

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

HELD AT HEADQUARTERS, HIGHLAND, N.Y. ON
APRIL 19, 2007

Business agenda documents/reports are mailed to the Board Members and General Counsel one week prior to the meeting.

IN ATTENDANCE:

BOARD MEMBERS:

Sproat, James P., Chairman
Dressel, Roderick O., Vice Chairman
Carter, Robert P., Commissioner
Gerentine, Richard A., Commissioner
Madison, Thomas J., Commissioner
Paradies, Walter A., Commissioner

Whitbeck, Carl G., Esq., Counsel

OFFICERS:

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

Absent:

Teator, David A., Commissioner
Bresnan, James J., Assistant Secretary

Chairman Sproat welcomed all to the meeting at 3:30 P.M. and stated that the Authority had a guest today, the author of "*Images of America – Hudson River Bridges*," Kathryn W. Burke. Ms. Burke spoke about her book and thanked the Bridge Authority for helping with her research.

As an educator, she stated that she is fascinated by the bridge structures and the history of building them. Chairman Sproat thanked the author for stopping by to brief the Board and stated Ms. Burke would be at the 75th Anniversary event this evening for a book signing and to answer questions.

Chairman Sproat continued with the meeting stating that prior to the regular meeting an Audit Committee Meeting and a Governance Committee Meeting would be held. Mr. Sinnott stated as a result of new rules and regulations issued by the Governor's Office, two additional Board members were appointed to the committees: Commissioner Carter to the Audit Committee, and Commissioner Gerentine to the Governance Committee. Commissioner Carter would be working with Commissioner Paradies on the Audit Committee and Commissioner Gerentine would be working with Vice Chairman Dressel on the Governance Committee. Commissioner Paradies handed out an agenda for the Audit Committee Meeting and Mr. Sewell stated that the agenda contained:

- Minutes of the February 6, 2007 meeting for formal adoption by the Board;
- 2006 Full Scope Operational Internal Audits; and
- Independent Accountant Review of 2006 Audited Financial Statements.

Mr. Sewell introduced Barry Mickle, the Authority's Internal Auditor, who briefly discussed the 2006 audits with the Board members stating that the findings of the audits were very good and that he would seek the Audit Committee's approval of the 2007 Audit Plan and then ask the Board to adopt the plan by resolution at its June meeting. Mr. Mickle further stated that, in the interim between meetings, if the Board had any questions as a result of a further review of the

audits, he would be happy to address those questions at the May meeting. Mr. Sewell introduced the independent auditor's report on their audit of the Authority's 2006 Financial Statements, which was addressed to the Audit Committee. Mr. Sewell summarized the findings of the independent auditors, Toski, Schaefer & Co., P.C. and stated that for its May meeting the Board would receive the Audited Financial Statements and Supplementary Information for the years ended December 31 2006 and 2005 in its mailing a week before the May meeting. He also indicated a representative of Toski, Schaefer & Co., P.C, would be at the May meeting to discuss this document. Commissioner Paradies then asked to adopt the minutes of the Audit Committee Meeting of February 6, 2007 and on motion of Commissioner Carter, seconded by Commissioner Paradies, the minutes of the February 6, 2007 meeting were officially adopted by a unanimous vote.

Vice Chairman Dressel commenced the Governance Committee meeting at 3:50 P.M. by handing out a Model Governance Committee Charter. Vice Chairman Dressel stated that he had served on a governance committee for a bank at one time and that it was very different. He stated that the Charter addressed, among other things, the powers of the Governance Committee and laid out specific responsibilities of the committee and the Authority. Vice Chairman Dressel further stated that he would seek formal approval to adopt the Model Governance Committee Charter at the Board's May meeting.

Mr. Sinnott stated that requirements for Board training, via a CD by the Ethics Commission, was being prepared and would be received sometime in May along with related written materials for this training. For the convenience of the Commissioners, training could be held at the

Authority's Headquarters. Vice Chairman Dressel stated that this concluded the Governance Committee Meeting and adjourned the meeting at 4:00 P.M. Chairman Sproat commenced the regular meeting calling for a motion to adopt the minutes of the March 15, 2007 regular meeting. On motion of Commissioner Gerentine, seconded by Vice Chairman Dressel, the minutes of the March 15, 2007 regular meeting were adopted unanimously.

ENGINEERING AND MAINTENANCE:

1) Mid-Hudson Bridge Water & Sewer Line Award

Mr. Moreau stated eleven bidders submitted bids in response to the project advertisement in the New York State Contract Reporter. The lowest bid was from the firm of Roehrs Construction of Clintondale, N.Y. at a cost not-to-exceed \$722,300.00. The contractor shall install a new campus-wide water and sanitary sewer system to be connected to the Town of Lloyd municipal system and will furnish and install all necessary equipment, water-mains, hydrants, sanitary pump station, sanitary force main, gas main and electric for this project. Chairman Sproat noted that this contractor was new to the Authority and asked about references. Mr. Moreau stated that Engineering checked on the company's references and that they were capable of doing the work and very dependable. Commissioner Gerentine vouched for the company stating they had done work for Ulster County Community College. Commissioner Paradies and Vice Chairman Dressel both knew the owner Dave Roehrs. After a brief discussion on the Water and Sewer Agreement with the Town of Lloyd, Chairman Sproat called for a motion. On motion of Commissioner Carter, seconded by Commissioner Paradies, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-048

Resolution Date: April 19, 2007

WHEREAS, bids were solicited through the New York State Contract Reporter for the contract entitled Mid-Hudson Bridge “Water and Sanitary Sewer Services” (BA2003-RE-114-OT) and eleven (11) bids were received on March 22, 2007, the low bidder being the firm of Roehrs Construction, Inc. at a bid of \$722,300.00; and

WHEREAS, an environmental review of this project has determined there is no significant negative impact; now therefore

BE IT RESOLVED that a contract be awarded to Roehrs Construction, Inc. of Clintondale, New York in the amount of \$722,300.00 pending the filing of proper certifications, and the receipt of bonding and insurance requirements; 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 19th day of April, 2007.

George C. Sinnott, Secretary

2) Newburgh-Beacon Bridge Trailer Mounted Variable Message Sign (VMS) Award

Mr. Moreau stated an advertisement was placed in the New York State Contract Reporter requesting cost proposals for one trailer mounted variable message sign (VMS) to be delivered to Newburgh-Beacon Bridge. Four proposals were received on April 16th with ADDCO, Inc. of St. Paul, MN submitting the low cost. The VMS proposal submitted as a substitute by Rhombus Enterprises did not meet the technical requirements of the proposal and was disqualified. Mr. Moreau recommended that the Authority purchase the sign from ADDCO, Inc. for \$30,900.00. There was a brief discussion regarding the old VMS at the Mid-Hudson Bridge and Greg Herd informed the Board that because it was so old (approximately 14 years), parts were not available anymore and it would have to be scrapped. Chairman Sproat called for a motion. On motion of Commissioner Madison, seconded by Vice Chairman Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-049

Resolution Date: April 19, 2007

WHEREAS, the New York State Bridge Authority has determined that it is in the public interest to issue a purchase order to ADDCO, Inc. for a trailer mounted VMS, 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 ADDCO, Inc. of St. Paul, MN for a trailer mounted VMS at a not-to-exceed the cost of \$30,900.00; 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 19th day of April 2007.

George C. Sinnott, Secretary

3) Vehicle Acquisition - Six Pick Up Trucks - OGS Award

Mr. Moreau stated the vehicle replacement plan calls for six pickup trucks to be replaced this year. All six vehicles meet or exceed the Board approved replacement criteria (5 years of age, 100,000 miles or 3,000 operating hours). Chairman Sproat asked if the criteria for Authority automobiles was the same and Mr. Moreau stated that the criteria is different. Van Bortel Ford, Inc. has the OGS contract for the type of pickups to be purchased and Engineering recommends all trucks be purchased through them. Chairman Sproat asked about the 6-person cab for the Rip Van Winkle facility and Mr. Moreau stated that the reason for the large cab was the need to transport multiple workers at a time to the work sites. Mr. Moreau noted the pickups purchased this year will be Fords; the only pickups available through state contract. Mr. Moreau stated that Engineering looked at other vendors for bids and determined that Chevrolet trucks would be more than \$3,000 above the state contract bid for Fords. Therefore, Mr. Moreau recommends approval to secure these six pickup trucks in the amount of \$115,696.75. Chairman Sproat called for a motion. On motion of Commissioner Carter, seconded by Commissioner Gerentine, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-050

Resolution Date: April 19, 2007

WHEREAS, the New York State Bridge Authority has determined that it is in the public

interest to issue purchase orders to Van Bortel Ford, Inc. for the purchase of six (6) Ford F250, 4x4 pickup trucks, and

WHEREAS, the Authority has determined that Van Bortel Ford, Inc. 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 Van Bortel, Inc. for the purchase of six (6) pickup trucks for the combined price of \$115,696.75; 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 19th day of April 2007.

George C. Sinnott, Secretary

4) Monthly Jobs In Progress Report

Mr. Moreau presented the Engineering Jobs in Progress report for March stating that all projects were proceeding as planned. Chairman Sproat asked about the Rip Van Winkle painting project relative to traffic flow and Mr. Moreau stated the contractors cannot work weekends and will work within the restrictions to keep the traffic flowing as best as possible during construction. Chairman Sproat asked about the Weigh-in-Motion for the trucking transportation study at the Newburgh-Beacon Bridge and how long a time frame. Mr. Moreau stated the notice is currently running in the Contract Reporter and Engineering would be coming to the Board with a proposal for approval next month. The study most likely would begin immediately. The Board inquired about the Kingston-Rhinecliff Bridge deck paving project and Mr. Moreau stated work will be performed in the evenings, alternating a single lane of traffic. The replacement can be completed in one night; however, curing the concrete without damage from adjacent traffic is still a concern. The option of using a rapid setting concrete to limit traffic disruptions is being discussed with Cianbro. Chairman Sproat asked about a third opinion concerning the repair agreement and Mr. Moreau stated he would speak with Armann & Whitney and Mr. Whitbeck. On motion of Commissioner Paradies, seconded by Chairman Sproat, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-051

Resolution Date: April 19, 2007

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 19th day of April 2007.

George C. Sinnott, Secretary

FINANCIAL:

1) Investment Report

Mr. Sewell presented the Investment Report for the month of March noting the various investments and yields. Mr. Sewell noted that the balance in the Maintenance Reserve Fund would be reduced as contracts were paid throughout 2007. He also noted the interest income and yield for the year 2006. Chairman Sproat asked if there were questions and called for a motion. On motion of Vice Chairman Dressel, seconded by Commissioner Madison, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-052

Resolution Date: April 19, 2007

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 March 15, 2007; 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 19th day of April
2007.

George C. Sinnott, Secretary

2) Annual Investment Report

Mr. Sewell presented the 2006 Annual Investment Report which is required by the Public Authorities Law and the Authority's Investment Guidelines. Mr. Sewell stated the report contained the following:

- Independent accountants report on compliance with Authority Investment Guidelines
- The Investment Guidelines
- June 22, 2006 Amendment to Investment Guidelines
- Investment Income Record and Cost of Investment Associated Services

Mr. Sewell stated the report will be submitted to the Division of the Budget with copies to the Department of Audit and Control, the Senate Finance Committee and the Assembly Ways and Means Committee. After a brief discussion, Chairman Sproat called for a motion. On motion of Commissioner Paradies, seconded by Vice Chairman Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-053

Resolution Date: April 19, 2007

WHEREAS, Investment Guidelines adopted by this Authority pursuant to the Public Authorities Law §2925 require that an annual report be prepared and submitted to the Board for

approval each year; now therefore

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the Annual Investment Report for the fiscal year 2006; 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 19th day of April 2007.

George C. Sinnott, Secretary

3) Annual Internal Control Certification

Mr. Sewell stated Section 2931 of the Public Authorities Law outlines certain responsibilities the governing Board of the Authority has to establish to maintain systems of internal control.

An Internal control summary report is completed indicating that the Authority has complied with the Law and includes a certification form requiring the Chairman's signature.

Commissioner Carter asked if the Authority filed this document with the State Comptroller.

Mr. Sewell stated this document was filed with the Division of Budget. No official action from the Board was required.

4) Public Authorities Law Section 2800 Annual Financial Report

Mr. Sewell stated the Public Authority Accountability Act of 2006 changed the subject report to include additional information as well as to require approval by the Authority Board. The report is to be sent to the Governor (Authority Budget Office) and the Ranking Majority and Minority Members of the Senate Finance and Assembly Ways and Means Committee. After some discussion, Chairman Sproat called for a motion if there were no further comments. On motion of Commissioner Gerentine, seconded by Vice Chairman Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-054

Resolution Date: April 19, 2007

WHEREAS, Public Authorities Law §2800 requires that an annual report be prepared and submitted to the Board for approval each year; now therefore

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the Annual Report pursuant to Public Authorities Law §2800 for the fiscal year 2006; 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 19th day of April
2007.

George C. Sinnott, Secretary

5) Feldman vs. NYSBA Funding

Mr. Sewell stated that his January 9, 2007 memorandum details the Authority's \$225,000 investment, to date in the subject matter. He explained that subsequent to the Board's approval of \$50,000 in January, the Authority's expert witness who Jason Shaw, Authority Counsel, feels is key to winning or minimizing the settlement of the claim, was diagnosed with, and recently died from, cancer. Mr. Shaw performed a search for another expert and found one in Vermont. Counsel must now spend time getting this expert grounded on the case. The expert must then perform the same types of analyses completed by the previous one. Counsel has asked that we seek approval for another \$75,000 authorization which he feels should be adequate to bring us through the trial. After some discussion, Chairman Sproat called for a motion if there were no further comments. On motion of Commissioner Carter, seconded by Vice Chairman Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-055

Resolution Date: April 19, 2007

WHEREAS, the New York State Bridge Authority has reviewed the report relative to providing up to \$75,000, in addition to the \$225,000 it previously authorized, to make the necessary payments in the matter of Feldman vs. New York State Bridge Authority; now therefore

BE IT RESOLVED, the New York State Bridge Authority does hereby concur with and approve the issuance of up to an additional \$75,000 for the payment of expenditures related to Feldman vs. New York State Bridge Authority; 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 19th day of April 2007.

George C. Sinnott, Secretary

INFORMATION TECHNOLOGY:

1) Caseta Maintenance Retainer 2007-2008 (NYSBA Toll Terminal Software)

Mr. Herd stated he received an invoice for the 2007-2008 maintenance retainer for Caseta Technologies, Inc. in the amount of \$14,000, which covers maintenance services until March 31, 2008. This is the third and final year of maintenance services under this contract, however, the option of renewing for two additional one-year periods exists. Mr. Herd stated IT was very pleased with the performance of Caseta and, as such, is requesting payment of this invoice to continue maintenance services on the toll lane software. Chairman Sproat called for a motion. On motion of Vice Chairman Dressel, seconded by Chairman Sproat, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-056

Resolution Date: April 19, 2007

WHEREAS, the Board of Commissioners has reviewed the memorandum regarding the renewal of the Maintenance Retainer for the Toll System (BA-2002-RO-013-PS) with Caseta Technologies, Inc.; and

WHEREAS, the New York State Bridge Authority's contract with Caseta Technologies Inc. allows for this renewal; now therefore

BE IT RESOLVED that a one year renewal of the current contract with Caseta Technologies Inc. for the Toll System Software Maintenance will be issued for a not-to-exceed amount of \$14,000; 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 19th day of April, 2007.

George C. Sinnott, Secretary

2) Request for Consent to the Acquisition of Caseta Technologies, Inc.

On or about April 4, 2007, Caseta entered into a stock purchase agreement in which Telvent Traffic North America, Inc. will acquire 100% of the outstanding shares of Caseta on or before June 29, 2007. Pursuant to Article 13 of the Agreement with the Bridge Authority, Caseta is prohibited from assigning the Agreement or its power to execute the Agreement to any other person without the previous consent of the Authority. Mr. Whitbeck informed the Board that this acquisition would in no way affect the existing contract that the Authority has with Caseta or its toll system software but that a resolution should be adopted and filed to officially reflect the acquisition. On motion of Vice Chairman Dressel, seconded by Commissioner Paradies, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.: 007-057

Resolution Date: April 19, 2007

WHEREAS, Caseta Technologies stock will be purchased by Telvent Traffic North America, Inc.; and

WHEREAS, the New York State Bridge Authority has an agreement for professional services with Caseta Technologies which, pursuant to Article 13, provides for the Authority's written consent to the assigning of the agreement to another entity; now therefore

BE IT RESOLVED that the Authority agrees and gives written consent for this assignment to Telvent Traffic North America, 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 19th day of April 2007.

George C. Sinnott, Secretary

PUBLIC RELATIONS AND PLANNING:

Mr. Bellucci briefed the Board on the following:

- Suicide Prevention Program – On the technical side of the project, IT has everything in place for installation of the hardware which will be in place, systemwide, by June.
- Bear Mountain Bridge (BMB) Walk – Supporters against Global Warming demonstrated by walking over the BMB on Saturday, April 14th. Mr. Bellucci stated approximately 300 people showed for this event which was held without incident. Maintenance men were on hand and thanked by demonstrators for their assistance.
- Mr. Bellucci is looking into techniques of storing Authority archives electronically.
- Mr. Bellucci looks forward to seeing all at the 75th Anniversary Event being held at 6:00 P.M. today and stated that there should be approximately 200 guests.

REPORTS TO THE BOARD:

Monthly Activity Report of the Executive Director

- The Monthly Activity Report for March was submitted by the Executive Director. Mr. Sinnott stated that there were no expenditures to report.

Chairman Sproat stated this concluded Authority business for the regular meeting and called for a motion to adjourn the meeting and have the Attorney/Client Privilege Session. On motion of Commissioner Paradies, seconded by Vice Chairman Dressel, and approved unanimously, the regular meeting adjourned at 4:55 P.M.

The next regular meeting is scheduled for May 17, 2007 at 3:00 P.M. at Headquarters.