

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

HELD AT HEADQUARTERS, HIGHLAND, N.Y. ON
May 17, 2018

Business agenda documents/reports are mailed to the Board Members and General Counsel one week prior to the meeting. Board meetings are web cast and are available on-line.

IN ATTENDANCE:

BOARD MEMBERS:

Gerentine, Richard A., Chairman
Higgins, Roger P, Vice Chairman
Dressel, Roderick O., Commissioner

OFFICERS:

Ruggiero, Joseph, Secretary
Bushek, Brian, Treasurer
Whitbeck, Carl G., Counsel

ABSENT:

Jablonski, Diane, Commissioner

Chairman Gerentine called the meeting to order at 3:17 pm. Chairman Gerentine called for a motion to adopt the minutes of the April 19, 2018 Regular meeting. On motion of Vice Chairman Higgins, seconded by Commissioner Dressel, the minutes of the April 19, 2018 Regular meeting were adopted unanimously. Chairman Gerentine asked for a motion to adopt the minutes of the May 2, 2018 Special meeting as amended to reflect the correct time and motions. On a motion of Vice Chairman Higgins, seconded by Commissioner Dressel the amended minutes for the Special meeting was approved unanimously.

ADMINISTRATION:1) Management Training provider – BA-2018-OA-001-PS

Mr. Russo indicated to the Board that the Authority recently advertised a Request For Proposal (RFP) to solicit professional services for a series of management training sessions. The Authority is seeking to build on prior training programs to provide professional development for its senior and mid-level managers and supervisors. The training sessions would seek to train and empower managers to increase their skills in communication, leadership, coaching, and conflict management and employee evaluation. For some individuals the training will be an enhancement to prior training opportunities, while for others who are recently new to management roles, it would provide new and beneficial guidance. The Authority received approximately 19 proposals of which 7 were selected for evaluation and scoring due to budgetary considerations. Through scoring, the evaluation committee identified the top 3 candidate firms and invited them for oral interviews. Based on a final score after these interviews, the committee is recommending the professional services of Scimia Consulting Group, Inc., of Pleasantville, NY. The firm's President/CEO demonstrated a complete understanding of the Authority's RFP, offered several specific examples of relevant past experience and presented a style of delivery that the committee felt would generate the necessary rapport with the training participants to help guarantee the desired outcomes. Accordingly, the committee recommends award of a contract for professional services be awarded to Scimia Consulting Group, INC, a certified WBE firm, in an amount no to exceed \$22,204. Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-062

Resolution Date: May 17, 2018

WHEREAS, the Authority has determined it in the public interest to provide professional development training for its senior and mid-level managers and supervisors; and

WHEREAS, the Authority solicited RFP BA-2018-OA-001-PS Supervisory Management Training/ Trainers; and

WHEREAS, the Authority's staff has received and evaluated resulting proposals and recommends the selection of Scimia Consulting Group, Inc. to provide professional development training; now therefore

BE IT RESOLVED, the Board of Commissioners of the New York State Bridge Authority authorize award of a contract in an amount not to exceed \$22,204.00 to Scimia Consulting Group, Inc. of Pleasantville, NY, a certified WBE ; and,

BE IT RESOLVED 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 17th day of May, 2018.

Joseph Ruggiero, Secretary

ENGINEERING:1) Revised 2018-2022 Capital Plan

Mr. Wright indicated that in September of 2017 the Board approved the 2018-2022 Capital Plan. Mr. Wright reviewed the revisions that were made to the Plan, and explained that the projects involving mostly painting and pavement were delayed a year. Chairman Gerentine called for a motion. On a motion of Commissioner Dressel, seconded by Vice Chairman Higgins, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-063Resolution Date: May 17, 2018

WHEREAS, the Board has reviewed the newly revised 2018-2022 Capital Program for scope and cost; and

WHEREAS, the Authority Directors and Executive Office have prepared this plan upon recommendations from our General Consultant, Modjeski & Masters; and

WHEREAS, the original 2018-2022 Capital Program was approved in September 2017 in the amount of \$162,473,000.00; now therefore

BE IT RESOLVED that the 2018-2022 Capital Program in the amount of \$169,312,000.00 be approved; 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 17th day of May 2018.

Joseph Ruggiero, Secretary

2) 2018 RAM ¾ Ton 4WD Pickups Purchase BA-2018-RE-103-AC 2018

Mr. Wright indicated to the Board that the Authority recently utilized the competitive mini-bid process, "Vehicle Marketplace," offered by the NYS OGS and also advertised the opportunity in the NYS Contract Reporter to locate two (2) 2018 Regular Cab, 4WD, Long Box, ¾ ton pickup trucks. These trucks will replace a 2006 Chevy 2500 at RVWB with 98,000 miles and 1200 hours and a 2011 Ford F250 at NBB with over 137,800 miles and 8258 hours. Both these vehicles meet the Authority's requirements for replacement and will be put up for auction. The Authority solicited bids through both venues to assure the best prices and to allow local vendors to bid; ultimately the low bidder was local, but not a participant in the "Vehicle Marketplace". There is currently no authorized M/WBE vendor for vehicles and as such; vehicle procurement has been placed on the Authority's Exclusion list for this year. The apparent low bidder, Sawyer Motors, has quoted the Authority a price of \$58,211.00 for the two vehicles that met the Authority's specifications. Chairman Gerentine called for a motion. On a motion of Commissioner Dressel, seconded by Vice Chairman Higgins, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-064

Resolution Date: May 17, 2018

WHEREAS, the New York State Bridge Authority has determined it is in the public interest to replace a 2006 Chevy 2500 pickup truck at the Rip Van Winkle Bridge with 98,000 miles and 1200 hours and a 2011 Ford F250 pickup truck at the Newburgh-Beacon Bridge with over 137,800 miles and 8258 hours; and

WHEREAS the Authority utilized the "Vehicle Marketplace" services provided by NYS Office of General Services and also put the procurement to bid to obtain the best price and allow local vendors to participate; and

WHEREAS, the Authority has determined that Sawyer Motors, of Saugerties, NY is the apparent low bidder having provided vehicles that met our specifications; and

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

BE IT RESOLVED that the Board of Commissioners of the New York State Bridge Authority approve issuing a purchase order to Sawyer Motors for the purchase of two (2) 2018 RAM 2500 regular cab 4x4 pickup trucks in the amount of \$58,211.00; 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 17th day of May, 2018.

Joseph Ruggiero, Secretary

3) 2018 RAM 4500 Cab and Chassis with Dump Body, Spreader and Plow BA-2018-RE-107-AC

Mr. Wright indicated to the Board that the 2018 Capital Equipment budget included the purchase of one (1) new 4WD medium dump truck with plow and sander to be utilized at the Mid-Hudson Bridge. This type of truck has proven extremely useful and will replace Truck #246 at MHB, a 2000 Chevy 3500, which will be put up for auction. The Authority put the purchase out to bid ourselves, rather than utilize the NYS OGS "Vehicle Marketplace" because we require the truck equipment upfitter to be within forty (40) miles for service purposes. This approach also allows local vendors, who are not participants in the "Vehicle Marketplace" the opportunity to bid. The Authority received two (2) cost proposals on Thursday, May 3, with Robert Green Truck Division of Monticello, New York, being the apparent low bidder at \$69,263.00. There is currently no authorized M/WBE vendor for vehicles and as such vehicle procurement has been placed on the Authority's Exclusion list for this year. Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-065

Resolution Date: May 17, 2018

WHEREAS, the 2018 Capital Equipment budget includes the purchase of one (1) new 4WD medium dump truck with plow and sander; and

WHEREAS; and the New York State Bridge Authority has determined it is in the public interest to replace Truck #246 at the Mid-Hudson Bridge, a 2000 Chevy 3500 4WD medium dump truck, which will be put up for auction; and

WHEREAS, the Engineering and Maintenance department advertised and bid this purchase in the NYS Contract Reporter and received two (2) bids; and

WHEREAS, the Authority has determined that Robert Green Truck Division of Monticello, NY is the apparent low bidder having provided a vehicle that meets our specifications; now therefore

BE IT RESOLVED that the Board of Commissioners of the New York State Bridge Authority approve issuing a purchase order to Robert Green Truck Division for the purchase of one (1) 2018 RAM 4500 cab and chassis with dump body, spreader and plow in the amount of \$69,263.00; 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 17th day of May, 2018.

Joseph Ruggiero, Secretary

4) Proposed Easement with Central Hudson

Mr. Wright indicated to the Board that Central Hudson is looking to install a 12” plastic gas main to reinforce the existing gas distribution main in the City of Poughkeepsie. They are proposing to install 315’ along Rinaldi Boulevard, beneath the Mid-Hudson Bridge East approach and 80’ along North Water Street, beneath the Walkway Over the Hudson. Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-066

Resolution Date: May 17, 2018

WHEREAS, the New York State Bridge Authority has determined it is in the public interest to enter into a Grant of Easement and Right Of Way agreement with Central Hudson Gas & Electric Corporation; and

WHEREAS, this easement will allow for Central Hudson to install 395’ of 12’ plastic gas main on NYSBA ROW along North Water Street and Rinaldi Boulevard to reinforce the existing gas distribution main in the City of Poughkeepsie; and

WHEREAS, the Executive Office and Authority Directors have reviewed said agreement; and

WHEREAS, the Authority’s General Counsel has reviewed and approved said agreement; now therefore

BE IT RESOLVED that the Board of Commissioners of the New York State Bridge Authority authorize the Executive Director to enter into the Grant of Easement and Right Of Way; 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 17th day of May, 2018.

Joseph Ruggiero, Secretary

5) Jobs in Progress

Mr. Wright advised the Board regarding the Engineering Jobs in Progress Report for the month of May. Mr. Wright mentioned that the railing and sidewalk rehab at the Rip Van Winkle Bridge will be complete mid-June. Also mentioned was the solar project at Kingston-Rhinecliff Bridge which will be complete at the end of December. Steel repairs at the Mid-Hudson Bridge will be done by August 2018. Cable investigation on the Mid-Hudson Bridge will be done July through September. Steel repairs at the Newburgh-Beacon Bridge will be complete by August 2018. Also the catwalk lowering and 9W ramp will be complete by the end of 2018. Mr. Wright also mentioned that security fencing will start at multi-facilities in June. Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-067Resolution Date: May 17, 2018

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 17th day of May 2018.

Joseph Ruggiero, Secretary

FINANCIAL:1) Investment Transaction Report

Mr. Bushek reviewed the Investment Report for the month of April noting ten investments for the month. Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-068Resolution Date: May 17, 2018

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 April 19, 2018; now therefore and,

BE IT RESOLVED, that the Board of Commissioners of the New York State Bridge Authority 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 17th day of May, 2018.

Joseph Ruggiero, Secretary

2) 2018 Internal Control Systems Auditor – Internal Audit Plan and Engagement Letter

The Authority ran an RFP for an Internal Control System Auditor in May 2016 and awarded in June 2016 the contract to Tronconi, Segarra & Associates. The Internal Controls System Audit achieves the objectives identified within the engagement letter supporting the Authority by evaluating the effectiveness of internal controls. The Internal Controls System Auditor has developed the Audit Plan. The 2018 audit plan builds upon the previously provided audit plans given to the Audit Committee based on three year cycles that began in 2011. The plan, approved by the Audit Committee, outlines the major Authority functions, assesses the risk associated with each function, and provides an outline for the 2018 testing. The purpose of this audit is not to detect fraud, though any fraud indicated will be brought to the attention of the Audit Committee. The objective is to review each area and determine whether controls adequately mitigate risk to the Authority. For 2018, the Internal Auditor will perform Audit work on the following: Cash Management and Investments, Procurement, Accounts Payable, & Employee Travel, Fixed Asset Acquisition, Inventory, and Disposal and Toll Collection & Revenues. Note that Toll Collection & Revenues is considered high risk for the Authority. The total not-to-exceed fee for the 2018 engagement is \$19,500, consistent with the original proposal. Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Stanton, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-069

Resolution Date: May 17, 2018

WHEREAS, the Board has reviewed the report relative to the 2017 Internal Controls Systems Audit Plan and engagement letter; now therefore,

BE IT RESOLVED, the New York State Bridge Authority does hereby approve the 2018 Audit Plan and engagement under the contract BA-2016-OA-002PS originally awarded in June 2016 to Tronconi, Segarra & Associates at a not to exceed cost of \$19,500 for the year ending December 31, 2018; and therefore

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 17th day of May, 2018.

Joseph Ruggiero, Secretary

3) Audit of Year End 2018 Financial Statements

Mr. Bushek indicated to the Board that in July 2016, the Authority advertised a Request for Proposal (RFP) for the subject services and awarded a contract to EFPR for \$16,900 per year. EFPR has also agreed to engage a sub-contractor to meet the Authority's MWBE goals. Based on our satisfaction with the Authority's prior audits and the cost Mr. Bushek recommended the Audit Committee and the Board approve the 2018 Engagement Letter under contract BA-2016-OA-001PS to EFPR Group. Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Stanton, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-070

Resolution Date: May 17, 2018

WHEREAS, the Board has reviewed the report relative to the 2018 Engagement under contract BA-2016-OA-001PS for Independent Accountant services; now therefore and,

BE IT RESOLVED, RESOLVED the New York State Bridge Authority does hereby approve the 2018 Engagement Letter on contract BA-2016-OA-001 PS for Independent Accountant Services for the annual fee of \$16,900 to EFPR Group; 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 17th day of May, 2018.

Joseph Ruggiero, Secretary

4) Quarterly Operations Report Q1 2018

Mr. Bushek indicated to the Board that the traffic increase of 1.1% for three months was the result of increases in both passenger and commercial, 1.08% and 0.84% respectively. This increase has no clearly identifiable causes beyond normal variation. Toll revenue increased 0.65% consistent with increases in traffic with passenger, but commercial slightly decreased contributing 1.04% and -0.19% respectively on mix of traffic. Increasing funds available to invest have allowed the Authority to benefit from rising interest rates and allowed for a longer term investment horizon, interest income increased \$90,000 to \$269,000 year to date. Miscellaneous receipts was mostly stable compared to prior year and the Authority adopted mark to market accounting on investments which resulted in the remaining increase. Operating expenses decreased \$84,000 a net result of: Salaries increased by \$263,000 which was the net result of a timing difference in payroll year over year and contractually obligated wage and salary increases, Health Insurance Costs are down \$92,000 as a result of timing of payments in the prior year; Maintenance and Repairs are down \$93,000 associated with the timing of payments in the prior year; Professional Fees down \$40,000 due to delays in legal invoicing, and Equipment purchases are down \$97,000 as the Authority upgraded capabilities of the Command Center at all facilities in the prior year. Operating expenses were budgeted at \$34.9 million, which includes \$2.5 million for accrual post-employment benefits and \$1.6 million for depreciation of the Walkway Over The Hudson booked at year end. As of 3/31, \$5.0 million was spent. No action was required by the Board.

INFORMATION TECHNOLOGY:1) Microsoft Licensing Renewal

In Mr. Herd's absence, Ms. Rivera-Byrne indicated to the Board that it is necessary to license the Microsoft operating systems and programs installed on the computers in use at the Authority. To maintain license integrity and to allow the use of multiple versions of the Microsoft Suite of products, the Authority participates in the NYS statewide Microsoft Licensing Program (Software Assurance). The benefits of this program include price protection, predictable budgetary amounts and software licensing flexibility over the period of this agreement. This program is structured as a "three year" agreement with annual payments. At this time we are recommending approval of the third payment for a total of \$24,003.48. Additionally with the Software Assurance program last year; the Authority had to true up on our license count so the annual payment this year for the true ups is an additional \$5,770.02. The total cost this year will be \$29,773.50 for the Microsoft Licensing renewal. The licensing agreement through the NYS Office of General Services has been awarded to Dell and they are the reseller of these services. Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Stanton, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-071Resolution Date: May 17, 2018

WHEREAS, the Board of Commissioners has reviewed the memorandum describing the need to license the Microsoft software products in use on the Authority's electronic computer systems; and,

WHEREAS, the Authority will participate in this licensing program through the NYS Office of General Services Statewide Contract PS67650; now therefore

BE IT RESOLVED, that the Board of Commissioners of the New York State Bridge Authority that the purchase of the software licensing services for the third year of a three year program hereby be approves at a cost not to exceed of \$29,773.50; 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 17th day of May, 2018.

Joseph Ruggiero, Secretary

BRIDGE OPERATIONS:1) Supplemental – RVW Electrical and Fiber Conduit Relocation – BA-2017-OO-121.IT

Mr. Kelly reported to the Board that this project seeks to relocate existing occupied electrical conduit and fiber optic cable to make way for construction of a sidewalk associated with the Skywalk at the Rip Van Winkle Bridge. Mr. Kelly recommended doing this work as a Supplemental Agreement under Schupp's current agreement BA-2017-OO-121-IT, "System-Wide Fiber Maintenance Services". Chairman Gerentine called for a motion. On a motion of Vice Chairman Higgins, seconded by Commissioner Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-072

Resolution Date: May 17, 2018

WHEREAS, the Board of Commissioners have reviewed the memorandum describing the need to relocate existing electrical and fiber optic cables for construction associated with the Rip Van Winkle Bridge Skywalk; and,

WHEREAS, the Authority will do this work as a Supplemental Agreement under our current contract agreement with Schupps Line Construction BA-2017-OO-121-IT,"System-Wide Fiber Maintenance"; now therefore

BE IT RESOLVED, that the Board of Commissioners of the New York State Bridge Authority approve the Supplemental Agreement with Schupps Line Construction for the relocation of existing electrical and fiber optic cables for a not to exceed amount of \$25,170.00; 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 17th day of May, 2018.

Joseph Ruggiero, Secretary

2) Pier Camera Replacement Project

Mr. Kelly indicated to the Board that in 2015 the System Wide Camera Replacement Project, BA-2015-RE-002-AC, was started. The procurement of these cameras was through a federal government grant, EMW-2014-PU-00218-S01 that NYSBA was awarded. Regarding the CoHu cameras that were purchased; after much work with the manufacturer, reseller and NYSBA, it was determined that these cameras were not functioning as expected. A refund was given for the CoHu cameras. With the Board's approval we spent a portion of the funds on the purchase of two replacement video servers in October 2017. After considerable field testing at multiple facilities we are ready to purchase replacement cameras for our piers. Utilizing the NYS OGS contract # PT 64058 and Adirondack Cabling and Security, Inc. for surveillance cameras, we have received a quote to purchase 14 Axis Q8685 cameras for \$43,097.60. We will also require approximately \$5,000.00 for miscellaneous cabling and equipment to complete the project. We request authorization to spend a not to exceed amount of \$48,000.00 to be spent solely from monies refunded to the Authority from the return of the Cohu cameras.

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-073Resolution Date: May 17, 2018

WHEREAS, the Board of Commissioners have reviewed the memorandum describing how the refund from the grant the Authority was awarded and will be spent on the pier camera replacement project; and,

WHEREAS, the Authority will participate in the NYS OGS Contract # PT 64058 through Adirondack Cabling and Security, Inc.; now therefore

BE IT RESOLVED, that the Board of Commissioners of the New York State Bridge Authority approve the procurement of fourteen Axis Q8685 pier cameras for \$43,097.60 and additional miscellaneous cabling and equipment totaling a not to exceed amount of \$48,000.00 to be spent solely from monies refunded to the Authority from the return of the CoHu cameras; 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 17th day of May, 2018.

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 noting no expenditures.
- 2) April 2018 Traffic and Revenue Analysis
Mr. Ruggiero noted for the month of April traffic increased 1.11% and revenue increased 1.03%. No action was required by the Board.
- 3) April 2018 E-ZPass Sales Analysis
Mr. Ruggiero indicated that year-to-date 2017 tag sales were 3,188, compared to 3,402 sold year-to-date 2018. No action was required by the Board.
- 4) Historic Bridges of the Hudson Valley (HBHV) Monthly Report for April 2018
The full monthly and detailed report was submitted to the NYSBA Board of Commissioners and submitted by the Historic Bridges of the Hudson Valley President Tara Sullivan and Director Kathy Burke.

NEW BUSINESS:1) Shared Services Agreement for Special Counsel Risk Management

Mr. Ruggiero informed the Board that the Governor's Office has initiated a special counsel program providing the New York State Bridge Authority (hereinafter "the Authority") with a liason special counsel to work with the 2nd Floor and the Authority to facilitate discussions concerning state policy. The special counsel will be an employee of the NYS Thruway Authority (hereinafter "the Thruway) and we will share the expense to the extent of 30%. Her costs will be a salary of \$120,000 for the Thruway, together with benefits at the 2018 rate of 68.91% commencing June 14, 2018. The benefit calculation will change on January 1, 2019. The Thruway will bill us in the ordinary course of their business arrangements with us. The Authority has experience with the Thruway now with a cooperative agreement for E-ZPass which works without any problem and has since at least 1998. This agreement will give the Authority a unique contact to the 2nd Floor which we now lack. We believe this agreement could work well to our benefit. Joe, Tom, Brian and I met with Blaise DiBernardo and found her to be motivated and quite knowledgeable about the proposal. Attorney/Client Privilege Confidentiality is our only concern and the agreement allows us to terminate if she breaches that confidentiality. The agreement is also terminable on thirty (30) days' notice for any reason. The cost should not exceed \$55,000 per year. Chairman Gerentine called for motion. On a motion Vice Chairman Higgins, seconded by Dressel, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 018-074

Resolution Date: May 17, 2018

WHEREAS, the Governor's Office has initiated a special counsel program providing the Authority with a liason special counsel to work with the 2nd Floor and the Authority to facilitate discussions concerning state policy;

WHEREAS, the special counsel will be an employee of the New York State Thruway Authority and the Authority will share the expense to the extent of 30%; now therefore

BE IT RESOLVED that the Executive Director is authorized and directed to execute a Memorandum of Agreement with the New York State Thruway Authority in consultation with General Counsel.

IN WITNESS WHEREOF, this resolution has been duly adopted this 17th day of May, 2018.

Joseph Ruggiero, Secretary

This concluded the regular meeting. Chairman Gerentine asked for a motion to adjourn the meeting. On a motion of Commissioner Dressel, seconded by Commissioner Stanton and approved unanimously, the regular meeting adjourned at 3:46 P.M.

The next regular Meeting of the Board of Commissioners meeting is scheduled for June 21, 2018 at 3:00 P.M. at Headquarters.