



# NEW YORK STATE BRIDGE AUTHORITY

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ANDREW M. CUOMO, *Governor*

JOSEPH RUGGIERO, *Executive Director*

**BOARD**

RICHARD A. GERENTINE  
*Chairman*

JOSEPH RAMAGLIA  
*Vice Chairman*

RODERICK O. DRESSEL  
C. VANE LASHUA

ROGER P. HIGGINS

## Governance Committee Meeting Agenda February 20, 2014

### Committee Members

Richard A. Gerentine, Chairman  
Roger P. Higgins  
C. Vane Lashua

1. Adopt the revised Minute of the December 19, 2013 meeting
2. Adopt the Minute of the January 16, 2014 meeting
3. Consider a recommendation to the Board of Commissioners regarding Fiber Optic Leasing Regulations
4. Consider a recommendation to the Board of Commissioners regarding the adoption of a DWI policy
5. Other Business
6. Adjourn

**BRIDGES**

RIP VAN WINKLE  
P.O. Box 286  
Catskill, NY 12414  
(518) 943-2360

KINGSTON-RHINECLIFF  
P.O. Box 1400  
Kingston, NY 12402  
(845) 336-8181

MID-HUDSON  
P.O. Box 1010  
Highland, NY 12528  
(845) 691-7221

NEWBURGH-BEACON  
P.O. Box 28  
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P.O. Box 323  
Ft. Montgomery, NY 10922  
(845) 446-4721

**New York State Bridge Authority Governance Committee  
Meeting Minutes of January 16, 2014**

The New York State Bridge Authority's Governance Committee met at the Authority's Headquarters in Highland, New York, at 3:10 p.m. on January 16, 2014.

In addition to Governance Committee Chairman Richard Gerentine and Committee members Vane Lashua and Roger Higgins, those in attendance included:

Roderick Dressel  
Joseph Ramaglia  
Joseph Ruggiero  
Brian Bushek  
Carl G. Whitbeck, Jr., Esq.  
John R. Bellucci

Upon a motion made by Chairman Gerentine and seconded by Mr. Higgins, the minutes of the December 19, 2013 meeting were approved unanimously.

Mr. Bellucci made a report to the Committee regarding the Authority Budget Office (ABO) Self-Evaluation Survey. Mr. Bellucci noted the he compiled the confidential results and requested the Committee's authorization to send them to the Authority Budget Office. Chairman Gerentine made a motion to recommend to the Committee that the results be filed with ABO, seconded by Mr. Higgins the motion was approved unanimously.

Having no other business, the meeting adjourned at 3:12 pm.

## **New York State Bridge Authority Governance Committee Meeting Minutes of December 19, 2013**

The New York State Bridge Authority's Governance Committee met at the Authority's Headquarters in Highland, New York, at 3:12 p.m. on December 19, 2013.

In addition to Governance Committee Chairman Richard Gerentine and Committee members Vane Lashua and Roger Higgins, those in attendance included:

Roderick Dressel  
Brian Bushek  
Carl G. Whitbeck, Jr., Esq.  
John R. Bellucci

Upon a motion made by Chairman Gerentine and seconded by Mr. Higgins, the minutes of the June 20, 2013 meeting were approved unanimously.

Mr. Bellucci reviewed the Authority Budget Office (ABO) Annual Board of Commissioners Self-Evaluation. Mr. Bellucci noted that he will distribute and compile the confidential results. He will advise the Board prior to the information being sent to the ABO.

Upon a motion made by Chairman Gerentine and seconded by Mr. Higgins, Mr. Bellucci was authorized to proceed with the Annual Board of Commissioners Self-Evaluation.

Mr. Bellucci noted that committee members have reviewed the requirements of the Committee Charter and the Authority's Mission Statement and Performance Measurements. Mr. Bellucci also indicated that the Governance Committee members have also reviewed the Annual Report on Governance Committee activities and upon a motion made by Chairman Gerentine, seconded by Mr. Lashua, the Annual Report on the Committee activities below was approved unanimously and sent to the Board of Commissioners.

### **2013 Annual Report of the Governance Committee to the Board of the New York State Bridge Authority**

#### Overview

The following report details the Governance Committee responsibilities and the activities performed to meet those responsibilities. This summary will serve as the Governance Committee self-evaluation of its own activities for 2013 as well as a report to the full Board of Commissioners. Where cited, the NYSBA web site is at [www.nysba.net](http://www.nysba.net). Specific Charter requirements are listed below with the Committee's response in *italics*.

### General Responsibilities

The Governance Committee Charter was adopted by the Board of the New York State Bridge Authority on 6/21/09 and last revised in accordance with amendments made to the Public Authorities Law by Chapter 506 of the Laws of 2009 on June 17, 2010.

In addition to discretionary actions, the Governance Committee is required to:

- Keep the Board informed of current best practices in corporate governance and review corporate governance trends for their applicability to the Authority;
- Recommending updates to the Authority's corporate governance principles and governance practices;
- Advise those responsible for appointing members of the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members;
- Examine ethical and conflict of interest issues;
- Perform board self-evaluations; and
- Recommend by-laws which include rules and procedures for conduct of Board business.

The governance committee shall make the following reports:

- Report to the Authority Board, at least annually, regarding any proposed changes to the governance charter, the governance guidelines, or the Authority Board By-Laws.
- Provide a self-evaluation of the governance committee's functions on an annual basis.
- Provide an examination of ethical and conflict of interest issues.

*The responsibilities of the Governance committee continue under the Public Authorities Law and directives from the Authority Budget Office (ABO). The Committee monitors those responsibilities and keeps the Board informed of applicable laws, regulations and practices regarding corporate governance.*

*The Governance Committee Charter and the By-Laws of the Authority have been reviewed and no changes have been recommended.*

*In addition, the Committee reviewed and recommended action on the following Authority policies to the Board of Commissioners:*

1. *The Bridge Authority updated its existing Code of Ethics in conformance with guidelines provided by the Authority Budget Office and fulfilled Section 2800 Public Authorities Law requirements.*
2. *The Authority adopted a uniform Code of Conduct in conformance with Executive Law Article 4-A and recommendations from JCOPE (the Joint Commission on Public Ethics) and the state Inspector General's (IG) office guidelines for a "Uniform Code of Conduct" to 'prevent or eliminate corruption, fraud, criminal activity, conflicts of interest and abuse'.*

*This Code of Conduct represents, in one place, NYSBA policies and directives to meet the criteria established by JCOPE and the IG. These policies also incorporate applicable requirements of the Authority Budget Office (ABO).*

*Of the eighteen policies that have been incorporated into this document, most have been long-standing approved policies or memorandum to staff. Revised and updated policies include:*

- *Vehicle Use Policy*
- *Sunlight Policy*
- *Outside Activities policy which requires an annual certification*
- *Domestic Violence Policy*
- *Harassment Policy*
- *Substance Abuse Policy*
- *NYSBA Time-Keeping Policy*

*All employees are now required to sign an annual acknowledgement form that they have read and understand the NYSBA Code of Conduct.*

*There were no ethical or conflict of interest issues brought to the committee.*

*The Governance Committee notes that the Board functions in a responsible and transparent manner. As a small Authority, all Board members are apprised of and may participate in all Board activities. The Authority made updates to its web site to enhance transparency in in the Board's operations (noted below).*

*The role of the Governance Committee continues to insure that the Board meets the highest standards of transparency and accountability for its procedures and practices.*

*The Committee generally deals with matters not in the purview of the Audit or Finance Committees and insures that the multiple requirements placed upon the Board by the Authority Budget Office and other regulatory authorities are met to the best of the Board's abilities.*

#### Committee Meetings

The governance committee will meet a minimum of twice a year, with the expectations that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

*In 2013, the Governance Committee met on January 31, March 21, June 20 and December 19.*

#### Relationship to the Authority's Board

The Board has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

Develop and provide recommendations to the Authority Board on performance evaluations, including coordination and oversight of such evaluations of the Board, its committees and senior management in the Authority's governance process.

*The Board executed the confidential Evaluation of Board Performance and reported the results to the ABO. The Board also annually reviews the Authority's Mission Statement and Performance Measures to insure that the Authority meets the goals it has established.*

### Evaluation of the Authority's Policies

The governance committee shall:

Develop, review on a regular basis, and update as necessary the Authority's code of ethics, Board member code of ethics and written policies regarding conflicts of interest. Such codes of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.

*The Authority Code of Ethics applies to all employees of the Authority, is posted on its website and is part of the policies and procedures of the Authority and the NYSBA Code of Conduct. Board Members are apprised of the NYS Ethics Commission "Ethics Guide for Unpaid State Officers" and file appropriate financial disclosures.*

Develop and recommend to the Authority Board any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.

*The Authority's Whistleblower Policy has been incorporated into the NYSBA Code of Conduct.*

Develop and recommend to the Authority Board any required revisions to the Authority's equal opportunity and affirmative action policies.

*The Committee notes that the Authority continued an aggressive promotion of MWBE opportunities in 2013, revised procurement policies accordingly and actively supports the Administration's targets for MWBE procurement.*

Develop and recommend to the Authority Board any required updates of the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.

*Procurement guidelines have been reviewed and revised in 2013. The Authority utilizes its website to list and promote procurement opportunities. The Authority maintains full compliance with applicable parts of State Finance Law Section 139. Policies regarding procurement process disclosure and lobbying contact are in place and have been incorporated into the*

*Authority's Code of Conduct. The Authority implemented the requirements of Project Sunlight in 2013 and incorporated these requirements into the Authority's Code of Conduct.*

Develop and recommend to the Authority Board any required updates on the Authority's written policies regarding the disposition of real and personal property.

*The Authority's policy is posted on its web site. No changes were recommended.*

Develop and recommend to the Authority Board any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting business of the Board, such as the Authority's By-Laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

*The Committee recommended changes to the Authority's policies as noted above.*

#### Other Responsibilities

The governance committee shall:

Review on an annual basis the compensation and benefits for the Executive Director and other senior management.

*The Board reviews a comprehensive Management-Confidential Compensation Plan annually.*

Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.

*The Committee makes no recommendations for changes at this time and submits the annual report of the Committee to the Board as a self-review.*

Having no other business, the meeting adjourned at 3:15 pm.

**NEW YORK STATE BRIDGE AUTHORITY**  
**BOARD RESOLUTION**

Resolution No.:

Resolution Date: February 20, 2014

WHEREAS the New York State Bridge Authority has undertaken the leasing of excess capacity in its Fiber Optic infrastructure to the benefit of the Authority and the People of the State of New York; and,

WHEREAS, technological changes, updated leasing contracts and new opportunities necessitate an updating of the New York State Bridge Authority General Rules And Regulations, Title 21, N.Y.C.R.R. Parts 200-208; now therefore

BE IT RESOLVED that the Authority will proceed with the rulemaking process to delete Part 208 ACCOMODATION PLAN FOR THE LONGITUDINAL USE OF BRIDGE AUTHORITY RIGHT-OF-WAY BY UTILITIES and insert the following:

**PART 208 FIBER OPTIC LEASING, DARK FIBER**

**Section 208.1. General policy**

(a) With the exception of fiber optic signal transmission equipment, the longitudinal use of bridges and highway rights-of-way under the jurisdiction of the New York State Bridge Authority by other than vehicle and pedestrian passage shall not be allowed.

(b) The authority has an existing fiber optic infrastructure within the jurisdictional boundaries of certain authority facilities. Title to such fiber optic network infrastructure is vested exclusively in the authority. The fiber optic infrastructure has been designed with fiber strand capacity (dark fiber), which may be available for leasing.

**Section 208.2. Leases**

(a) Subject to the provisions of this Part and New York State law, the authority, at its discretion, may enter into fee-based fiber leasing agreements with providers of telecommunication services, hereinafter known as Providers, for the lease of dark fiber optic cable(s) owned by the authority. A Provider of telecommunication services shall mean any person or entity that provides fiber optic communications.

(b) Agreements for the right to lease fiber optic equipment may be granted under the authority of section 528(9) of the Public Authorities Law and shall be limited to a period of no more than 10 years from the date on which they are made. Pursuant to such lease agreements, the authority will provide the network infrastructure facilities, including the fiber optic cable(s) that will connect to Provider locations and shall operate, maintain, repair, disconnect, replace and remove facilities, cable and other equipment necessary for the fiber optic infrastructure between and

including the co-location rooms. The Provider shall be responsible for the equipment that is necessary to connect the provider's fiber optic cable to each co-location room.

(c) Interested Providers may submit separate proposals for lease agreements of fiber optic infrastructure at each of the authority's Hudson River facilities where such infrastructure is available, except that the Newburgh-Beacon Bridge and the parallel Newburgh-Beacon Bridge may be deemed to be a single facility for the purposes of this Part. Providers seeking access to fiber optic infrastructure at more than one facility may provide a single proposal containing separate technical details rather than a separate proposal for each facility. Nothing herein shall be construed to prohibit any Provider from being awarded leases to use fiber optic infrastructure at more than one facility.

(d) Unless engineering, bridge maintenance or maintenance of traffic considerations require otherwise, the authority will not award an exclusive lease for sole access to any portion of the fiber optic infrastructure at any authority facility by any Provider. In order to avoid interference with its regular operations, however, the authority does reserve the right to refrain, after the award of any lease or leases for use of fiber optic infrastructure at any facility, from the award of additional leases for access to the same fiber optic infrastructure up to but not exceeding a period of 10 years.

(e) The authority may also accept proposals from and award leases to two or more Providers acting as a joint venture.

(f) The authority shall have sole discretion to accept a proposal or proposals for lease of its fiber optic equipment, subject only to the provisions of this Part.

### **Section 208.3. Procedure**

(a) In reviewing proposals for lease of its fiber optic equipment, the authority shall not unduly discriminate against any Provider. When entering into a lease of fiber optic equipment, the authority shall, in good faith, make all commercially reasonable efforts to ensure that each Provider pays a price per fiber mile equivalent to other Providers, based upon the number of leased fibers, total fiber miles, investment in authority infrastructure, and length of lease term. The authority shall, in good faith, make all commercially reasonable efforts to require equivalent adequate assurance from each Provider based upon the total lease payment due by that Provider.

(b) When accepting a proposal to lease fiber optic equipment, the authority may include a granting of an easement across authority property to permit the Provider access to the co-location room and may include this easement as part of the dark fiber lease agreement.

(c) *Proposals.* Each proposal submitted by a Provider for lease of authority fiber optic equipment shall include:

- (1) Unless waived by the Authority, a plot or engineered drawing encompassing a "General Plan for Dark Fiber Installation" which shall include an overall description of the route of access across the authority's property from the property border to the respective Co-Location rooms on each side of the Hudson River;

- (2) Unless waived by the Authority, detailed drawings and schematics for dark fiber installation which shall include the specific details and delineation of the Fiber route, conduit or other method of access, fiber cable specifications and fiber count and other details as required by the Authority;
- (3) Unless waived by the Authority, Co-Location room patch connections descriptions and details as necessary;
- (4) Unless waived by the Authority, list of any other equipment and appropriate detail regarding equipment specifications to be installed on Authority Property;
- (5) the proposed payment to be made for lease of the fiber optic equipment;
- (6) any other information the authority may deem material in respect to a specific authority facility or site;
- (7) such other information as may be material and helpful in the evaluation of the proposal(s) may be included in a concise form.

(d) *Review and evaluation.* Review and evaluation of the proposals will be by the executive director, the chief engineer and general counsel with such staff and/or outside assistance as they shall deem appropriate and necessary. The authority may consult with other governmental agencies in the course of its review, but, under the provisions of the Public Authorities Law, sole responsibility for the determination of whether to enter into a lease shall rest with the authority.

#### **Section 208.4. Lease award**

Awards are subject to the negotiation of an acceptable dark fiber lease agreement and approval by the authority.

#### **Section 208.5. Dark fiber lease provisions**

Dark fiber leases may vary but will generally include the following provisions:

- (a) The authority reserves the right to restrict the use of its facilities. Such restrictions may include but not be limited to: number and types of fiber optic leases allowed; and/or availability of fiber optic infrastructure.
- (b) In the event of any relocation of any fiber optics infrastructure on a facility, made necessary as a result of construction or maintenance operations, or changes in authority policy or design standards, the authority may terminate existing lease agreements affected by the relocation without liability to the authority.
- (c) The Provider shall be responsible for obtaining all necessary permits, approvals, etc. required by any Federal agency or other State agency for the utilization of fiber optic infrastructure and shall furnish to the authority copies of such permits and approvals.

(d) Acceptance of a lease by the selected Provider shall constitute an agreement by the selected Provider to indemnify and hold harmless the authority, its officers, agents, and employees from all loss, expense, liability, claim, cost, damage, and harm, including attorney's fees, arising out of or relating to the foregoing. Such indemnification agreement shall apply regardless of any negligence or fault on the part of the authority, its officers, agents, and employees.

; 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 20th day of February, 2014.

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Joseph Ruggiero, Secretary

**NEW YORK STATE BRIDGE AUTHORITY**  
**BOARD RESOLUTION**

Resolution No.:  
Resolution Date: February 20, 2014

WHEREAS the New York State Bridge Authority desires a clear policy regarding the operation of Authority vehicles or engaging in safety-sensitive functions when adjudication of an employee's non-work related DUI or DWI charge is pending; and,

WHEREAS, counsel has drafted a policy to put appropriate safeguards in place; now therefore

BE IT RESOLVED that the Authority adopt a DWI policy as follows:

**NEW YORK STATE BRIDGE AUTHORITY**  
**DWI POLICY**

This Policy shall be effective when an Authority employee is either arrested for driving while under the influence of drugs or alcohol or driving while intoxicated or when an Authority employee is deemed to be in "Violator Status" pursuant to the Authority's Substance Abuse Policy.

If an employee is arrested and charged with a DUI or DWI, the Authority shall restrict the employee from performing safety-sensitive functions pending investigation of the incident. At the sole discretion of the Authority, during this period, the employee shall either be transferred to another position that does not require the performance of safety-sensitive functions or allowed to take unpaid leave until cleared to engage in all safety-sensitive functions, including qualification for a commercial driver's license.

Once the Authority is notified of a DUI/DWI arrest, the Director of Human Resources will review the employee's position to determine if driving an Authority vehicle and qualification for a CDL is an essential function of the employee's position and whether the employee can return to work without a CDL or be transferred to a position that does not require driving an Authority vehicle and, therefore, the need for a CDL.

An employee who transfers is not guaranteed the same amount of pay he/she had in the original position. The employee must accept the salary that the new position pays, even if it is a lower one.

Where it is found that driving an Authority vehicle and qualification for a CDL is an essential function of the employee's position, an Authority employee who does not qualify for a valid restriction-free CDL, or who has not been selected for transfer to another position, may be suspended or terminated from employment. Among other things, the requirement to utilize an Ignition Interlock Device constitutes a restriction on the CDL.

; 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 20th day of February, 2014.

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Joseph Ruggiero, Secretary