



MINUTES
NEW YORK STATE CANAL CORPORATION
BOARD MEETING NO. CC-182
March 27, 2013

Minutes of a meeting of the New York State Canal Corporation held at 633 Third Avenue, 38th Floor, New York, New York 10017.

The meetings of the New York State Thruway Authority and Canal Corporation Boards opened in joint session for the consideration of various matters. These minutes reflect only those items considered by the New York State Canal Corporation Board. The meeting began at 2:00 p.m.

There were present:

Chairman Howard P. Milstein
Donna J. Luh, Vice Chairperson
J. Donald Rice, Jr., Board Member, via teleconference
Brandon R. Sall, Board Member
Richard N. Simberg, Board Member
E. Virgil Conway, Board Member

Constituting a majority of the members of the Canal Corporation Board.

Jose-Holguin-Veras, Ph.D. was not present at this meeting and did not vote on any of the Items.

In addition, there were present the following staff personnel:

Thomas J. Madison, Jr., Executive Director
John Bryan, Chief Financial Officer and Treasurer
William Estes, General Counsel
Jill B. Warner, Board Administrator and Secretary
Jonathan Ehrlich, Special Assistant to the Chairman
Scott Hollis, Information Technology Specialist III
Lieutenant Demczar, Troop T
Michael Shamma, Acting Chief Engineer
Daniel Weiller, Director, Office of Media Relations and Communications
Donald Bell, Director, Maintenance and Operations
John Barr, Director, Administrative Services
Peter Sanderson, Project Director, New New York Bridge
David Malone, Director, Accounting and Disbursements

Also in attendance:

Ervel Douse, Expedite Video Conferencing Services
Jeffrey Parker, Senior Managing Director, Ernst & Young LLP
Anna Chew, Vice President, Ernst & Young Infrastructure Advisors, LLC
David J. Spara, Director, Toski & Co.
Douglas Zimmerman, Director, Toski, Schaefer & Co., P.C.
Steven Polan, Partner, Manatt Phelps & Phillips, LLP
Murray Bodin, public
Alex Saunders, public
James Screen, public

Chairman Milstein noted that he, Ms. Luh, Mr. Conway, Mr. Rice, Mr. Simberg and Mr. Sall had received and reviewed the Agenda submitted for consideration at this meeting and were prepared to act on each of the Items.

Chairman Milstein called the meeting of the Thruway Authority and Canal Corporation Boards to order. (33:30)

Ms. Warner recorded the minutes as contained herein (public notice of the meeting had been given).

Item 1 by Ms. Warner (Appendix A)
Approval of Minutes of Meeting No. 181 (33:34)

On the motion of Ms. Luh, seconded by Mr. Conway, without any objections, the Board approved the minutes of Meeting No. CC-181 held on January 24, 2013, which were made available to the Board Members as part of the Agenda.

Item 2 by Mr. Shamma(Appendix B)
Approved Report on the 2012 and 2013 Capital Program (33:48)

Extensive discussion of the Capital Program was undertaken by members of the Board. Mr. Shamma's report was distributed to Board Members and a copy is maintained in the Authority's records along with details of the Board Members' discussion included in the video recording of the meeting.

After full discussion, the Board accepted the monthly status reports on the Thruway Authority and Canal Corporation 2012/2013 Capital Program.

Item 3 by Mr. Madison (Appendix C)
Delegation to Sign Official SEQR Act Documents for Non Contracts Program Actions/Activities (41:58)

Extensive discussion of this delegation was undertaken by members of the Board. The details of the presentation by Mr. Madison and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Conway, seconded by Mr. Sall, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 576
DELEGATION TO SIGN OFFICIAL SEQR ACT
DOCUMENTS FOR NON-CONTRACTS PROGRAM
ACTIONS/ACITIVITES

RESOLVED, that the Thruway Authority Board authorizes the Thruway Authority's Chief Engineer to take any action deemed necessary to execute determinations of significance (positive or negative) for Thruway projects/actions as defined by 6 NYCRR Part 617, and be it further

RESOLVED, that the Canal Corporation Board authorizes the Canal Corporation's Chief Engineer to take any action deemed necessary to execute determinations of significance (positive or negative) for Canal projects/actions as defined by 6 NYCRR Part 617, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 4 by Mr. Bryan (Appendix D)

Authorizing the Abandonment of Real Property Reference No. BC120009, Approximately 0.684 Acres of Canal Land Located in the Town of Brighton and Approximately 0.182 Acres of Land Located in the City of Rochester, Monroe County; and Authorizing Its Sale to the University of Rochester (52:54)

A discussion of this abandonment of real property was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 577
AUTHORIZING THE ABANDONMENT OF REAL
PROPERTY REFERENCE NO. BC120009,
APPROXIMATELY 0.684 ACRES OF CANAL LAND

LOCATED IN THE TOWN OF BRIGHTON AND APPROXIMATELY 0.182 ACRES LOCATED IN THE CITY OF ROCHESTER, MONROE COUNTY; AND AUTHORIZING ITS SALE TO THE UNIVERSITY OF ROCHESTER

RESOLVED, that approximately 0.684 acres of Canal land located in the Town of Brighton and approximately 0.182 acres of Canal land located in the City of Rochester, County of Monroe is no longer useful or necessary as part of the Barge Canal System, as an aid to navigation thereon, or for Barge Canal purposes, and be it further

RESOLVED, that the Office of Canal Maintenance and Operations shall prepare an Official Order abandoning the lands for Canal purposes, together with a map and description of such lands for review and execution by the Executive Director, or his designee, and be it further

RESOLVED, that following preparation of the Official Order of Abandonment, the Executive Director, or his designee, be, and he hereby is, authorized to execute such order of abandonment, and be it further

RESOLVED, that the recommendation for issuance of a Negative Declaration based on an environmental assessment of the proposed action completed in accordance with the provisions of the State Environmental Quality Review Act (SEQRA) be, and hereby is, approved, and be it further

RESOLVED, the Chief Engineer, or his designee, be, and he hereby is, authorized to sign the SEQRA Environmental Assessment and issue the Negative Declaration, and to distribute any required notices on behalf of the Canal Corporation Board with relation to this action, and be it further

RESOLVED, that the sale of said Canal land by quitclaim deed to the University of Rochester for \$65,000 be, and hereby is, approved, subject to such other legal, financial, engineering, and other terms as may be deemed by the Executive Director, the Director of Canals or the General Counsel, to be in the best interest of the Canal Corporation and consistent with the intent of this agenda item, and be it further

RESOLVED, that the Executive Director, or his designee, be, and the same hereby is, authorized to execute an Agreement for Sale of Real Property with the University of Rochester and any amendments and/or conforming changes thereto consistent with the terms of this agenda item, along with all other documents necessary to effectuate the conveyance of the Property, in accordance with the terms authorized during this meeting, and be it further

RESOLVED, that such sale shall be conditioned upon the payment of certain costs incidental to the transfer of real property, and be it further

RESOLVED, that the Corporation's Contracting Officer determined that a sale of the Property on the terms recommended in the agenda item complies with all applicable provisions of law relating to disposal of real property, including Article 9, Title 5-A of the Public Authorities Law, and with the Canal Real Property Management Policy, and be it further

RESOLVED, that the Executive Director, or his designee, the Director of Canals, the Chief Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to effectuate closing of title, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 5 by Mr. Bryan (Appendix E)

Authorizing the Abandonment of Approximately 1.0± Acre of Canal Land Located in the City of Ithaca, Tompkins County and Transfer of Jurisdiction Over Such Lands by the New York State Office of General Services to the New York State Department of Transportation (53:42)

A discussion regarding this abandonment of Canal land was undertaken by members of the Board. The details of the presentation by Mr. Bryan and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Sall, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 578

AUTHORIZING THE ABANDONMENT OF APPROXIMATELY 1.0± ACRE OF CANAL LAND LOCATED IN THE CITY OF ITHACA, TOMPKINS COUNTY AND TRANSFER OF JURISDICTION OVER SUCH LANDS BY THE NEW YORK STATE OFFICE OF GENERAL SERVICES TO THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION

RESOLVED, that approximately 1.0± acre of Canal land located in the City of Ithaca, County of Tompkins is no longer useful or necessary as part of the Barge Canal System, as an aid to navigation thereon, or for Barge Canal purposes, and be it further

RESOLVED, that following publication of the Notice of Abandonment for the Property as required by Section 51 of the Canal Law and transmittal of such notice to the CRC, the Office of Canal Maintenance and Operations shall prepare an Official Order abandoning the land for Canal purposes, together with a map and description of such lands

for review and execution by the Executive Director, and be it further

RESOLVED, that following preparation of the Official Order of Abandonment, the Executive Director be, and he hereby is, authorized to execute such order of abandonment, and be it further

RESOLVED, that the Transfer of Jurisdiction over such lands to DOT in accordance with all other terms of this agenda item be, and hereby is, authorized, and be it further

RESOLVED, that the Executive Director, the Chief of Staff, the Director of Canals, the Chief Financial Officer, and the General Counsel be, and the same hereby are, authorized to take all actions necessary to implement this Board item, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

Item 6 by Mr. Shamma (Appendix F)
Authorizing Execution of Two Term Agreements (D214150 and D214181)
with Two Firms to Provide Various Support Services (55:08)

A discussion regarding the execution of two term agreements was undertaken by members of the Board. The details of the presentation by Mr. Shamma and Board Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in Authority records.

On the motion of Mr. Conway, seconded by Chairman Milstein, without any objections, the Board unanimously adopted the following resolution:

RESOLUTION NO. 579
AUTHORIZING EXECUTION OF TWO TERM
AGREEMENTS (D214150 AND D214181) WITH TWO
FIRMS TO PROVIDE VARIOUS SUPPORT
SERVICES

RESOLVED, that the Chief Engineer be, and he hereby is, authorized to execute two term agreements (D214150 and D214181) for engineering support services with the two firms listed in Exhibit A, attached hereto, provided that sufficient funding has been identified to complete services for the projects through these agreements, with the Maximum Amount Payable of each agreement not to exceed the amount shown in the attached Exhibit A, and such agreements shall be on such other terms and conditions as the Chief Engineer, in consultation with the General Counsel, determines to be in the best interest of the Corporation, and be it further

RESOLVED, that the Chief Engineer or his designees shall have the authority to exercise all powers reserved to the Corporation under the provisions of the agreements, manage and administer the agreements, amend the provisions of the agreements consistent with the terms of this Item and in accordance with the 2013 Contracts Program Resolution and other Board authorizations, and suspend or terminate the agreements in the best interests of the Corporation, and be it further

RESOLVED, that information relating to each agreement be included in the Chief Engineer's Quarterly Report to the Board on Contracts Program activities which will include the date of execution of each agreement, and be it further

RESOLVED, that this resolution be incorporated in the minutes of this meeting

PUBLIC COMMENT PERIOD

There were two public speaker who did not address items specific to the Authority agenda. Refer to the video recording of the meeting for the content of the speaker's statements.

Murray Bodin, public (1:23:47)

Alex Saunders, public (1:26:59)

EXECUTIVE SESSION AND ADJOURNMENT (1:33:55)

Chairman Milstein requested a motion to adjourn to Executive Session to discuss ongoing collective negotiations pursuant to the Fair Employment Act for Public Employees. There being no further business to come before the Board, without any objections, on the motion of Mr. Conway, seconded by Ms. Luh, the meeting was adjourned and the Board moved into Executive Session.

Jill B. Warner
Secretary

Note: Webcasts, which include dialogue of Authority/Corporation Board Meetings, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of four months.