



**Bridge
Authority**

ANDREW M. CUOMO
Governor

JOSEPH RUGGIERO
Executive Director

RICHARD A. GERENTINE
Chairman

Governance Committee Meeting Agenda September 17, 2015

Committee Members

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

1. Adopt the Minute of the August 18, 2015 meeting
2. Review proposed Management-Confidential Compensation Plan changes and consider a recommendation to the Board
3. Review proposed Code of Ethics policy update and consider a recommendation to the Board
4. Other Business
5. Adjourn

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New York State Bridge Authority Governance Committee Meeting Minutes of August 18, 2015

The New York State Bridge Authority's Governance Committee met at the Authority's Headquarters in Highland, New York, at 3:33 p.m. on August 18, 2015.

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

Roderick Dressel
Joseph Ruggiero
Brian Bushek
Carl G. Whitbeck, Jr., Esq.

Upon a motion made by Chairman Gerentine and seconded by Mr. Higgins, the minutes of the April 16, 2015 meeting were approved unanimously.

Mr. Ruggiero reviewed the proposed By-Law changes. The By-Laws lack a provision for continuity of operations should the Board of Commissioners be unable to meet due to a state of emergency or a lack of members of the Board sufficient to provide a quorum. General Counsel has provided a proposal to remedy this matter and add a new article to address Continuity of Operations. In addition, minor revisions are recommended to the provision for Special Meetings and several sections to remove the reference to Assistant Secretary, a position previously eliminated by the Board.

Upon a motion made by Chairman Gerentine and seconded by Mr. Lashua, the proposed By-Law changes was approved and will be sent to the full Board with the Committee's recommendation for adoption.

Mr. Ruggiero reviewed the proposed Procurement Policy updates. General Counsel drafted the revision to the Procurement Policy in consultation with directors involved in the procurement process and administration of contracts. The policy provides for the inclusion of all executed change orders on construction contracts in the monthly Engineering Jobs in Progress report and requires all change orders to be presented to the Board of Commissioners for their consideration. The proposed revisions also include provisions to address the issuance of an emergency change order when specific criteria are met and the situation warrants.

Upon a motion made by Chairman Gerentine and seconded by Mr. Lashua, the proposed Procurement Policy updates was approved and will be sent to the full Board with the Committee's recommendation for adoption.

Having no other business, the meeting adjourned at 3:36 pm.

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.:

Resolution Date: April 16, 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

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.:

Resolution Date: April 16, 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