

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

HELD AT HEADQUARTERS, HIGHLAND, N.Y. ON
September 17, 2015

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
Dressel, Roderick O., Commissioner
Higgins, Roger P., Commissioner
Lashua, C. Vane, Commissioner

OFFICERS:

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

ABSENT:

Ramaglia, Joseph, Vice Chairman

Chairman Gerentine called the meeting to order at 3:32 pm. Chairman Gerentine called for a motion to adopt the amended agenda. On a motion of Commissioner Lashua, seconded by Commissioner Higgins, the amended agenda was adopted unanimously. Chairman Gerentine called for a motion to adopt the minutes of the August 18, 2015 Regular meeting. On motion of Commissioner Lashua, seconded by Commissioner

Higgins, the minutes of the August 18, 2015 Regular meeting were adopted unanimously. After further review, on a motion of Commissioner Higgins, seconded by Commissioner Dressel, approval of the August minutes was withdrawn by a unanimous vote of the Board. Revised August minutes will be reconsidered at the October Board meeting.

ADMINISTRATION:

1) IAG Operating Agreement

Mr. Russo indicated that the IAG Restated Operating Agreement was reviewed by the IAG Legal Committee and passed by resolution at the IAG Executive Management Committee meeting on August 13, 2015. Essentially, the existing Operating Agreement and all of its subsequent amendments were re-drafted into a consolidated form to incorporate all of the amendments that have been added over the years into the base document. Mr. Russo and Chris Chale had reviewed the document through several drafts via our respective IAG committees prior to the resolution to accept it in its current form. Chairman Gerentine called for a motion. On a motion of Commissioner Lashua, seconded by Commissioner Higgins, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY BOARD RESOLUTION

Resolution No.: 015-100

Resolution Date: September 17, 2015

WHEREAS, the New York State Bridge Authority (the "Authority") proposes to enter into an Amended and Restated E-ZPass Operations Interagency Agreement ("Amended and Restated Agreement") between the New Jersey Turnpike Authority, the New York State Thruway Authority, the Pennsylvania Turnpike Commission, The Port Authority of New York and New Jersey, the South Jersey Transportation Authority, the Triborough Bridge and Tunnel Authority, the Delaware River Port Authority, the Delaware Department of Transportation, the Maryland Transportation Authority, the New York State Bridge Authority, the Massachusetts Department of Transportation, the Delaware River and Bay Authority, the Delaware River Joint Toll Bridge Commission, the Maine Turnpike Authority, the New Hampshire Department of Transportation, Bureau of Turnpikes, the Virginia Department of Transportation, the Illinois State Toll Highway Authority, the Ohio Turnpike and Infrastructure Commission, the Rhode Island Turnpike and Bridge Authority, the Burlington County Bridge Commission, the Buffalo and Fort Erie Public Bridge Authority and the West Virginia Parkways Authority ("Full Member Agencies"), to jointly and cooperatively

implement an electronic toll collection system known as E-ZPass; and

WHEREAS, the form of Amended and Restated Agreement has been submitted and approved at the IAG meeting of the Executive Management Committee on August 13, 2015; and

NOW THEREFORE BE IT RESOLVED BY THE NEW YORK STATE BRIDGE AUTHORITY AS FOLLOWS:

The Executive Director or the Chairman is hereby authorized to execute, acknowledge and deliver the Amended and Restated Agreement with such changes, insertions and omissions to the form presented to this meeting as may be approved by such office in consultation with counsel. The execution of the Amended and Restated Agreement by any such officer shall be conclusive evidence of approval. The officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms of this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 17th day of September 2015.

Joseph Ruggiero, Secretary

ENGINEERING:1) Capital Plan 2016-2020 Five Year Program

Mr. Wright explained to the Board that they have developed the Capital Improvement Program, taking into account all seven Hudson River crossings under the Authority's jurisdiction. Railing Replacement and Sidewalk Replacement at the Rip Van Winkle Bridge, deck overlay and electrical upgrade at the Kingston Rhinecliff Bridge, and the main cable inspection at the Mid-Hudson Bridge are included in this capital plan. Chairman Gerentine called for a motion. On a motion of Commissioner Higgins, seconded by Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-101Resolution Date: September 17, 2015

WHEREAS, the Board has reviewed the 2016-2020 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; now therefore

BE IT RESOLVED that the 2016-2020 Capital Program in the amount of \$83,559,000.00 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 September, 2015.

Joseph Ruggiero, Secretary

2) Jobs In Progress

Mr. Wright advised the Board regarding the Engineering Jobs in Progress Report for the month of August. Mr. Wright informed the Board that the Newburgh-Beacon Bridge redecking project remains on schedule and last panels are to be set at the end of the week with the project substantially complete by October 31st. Chairman Gerentine called for a motion. On a motion of Commissioner Dressel, seconded by Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-102

Resolution Date: September 17, 2015

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 September 2015.

Joseph Ruggiero, Secretary

FINANCIAL:1) Investment Transaction Report

Mr. Bushek reviewed the Investment Report for the month of August noting four investments for the month. Chairman Gerentine called for a motion. On a motion of Commissioner Ramaglia, seconded by Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-103Resolution Date: September 17, 2015

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 August 18, 2015; 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 17th day of September 2015.

Joseph Ruggiero, Secretary

2) Bridge System Net Revenue

Mr. Bushek noted the Audit and Finance committees, meeting as a Whole, made a recommendation to approve the Bridge System Net Revenues. Chairman Gerentine called for a motion. On a motion of Commissioner Higgins, seconded Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-104

Resolution Date: September 17, 2015

WHEREAS, §7.13(c) of the Bridge System Revenue Bond Resolution adopted December 19, 1996, requires a review of the financial condition of the New York State Bridge Authority for the purpose of estimating whether the Net Revenues less investment earnings on amounts held in the General Fund and the Construction Fund for each year and for the next succeeding year will be sufficient to provide all the payments specified in subsection (b) of §7.13; now therefore

BE IT RESOLVED, that the Authority has completed such a review and has determined the Net Revenues less investment earnings on amounts held in the General Fund and the Construction Fund for the years 2015 and 2016 will be sufficient to provide all of the payments specified by subsection (b) of §7.13; and

BE IT FURTHER RESOLVED that the Secretary is directed to provide the Trustee with a certified copy of this resolution together with a certificate setting forth a reasonably detailed statement of actual and estimated Revenues and Operating Expenses and other pertinent information upon which such determination was made.

IN WITNESS WHEREOF, this resolution has been duly adopted this 17th day of September 2015.

Joseph Ruggiero, Secretary

3) Operating Budget

Mr. Bushek noted the Audit and Finance committees, meeting as a Whole, made a recommendation to approve the Operating Budget. Chairman Gerentine called for a motion. On a motion of Commissioner Dressel, seconded by Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-105

Resolution Date: September 17, 2015

WHEREAS, §2801 of the Public Authorities Law requires that budget information for fiscal years 2014 and 2015 shall be prepared, adopted, and forwarded in report form to the offices cited in §2801, Public Authorities Law; now therefore

BE IT RESOLVED, that the Authority hereby adopts the proposed 2015 and 2016 budgets; 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 September 2015.

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) August 2015 Traffic and Revenue Analysis

Mr. Ruggiero noted for the month of July traffic increased 3.02% and revenue increased 3.32%. No action was required by the Board.

3) August 2015 E-ZPass Sales Analysis

Mr. Ruggiero indicated that year-to-date 2015 tag sales were 4,070, compared to 5,620 sold year-to-date 2014. No action was required by the Board.

NEW BUSINESS:1) Recommendations of Governance Committeea. Management-Confidential Compensation Plan Update

Mr. Bellucci informed the Board that the NYSBA Management-Confidential Compensation Plan was updated to include existing provisions for optional insurance programs available through the Authority (or the State of New York that are enabled by the Authority) and updated the titles list. The Governance Committee has reviewed the update and has recommended the revisions for the full Board's consideration. Chairman Gerentine called for a motion. On a motion of Commissioner Higgins, seconded by Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-106

Resolution Date: September 17, 2015

WHEREAS the New York State Bridge Authority has adopted a Management-Confidential Compensation Plan to administer the compensation of non-union employees; and,

WHEREAS, the Authority periodically reviews and updates the Management-Confidential Compensation Plan to provide appropriate consistency with the Collective Bargaining Agreement as well as address the changing needs of the Authority; now therefore

BE IT RESOLVED that the Board of Commissioners of the New York

State Bridge Authority, upon the recommendation of the Governance Committee, has reviewed and approves the updated Management-Confidential Compensation Plan with regards to certain titles and optional insurance programs; 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 September, 2015.

Joseph Ruggiero, Secretary

b. Code of Ethics Update

Mr. Bellucci informed that Board that the Joint Commission on Public Ethics (JCOPE) has revised its regulations regarding conflicts of interest relative to outside activities. The NYS Bridge Authority is already substantially in compliance with these regulations. To provide additional clarity, a proposed update to the Authority's Code of Ethics that references the JCOPE regulations and notes that the Authority has adopted the annual review of outside activities for all compensated employees and that the Code of Ethics includes compliance with the JCOPE regulation Title 19 NYRR Part 932.9 has been reviewed by the Governance committee and recommended for the full Board's consideration. Chairman Gerentine called for a motion. On a motion of Commissioner Higgins, seconded by Commissioner Lashua, the following resolution as adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-107

Resolution Date: September 17, 2015

WHEREAS the New York State Bridge Authority has adopted a Code of Ethics to serve as a guide for official conduct and to enhance the ethical and professional performance of all officers and employees; and,

WHEREAS, the Authority periodically reviews and updates the Code of Ethics regarding new regulations, laws and other appropriate guidance and to meet the needs of the Authority; and,

WHEREAS, the NYS Joint Commission on Public Ethics (JCOPE) has revised regulations regarding Outside Activity Restrictions and Approval Procedures; now therefore

BE IT RESOLVED that the Board of Commissioners of the New York State Bridge Authority, upon the recommendation of the Governance Committee, has reviewed and approves the updated Code of Ethics to include reference and compliance with the JCOPE regulations; 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 September, 2015.

Joseph Ruggiero, Secretary

2) Broadband Consulting Payments

Mr. Bellucci indicated to the Board that the Authority has recently executed the new fiber optic leases. Payments for consulting services for the executed contracts are to be made to Broadband Consulting Services in three annual installments and are net of previous payments incurred during the development of the contract. Work on some of these contracts began last year and the work done by Broadband Consulting has been beneficial to the Authority. Chairman Gerentine called for a motion. On a motion of Commissioner Higgins, seconded by Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-108

Resolution Date: September 17, 2015

WHEREAS, leasing excess dark fiber optic strands has become a significant source of non-toll revenue for the Authority; and,

WHEREAS, the Authority has executed a System-Wide Telecom Consultant Services (**BA-2012-OA-010-PS**) agreement with BROADBAND CONSULTING SERVICES and,

WHEREAS, Broadband Consulting Services has successfully fulfilled the terms of the Telecom Consultant agreement with the execution of fiber optic lease agreement between the Authority and Lighttower Fiber Network at both the Bear Mountain and Rip Van Winkle bridges, FirstLight Fiber at the Bear Mountain Bridge and TimeWarner Cable Business at the Newburgh-Beacon Bridge; NOW THEREFORE,

BE IT RESOLVED that, the Board of Commissioners of the New York State Bridge Authority authorizes total payment in three equal annual amounts per the terms of the Telecom Consulting Agreement as follows:

Lighttower Fiber Network at the BMB \$9,199.44;
Lighttower Fiber Network at the RVWB \$20,569.09;
FirstLight Fiber at the BMB \$9,199.44;
TimeWarner Cable Business \$2,261.60; 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 September, 2015.

Joseph Ruggiero, Secretary

3) Government Affairs Services

The Authority has a continuing need for strategic and general advice and counsel including, but not limited to, the monitoring of legislation relative to the Bridge Authority, other State authorities, transportation and homeland security issues. The Board has determined that it is more cost effective to secure these services through a professional service agreement rather than establish an office in Albany or attempt to accomplish these tasks by frequent travel and a staff assignment. The Board has executed an agreement with Gerald J. Jennings, a partner with the law firm of Wilson, Elser, Moskowitz, Edelman & Dicker LLP (Wilson), to provide these services. This agreement provided for a fee of \$3,000 per month plus reasonable out-of-pocket expenses. Mr. Jennings has been successful in assisting the Authority regarding a number of issues over the past years. Based upon our overall satisfaction with Mr. Jennings' services, the fee remaining at \$3,000 per month and the continued need for these services, it is my recommendation that we continue the professional service agreement and renew this contract for an additional year commencing September 18, 2015. Chairman Gerentine called for a motion. On a motion of Commissioner Higgins, seconded by Commissioner Lashua, the following resolution was adopted unanimously:

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.: 015-109

Resolution Date: September 17, 2015

WHEREAS, the New York State Bridge Authority has considered the recommendation relative to reappointing the firm of Wilson, Elser, Moskowitz, Edelman & Dicker LLP, to provide government affair services with the legislative and executive departments; now therefore

BE IT RESOLVED that the law firm of Wilson, Elser, Moskowitz, Edelman & Dicker LLP is hereby awarded a one year contract at a not-to-exceed rate of \$3,000 per month, in addition to reasonable out-of-pocket expenses, as of September 18, 2015; 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 September 2015.

Joseph Ruggiero, Secretary

Chairman Gerentine took a moment to thank Mr. Ruggiero, Ms. Sullivan and NYSBA staff for the commemoration of the 90th Anniversary of the Bear Mountain Bridge and thanked everyone involved for all of their efforts to make the celebration a success.

This concluded the regular meeting. Chairman Gerentine asked for a motion to adjourn the meeting. On a motion of Commissioner Higgins, seconded by Commissioner Lashua, and approved unanimously, the regular meeting adjourned at 3:45 P.M.

The next regular Meeting of the Board of Commissioners meeting is scheduled for October 15, 2015 at 3:00 P.M. at Headquarters.