

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

HELD AT HEADQUARTERS, HIGHLAND, N.Y. ON
FEBRUARY 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
Ramaglia, Joseph, Commissioner
Lashua, C. Vane, Commissioner

Carl G. Whitbeck, Jr., Counsel

OFFICERS:

Sinnott, George C., Secretary
Sewell, John R., Treasurer

Chairman Sproat called the meeting to order at 3:05 P.M. Chairman Sproat called for a motion to adopt the minutes of the regular meeting of January 21, 2010. On motion of Commissioner Ramaglia, seconded by Vice Chairman Vecellio, the minutes of the regular meeting of January 21, 2010 were adopted unanimously.

ADMINISTRATION:

1) Kronos Software Upgrade

Mr. Russo stated that The Bridge Authority has been using the Kronos electronic time keeping system since 1999 as a way to streamline its time and attendance system. Mr. Russo provided an analysis of the savings realized over the past ten years as a result of reduced clerical staff support. Mr. Russo noted that the current version of the Kronos software has reached the end of its engineering support life and should be upgraded to a supported level. He further noted that the physical time clocks have also reached the end of support and will be replaced over the next year or two. Mr. Russo recommended that the software upgrade be scheduled now to be coincident with the current upgrade efforts to its JD Edwards applications. There was a brief discussion relative to costs and travel related expenses associated with this upgrade effort. On a motion of Commissioner Ramaglia, which was seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-011

Resolution Date: February 18, 2010

WHEREAS the Board has received and reviewed staff recommendation for a software upgrade to its Kronos time keeping software; and

WHEREAS, the Authority deems it necessary to implement a software upgrade to continue use of its electronic time clocks for employee time and attendance record keeping; now therefore

BE IT RESOLVED that a contract is hereby awarded to Kronos in an amount not to exceed \$21,700 to implement a software upgrade as defined in its scope of work document ; 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 February, 2010.

George C. Sinnott, Secretary

ENGINEERING AND MAINTENANCE:

1) 2010 In-House Capital Improvement Program

Mr. Moreau indicated that based upon the most recent inspections, The Authority's Maintenance and Engineering department, along with the Authority's General Consultant have developed a series of in-house capital improvements that are necessary and can be accomplished with the Authority's own forces. Mr. Moreau further indicated that the savings generated by performing these tasks in-house vs. by contract was also developed and confirmed by the Authority's General Consultant with a total estimated savings of \$692,760.00. Mr. Moreau requested authorization of \$699,600.00 for the 2010 In-House Capital Improvement Plan. After a brief discussion relative to cost avoidance due to the utilization of the Authority's in-house staff, Chairman Sproat also commended Mr. Gardiner on his challenging series of responsibilities and use resources. On a motion of Commissioner Gerentine, which was seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-012

Resolution Date: February 18, 2010

WHEREAS, the New York State Bridge Authority has determined that it is in the public interest to authorize the in-house capital projects listed in the February 5th memo from the Engineering Department; and

WHEREAS, the Authority continues to invest in cost saving measures utilizing our in house maintenance skills wherever practical; and

WHEREAS, the scope of work for these projects has been developed by the Engineering Department and determined to be necessary for the continued safe and efficient operation of the bridges by the General Consultant; now therefore

WHEREAS, the Authority's General Consultant has reviewed the estimated budget costs for the work and estimates \$692,760.00 in savings with this program; now therefore

BE IT RESOLVED that this Board authorizes the 2010 In-House Capital Projects in the amount of \$699,600.00; 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 February 2010.

George C. Sinnott, Secretary

2) BA-2010-OE-001-OT Systemwide Hazardous Spill Response Bid Results

Mr. Moreau indicated that three proposals were received in response to the solicitation in the NYS Contract Reporter. Two of the three contractors have a more timely response than the third vendor located in New Jersey. This assignment is for a three-year term and is paid for on a time and material basis and the contractors shall be on call for emergency response to any Authority incidents involving hazardous materials. Mr. Moreau further indicated that the contractors will also provide hazardous waste disposal services of our routine wastes produced from our maintenance program. This is a three-year assignment which Engineering recommended awarding two individual term agreements at a cost of \$25,000.00 each to Miller Environmental Group and EnviroClean Products & Services to provide emergency response and environmental cleanup services on a time and material basis. A brief discussion relative to liability to the person that creates the spill and procedure followed in recovering insurance payments. Vice Chairman Vecellio also inquired about the number of responses due to hazardous spills in a typical year at the Authority's facilities. On a motion of Vice Chairman Vecellio, which was seconded by Commissioner Gerentine the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-013

Resolution Date: February 18, 2010

WHEREAS, the New York State Bridge Authority has determined that it is in the public interest to award two term agreements for emergency response and environmental cleanup services to be designated BA-2010-OE-001-OT; and

WHEREAS, the need to respond to emergencies with appropriate hazardous disposal equipment is paramount to health and safety; and

WHEREAS, the Authority's Engineering Department has reviewed the proposals; now therefore

BE IT RESOLVED that two individual purchase orders be issued to (1) Miller Environmental Group, of Rock Tavern, NY, and (2) EnviroClean Products & Services, of Wappinger Falls, NY, each in the amount of \$25,000.00, to be paid for on a time and material basis; 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 February 2010.

George C. Sinnott, Secretary

3) Supplemental Agreement with Modjeski & Masters for NBB North Span Overlay Replacement

Mr. Moreau stated that under the General Consulting agreement with Modjeski & Masters, the Authority has a design allowance for small to midsize projects on a per year basis. Mr. Moreau indicated that this is the final year of the Authority's three year extension with M&M and the Authority is well below the contract budget for design projects. Mr. Moreau further indicated that the deterioration of the existing overlay and bridge deck is occurring at an increasing rate and the recommendation of replacing the balance of the overlay in 2010 is important. M&M was the designer for last year's work and feel they are best qualified. Mr. Moreau recommended awarding a supplemental agreement to M&M for the design of the second and final phase of the North Span overlay replacement project. Mr. Moreau went on to say that, although no additional monies require authorization, the Authority reported this expenditure in compliance with policy guidelines. The cost of this supplemental agreement is in the amount of \$38,000.00, a balance of \$186,500.00 remains available under the current contract. After a brief discussion relative to when the project will be started and the condition of the emergency patch that was fixed in December. On a motion of Commissioner Gerentine, which was seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-014

Resolution Date: February 18, 2010

WHEREAS, the New York State Bridge Authority has determined that it is in the public interest to award a supplemental agreement for design services in connection with the Newburgh-Beacon Bridge North Span overlay project to be designated (BA-2010-RE-103-DE); and

WHEREAS, this assignment will be a supplemental agreement to BA-2005-101, General Consultant; and

WHEREAS, the Authority's Engineering Department has determined that Modjeski & Masters, Inc. is uniquely qualified for this assignment as they are the original design consultant for this project; and

WHEREAS, the Authority's Engineering Department has reviewed and approved a "cost-plus" not-to-exceed proposal; now therefore

BE IT RESOLVED that a supplemental professional service agreement be issued to Modjeski & Masters, Inc. of Poughkeepsie, New York in an amount not to exceed \$38,000.00.

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 February 2010.

George C. Sinnott, Secretary

4) Bobcat Purchase

Mr. Moreau stated that the 2010 Annual Equipment Budget includes replacement of the Bobcat skid steer loader that is used to clear snow from the walkway at the Rip Van Winkle Bridge. Mr. Moreau indicated that the existing loader is a 1994 model that has not been effective at snow removal due to its age and technology. Mr. Moreau further indicated that to clear snow during large storms the Authority rented a Bobcat S130 with the snow blower attachment that worked exceptionally well but the problem with renting is that the machine is not always available, it often goes out on long term rental and everyone wants it when it snows. Mr. Moreau proposed the purchase of a new Bobcat S130 and snow blower attachment, the machine is available at a substantial discount on the NYS OGS contract. The machine would be purchased thru the local dealer, Robert H. Finke & Sons, Inc. out of Selkirk at a cost of \$23,375.67. On a motion of Commissioner Dressel, which was seconded by Vice Chairman Vecellio, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-015

Resolution Date: February 18, 2010

WHEREAS, the New York State Bridge Authority has determined that it is in the public interest to issue a purchase order to Robert H. Finke & Sons of Selkirk, New York for the purchase of a Bobcat S130 with snow blower attachment; and

WHEREAS, the Authority has determined that Robert H. Finke & Sons has the OGS contract award; and

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

BE IT RESOLVED that a purchase order be issued to Robert H. Finke & Sons for the purchase of a Bobcat S130 with snow blower attachment in the amount of \$23,375.67; 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 February 2010.

George C. Sinnott, Secretary

5) Monthly Engineering Jobs in Progress Report

Mr. Moreau presented the Engineering Jobs in Progress Report and indicated that all projects under budget so far and that the upcoming paint project will start in early spring. 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.: 010-016

Resolution Date: February 18, 2010

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

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 February 2010.

George C. Sinnott, Secretary

FINANCIAL:

1) Investment Transaction Report

Mr. Sewell reviewed the Investment Transaction Report for the month of January with the Board. After a brief discussion relative to the continuing stability of interest rates, 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.: 010-017

Resolution Date: February 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 January 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 February 2010.

2) Insurance Fund Balance Determination

Mr. Sewell indicated that per requirements of its General Revenue Bond Resolution, the Authority maintains insurances to protect itself and its bondholders against various risks. Where insurance carries a significant deductible, such as with the property damage and loss of revenue policy on the bridges, the Bond Resolution has established an Insurance Fund, the balance of which covers this deductible. Mr. Sewell further indicated that the Bond Resolution requires a Certificate of an Authorized Officer of the Authority indicating a required balance in the Insurance Fund. This balance should not be less than that determined by the Consulting Engineer which historically has been equal to the deductible amount of the bridge with the greatest replacement value. Modjeski & Masters, Inc., the Authority's Consulting Engineers, has determined \$8,952,300 to be the proper Insurance Fund balance by multiplying the \$298,410,000 replacement value of the South Span at Newburgh-Beacon by the 3% deductible amount. Mr. Sewell went on to say that due to the interest income from last year, sufficient funds are already in the account. Chairman Sproat called for a motion. On a motion of Vice Chairman Vecellio, seconded by Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-018

Resolution Date: February 18, 2010

WHEREAS, the Board has reviewed the report relative to determining the adequate balance in the Insurance Fund; now therefore

BE IT RESOLVED that the balance shall be \$8,952,300 as recommended by the consulting Engineers, Modjeski and Masters, Inc.; 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 February 2010.

George C. Sinnott, Secretary

REPORTS TO BOARD:

1) Monthly Activity Report of the Executive Director

The Monthly Activity Report was submitted by the Executive Director. Mr. Sinnott indicated there were no expenditures for the month of January.

On motion of Vice Chairman Vecellio, seconded by Chairman Sproat, and approved unanimously, the Board recessed to Executive Session at 3:30 P.M.

The regular meeting reconvened at 4:10 P.M. Chairman Sproat stated that personnel matters had been discussed in Executive Session relative to the official retirement of George C. Sinnott, Executive Director effective April 21, 2010. Chairman Sproat said Mr. Sinnott has been a great asset for the Authority and made the point that he believes the Authority under Mr. Sinnott's direction has been the best run public authority in the State of New York. Chairman Sproat went on to list a number of Authority accomplishments during Mr. Sinnott's six year tenure. Chairman Sproat then asked General Counsel Whitbeck to introduce several resolutions discussed in Executive Session including one designating a new Executive Director.

On motion of Vice Chairman Vecellio, seconded by Commissioner Ramaglia, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-019

Resolution Date: February 18, 2010

WHEREAS, George C. Sinnott has tendered his resignation as Executive Director of the New York State Bridge Authority effective March 11, 2010; and

WHEREAS, George C. Sinnott has agreed to continue his employment with the Authority as Executive Assistant to the Executive Director of the Authority to and including April 21, 2010 in order to provide transition assistance to the new Executive Director; now therefore

BE IT RESOLVED, that the resignation of George C. Sinnott as Executive Director of the Authority is accepted; and

BE IT FURTHER RESOLVED, that the Board creates the position of Executive Assistant to the Executive Director for the purpose of continued employment of George C. Sinnott through and including April 21, 2010.

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

George C. Sinnott, Secretary

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.: 010-020

Resolution Date: February 18, 2010

WHEREAS, George C. Sinnott has resigned his position as Executive Director of the New York State Bridge Authority effective March 11, 2010; and

WHEREAS, said George C. Sinnott has agreed to continue as an employee of the Authority as the Executive Assistant to the new Executive Director until April 21, 2010; now therefore

BE IT RESOLVED, that the Authority execute a certain Termination Agreement and General Release with George C. Sinnott in the form annexed hereto as Exhibit "A".

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

George C. Sinnott, Secretary

TERMINATION AGREEMENT AND GENERAL RELEASE

THIS AGREEMENT is made this 18 day of February, 2010, by and between GEORGE C. SINNOTT, who resides at 4 Oakleaf Drive, Clifton Park, NY 12065 (hereinafter referred to as "the Employee"), and the NEW YORK STATE BRIDGE AUTHORITY, with business offices at Highland, New York, and having a mailing address of P.O. Box 1010, Highland, New York 12528 (hereinafter referred to as "the Employer").

WHEREAS, the Employee has been employed by the Employer since on or about April 20, 2004.

WHEREAS, the parties have agreed to terminate the employment relationship of Employee and Employer effective Close of Business April 21, 2010, upon the following terms and conditions:

- (1) Employee hereby resigns and shall immediately relinquish his position as Executive Director and Secretary of the Employer on March 11, 2010.
- (2) Employer accepts such resignation and shall continue to employ Employee through Close of Business April 21, 2010, as the Executive Assistant to the new Executive Director and Secretary at his current salary and benefits and upon the following terms and conditions:

Employee shall be paid all accruals on termination, including sick time, personal time, holiday time and vacation time, subject to verification of employment records, and the Employer shall continue his health, dental and vision coverage through April 21, 2010.

- (3) Employee agrees to devote his total time and attention assisting the new Executive Director to become familiar with the operations of Employer and brought current on all the Employer's projects and business matters
- (4) In consideration of the above compensation and other considerations, Employee acknowledges receipt of all past wages, compensation and other payments due, and voluntarily releases and forever discharges the Employer and the State of New York, its officers, employees and agents, both individually and in their official capacities with the Employer or the State of New York, from any and all actions or claims which he now has or may have by reason of any matter or cause arising out of his employment or cessation of employment with the Employer. This complete and unlimited release includes, but is not limited to, claims arising under contract (express or implied) or tort law, Title VII of the Civil Rights Act of 1964, as amended, the Civil Rights Act of 1991, the Americans With Disabilities Act, the Age Discrimination in Employment Act of 1967, the New York State Human Rights Act, the Employee Retirement Income Security Act of 1974, the Fair Labor Standards Act, the National Labor Relations Act, or any other federal, state or local law, or ordinance, or the Constitution of the State of New York or the United States.

George C. Sinnott - Employee

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.: 010-021

Resolution Date: February 18, 2010

WHEREAS, the New York State Bridge Authority Board has the power to appoint the Executive Director and Secretary to the Board; now therefore

BE IT RESOLVED that Joseph Ruggiero is hereby appointed Executive Director and Secretary of the New York State Bridge Authority effective March 11, 2010 and will be compensated at an annual salary of \$150,000.00; 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 February 2010.

George C. Sinnott, Secretary

On motion of Vice Chairman Vecellio, seconded by Commissioner Ramaglia, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 010-022

Resolution Date: February 18, 2010

WHEREAS, the Board has reviewed the recommendation from the Executive Director relative to the appointment of John Bellucci to the position of Director of Operations at his current salary in order to more accurately reflect his duties and responsibilities effective February 18, 2010; now therefore

BE IT RESOLVED that Mr. Bellucci's appointment is hereby approved effective February 18, 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 February 18, 2010.

George C. Sinnott, Secretary

Chairman Sproat welcomed the New Executive Director Joseph Ruggiero acknowledging that he will do a stellar job. Joseph Ruggiero thanked the Board for their confidence and support, thanked Mr. Sinnott for being a gracious Executive Director and indicated he is looking forward to the transition.

Commissioner Gerentine, on behalf of the entire Board, thanked Mr. Sinnott for the time and effort he has put into the Authority and the great job he has done. He also acknowledged the new Executive Director indicating the Board looks forward to working with him.

This concluded the agenda of the regular meeting. On motion of Commissioner Ramaglia, seconded by Vice Chairman Vecellio, and approved unanimously, the regular meeting adjourned at 4:20P.M.

The next regular meeting is scheduled for March 18, 2010 at 3:00 P.M. at Headquarters.