeck, Jr.

IN WITNESS WHEREOF, this resolution has been duly adopted this 18th day of November, 2010.

Joseph Ruggiero, Secretary

REPORTS TO BOARD:

1) Monthly Activity Report of the Executive Director

The Monthly Activity Report was submitted by Executive Director Joseph Ruggiero and it noted that there were no expenditures in the month of October.

2) Traffic Classification Report

Mr. Ruggiero presented the Traffic Classification Comparison report for the year to date and September 2010. This report shows the traffic count on each bridge, as well as the associated revenue. Year to date, New York State Bridge Authority's revenues are \$358,300.00 above last year's receipts. No action was required by the Board.

This concluded the regular meeting agenda. On motion of Vice Chairman Vecellio, seconded by Commissioner Higgins and approved unanimously, the regular meeting adjourned to Attorney/Client session at 4:05 P.M.

The next regular meeting is scheduled for December 16, 2010 at 3:00 P.M. at Headquarters.